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XINYI ENERGY HOLDINGS LIMITED

信義能源控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 03868)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 11 FEBRUARY 2021

The Board is pleased to announce that the ordinary resolutions set out in the Notice was duly passed by the Independent Shareholders at the EGM on 11 February 2021 by way of poll.

Reference is made to the circular of the Company dated 27 January 2021 (the “**Circular**”) and the ordinary resolutions proposed in the notice of the Extraordinary General Meeting (“**EGM**”) dated 27 January 2021 (the “**Notice**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

Pursuant to the Listing Rules, voting at general meetings of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, at the EGM, poll voting for the ordinary resolutions as set out in the Notice was proceeded.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the poll voting.

The poll results are as follows:-

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
1.	<p>(a) The exercise of the Call Option (Group 2A) (as defined in the circular of the Company dated 27 January 2021 (the “Circular”)) for the acquisition of the Call Right Assets (Group 2A) (as defined in the Circular) pursuant to the terms and conditions of the Solar Farm Agreement (as defined in the Circular), the Call Notice (Group 2A) (as defined in the Circular), and the Solar Farm (Group 2A) Agreement (as defined in the Circular) and the entering into of the Solar Farm (Group 2A) Agreement be and are hereby approved, ratified and confirmed; and</p> <p>(b) authorisation be granted to any director of the Company to complete and do all such acts or things (including executing all such documents, instruments and agreements as may be required) as are in his or her opinion may consider necessary, appropriate, desirable or expedient or in the interest of the Company to implement and/or give effect to the exercise of the Call Option (Group 2A) (as defined in the Circular) and/or the Solar Farm (Group 2A) Agreement and all other matters incidental thereto or in connection therewith;</p>	<p>636,614,173 (99.999990%)</p>	<p>65 (0.000010%)</p>

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
2.	<p>(a) The exercise of the Call Option (Group 2B) (as defined in the Circular) for the acquisition of the Call Right Assets (Group 2B) (as defined in the Circular) pursuant to the terms and conditions of the Solar Farm Agreement (as defined in the Circular), the Call Notice (Group 2B) (as defined in the Circular), and the Solar Farm (Group 2B) Agreement (as defined in the Circular) and the entering into of the Solar Farm (Group 2B) Agreement be and are hereby approved, ratified and confirmed; and</p> <p>(b) authorisation be granted to any director of the Company to complete and do all such acts or things (including executing all such documents, instruments and agreements as may be required) as are in his or her opinion may consider necessary, appropriate, desirable or expedient or in the interest of the Company to implement and/or give effect to the exercise of the Call Option (Group 2B) (as defined in the Circular) and/or the Solar Farm (Group 2B) Agreement and all other matters incidental thereto or in connection therewith.</p>	648,643,573 (99.999990%)	65 (0.000010%)

As more than 50% of the votes cast were in favour of each of the ordinary resolution nos. 1 to 2 in the Notice, all the ordinary resolutions were duly passed at the EGM.

As at the date of the EGM, the total number of issued Shares was 7,109,998,471 Shares. Pursuant to the Listing Rules and as stated in the Circular, the Controlling Shareholders and their respective associates, which in aggregate held 5,024,716,729 Shares, representing 70.7% of the issued share capital of the Company were required to, and did as they had indicated in the Circular, abstain from voting on the ordinary resolutions at the EGM.

Save as disclosed above, none of the other Shareholders were required under the Listing Rules to abstain from voting on the ordinary resolutions at the EGM. As at the date of the EGM, the total number of Shares entitling the Independent Shareholders to attend and vote at the EGM was 2,085,281,742 Shares, representing 29.3% of the issued share capital of the Company. Independent Shareholders holding in aggregate 648,643,638 Shares attended and voted on the ordinary resolutions at the EGM in person or by proxy. Save as disclosed above, there was no Share entitling the other Shareholders to attend and abstain from voting in favour of the ordinary resolutions as set out in Rule 13.40 of the Listing Rules and there was no other Shareholders who had stated his/her/its intention in the Circular to vote against the ordinary resolutions or to abstain from voting at the EGM.

By order of the Board
Xinyi Energy Holdings Limited
TUEN Ling
Company Secretary

Hong Kong, 11 February 2021

As of the date of this announcement, the five executive Directors are Mr. LEE Shing Put, B.B.S. (Chairman), Tan Sri Datuk TUNG Ching Sai P.S.M, D.M.S.M, J.P., Mr. TUNG Fong Ngai, Mr. LEE Yau Ching and Ms. CHENG Shu E, and the three independent non-executive Directors are Mr. LEUNG Ting Yuk, The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. and Ms. LYU Fang.