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## THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this Prospectus or as to the action to be taken, you should consult a stockbroker, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Xinyi Energy Holdings Limited, you should at once hand the Prospectus Documents to the purchaser or transferee or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

A copy of each of the Prospectus Documents, together with the written consent referred to in the paragraphs under “8. Expert and consent” in Appendix III to this Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (WUMP) Ordinance. The SFC, the Registrar of Companies in Hong Kong and the Stock Exchange take no responsibility as to the contents of any of these documents.

Dealings in the securities of the Company may be settled through CCASS operated by HKSCC. You should consult your licensed securities dealer or other registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the Prospectus Documents, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Prospectus Documents. You should read the whole of this Prospectus including the discussions of certain risks and other factors as set forth in the paragraphs under “Warning of the risks of dealing in the Shares and nil-paid Rights Shares” in the section headed “Letter from the Board” of this Prospectus.

Distribution of the Prospectus Documents in jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession the Prospectus Documents comes should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction for which the Company will not accept any liability.

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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)**

## PROPOSED NON-UNDERWRITTEN RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TEN (10) SHARES IN ISSUE

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Unless the context requires otherwise, the capitalised terms used on this cover shall have the same meanings as those defined in this Prospectus.

The Rights Issue is subject to fulfillment of the conditions of the Rights Issue as set forth in the paragraphs under “Conditions of the Rights Issue” in the section headed “Letter from the Board” of this Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Wednesday, 24 May 2023). If the conditions of the Rights Issue are not fulfilled on or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

There is no minimum amount to be raised under the Rights Issue. Pursuant to the Company’s constitutional document, the BVI Companies Act, the Companies (WUMP) Ordinance and the Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue.

The latest time for acceptance and payment for the Rights Shares and for application and payment for the excess Rights Shares is 4:00 p.m. on Tuesday, 23 May 2023.

The procedures for acceptance and transfer of the Rights Shares are set forth in the paragraphs under “Procedures for acceptance and payment or transfer” in the section headed “Letter from the Board” of this Prospectus.

**Any Shareholders or other persons contemplating selling or purchasing the Shares and/or Rights Shares in their nil-paid form up to the latest time when the conditions of the Rights Issue are fulfilled (which is expected to be 4:00 p.m. on Wednesday, 24 May 2023) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the Shares and/or the nil-paid Rights Shares, and if they are in any doubt about their position, they are recommended to consult their professional advisers.**

Dealings in the Shares have been on an ex-rights basis from Friday, 21 April 2023. Dealings in the Rights Shares in their nil-paid form will take place from Thursday, 11 May 2023 to Thursday, 18 May 2023 (both days inclusive).

9 May 2023

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## DEFINITIONS

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*Unless the context requires otherwise, the capitalised terms used in this Prospectus shall have the following meanings:*

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code;
“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Announcement”	means the announcement of the Company dated 14 April 2023 in relation to, among other things, the Rights Issue;
“Board”	means the board of Directors;
“Business Day”	refers to any day on which commercial banks in Hong Kong are generally open for business in Hong Kong (excluding Saturday, Sunday, public holiday and any day on which typhoon No. 8 or above or “black” rainstorm warning signal is hoisted or in effect between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon);
“BVI”	means the British Virgin Islands;
“BVI Companies Act”	refers to the BVI Business Companies Act (Revised 2020) of the British Virgin Islands;
“CCASS”	means the Central Clearing and Settlement System established and operated by HKSCC;
“China Clear”	refers to China Securities Depository and Clearing Corporation Limited (中国证券登记结算有限责任公司);
“Companies (WUMP) Ordinance”	means Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented from time to time;
“Company”	means Xinyi Energy Holdings Limited (信義能源控股有限公司), a company incorporated under the laws of the BVI with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 03868);
“Controlling Shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“CSRC”	refers to the China Securities Regulatory Commission (中国证券监督管理委员会), the regulator and the enforcement agency of securities matters in the PRC;
“Director(s)”	means the director(s) of the Company;

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## DEFINITIONS

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“EAF(s)”	refers to the excess application form(s) for use by the Qualifying Shareholders (other than the PRC Southbound Trading Investors) who would like to apply for the Rights Shares in excess for their entitlements under the Rights Issue;
“Excluded Shareholder(s)”	refers to those Overseas Shareholder(s) who the Directors, after making enquiries regarding the legal restrictions under the laws of the relevant places or the requirements of the relevant overseas regulatory bodies or stock exchanges, consider it necessary or expedient to exclude them from the Rights Issue;
“Final Acceptance Date”	means Tuesday, 23 May 2023, being the last day for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares or such other time or date as the Directors may determine;
“Feed-in-Tariff”	refers to the feed-in-tariff regime implemented by the PRC Government for the provision of subsidy to the solar farm operators in the PRC by way of tariff adjustment;
“Group”	refers to the Company and its subsidiaries;
“HK\$”	refers to Hong Kong dollar(s), the lawful currency of Hong Kong;
“HKSCC”	refers to Hong Kong Securities Clearing Company Limited;
“Hong Kong”	means The Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Branch Registrar”	refers to Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company;
“Last Trading Date”	refers to Friday, 14 April 2023, being the last full trading day for the Shares before the publication of the Announcement;
“Latest Practicable Date”	refers to Tuesday, 2 May 2023, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information in this Prospectus;
“Listing Committee”	means the listing committee of the Stock Exchange;
“Listing Rules”	means The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the amendments thereto;
“MW”	is an unit of energy (power), megawatt;

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## DEFINITIONS

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“NDRC”	means the National Development and Reform Commission (国家发展和改革委员会) of the PRC;
“NEA”	means the National Energy Administration (国家能源局) of the PRC;
“Overseas Letter”	means the letter to be issued by the Company to the Excluded Shareholder(s) on the circumstances/reasons in which the Excluded Shareholder(s) will not be permitted to participate in the Rights Issue;
“Overseas Shareholder(s)”	refers to Shareholder(s) whose names appear on the register of members of the Company as of the close of business on the Record Date and whose address(es) as shown on such register is/are outside Hong Kong;
“PAL(s)”	means the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue;
“Posting Date”	refers to Tuesday, 9 May 2023, or such other date as the Company may determine in writing for the despatch of the Prospectus Documents;
“PRC”	means The People’s Republic of China, which for the purpose of this Prospectus, excludes Hong Kong, The Macau Special Administrative Region of The People’s Republic of China and Taiwan;
“PRC Government”	means the government of the PRC;
“PRC Legal Advisers”	refers to Grandall Law Firm (Shanghai), the PRC legal advisers to the Company;
“PRC Southbound Trading Investor(s)”	means the PRC investor(s) who hold the Shares through China Clear as nominee under the Shenzhen-Hong Kong Stock Connect and/or the Shanghai-Hong Kong Stock Connect;
“Prospectus”	means this prospectus issued by the Company in relation to the Rights Issue;
“Prospectus Documents”	means this Prospectus, the PAL and the EAF;
“Qualifying Shareholder(s)”	means the Shareholder(s), other than the Excluded Shareholder(s), whose names appear on the register of members of the Company as of the close of business on the Record Date;
“Record Date”	being Tuesday, 2 May 2023;

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## DEFINITIONS

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“Relevant Shareholders”	has the meaning ascribed to it in the paragraphs under “Application for the excess Rights Shares” in the section headed “Letter from the Board” in this Prospectus;
“Rights Issue”	refers to the non-underwritten rights issue on the basis of one (1) Rights Share for every ten (10) Shares in issue as of the close of business on the Record Date at the Subscription Price;
“Rights Shares”	means up to 744,040,025 Shares proposed to be allotted and issued pursuant to the Rights Issue;
“RMB”	means Renminbi, the lawful currency of the PRC;
“SFC”	refers to The Securities and Futures Commission of Hong Kong;
“SFO”	refers to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
“Shanghai-Hong Kong Stock Connect”	refers to a securities trading and clearing links programme developed by the Stock Exchange, the Shanghai Stock Exchange, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shanghai;
“Shenzhen-Hong Kong Stock Connect”	refers to a securities trading and clearing links programme developed by the Stock Exchange, the Shenzhen Stock Exchange, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shenzhen;
“Share(s)”	refers to the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	means the holder(s) of the Share(s);
“Share Options”	refers to the options to subscribe for the Shares issued by the Company pursuant to the Share Option Scheme;
“Share Option Scheme”	means the share option scheme adopted by the Company on 22 November 2018;
“Stock Exchange”	refers to The Stock Exchange of Hong Kong Limited;
“Subscription Price”	means the subscription price of HK\$2.19 for each Rights Share under the Rights Issue;
“Takeovers Code”	means The Codes on Takeovers and Mergers and Share Buy-backs;

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## DEFINITIONS

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“Trial Administrative Measures”	means the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies” (境内企业境外发行证券和上市管理试行办法) promulgated by the CSRC effective from 31 March 2023;
“Untaken Rights”	has the meanings ascribed to it in the paragraphs under “Application for the excess Rights Shares” in the section headed “Letter from the Board” in this Prospectus;
“Xinyi Glass”	means Xinyi Glass Holdings Limited (信義玻璃控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 00868);
“Xinyi Solar”	means Xinyi Solar Holdings Limited (信義光能控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 00968), the holding company of the Company; and
“%”	denotes per cent or percentage.

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## EXPECTED TIMETABLE

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*The expected timetable for the Rights Issue set forth below is indicative only and has been prepared on the assumption that all conditions of the Rights Issue are fulfilled. Shareholders should note that the dates and times specified in this Prospectus for events in the timetable for (or otherwise in relation to) the Rights Issue may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate. All dates and times specified in this Prospectus refer to Hong Kong local dates and times.*

First day of dealings in nil-paid Rights Shares . . . . .	Thursday, 11 May 2023
Latest time for splitting PALs . . . . .	4:30 p.m. on Monday, 15 May 2023
Last day of dealings in nil-paid Rights Shares . . . . .	Thursday, 18 May 2023
Latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares . . . . .	4:00 p.m. on Tuesday, 23 May 2023
Latest time for the Rights Issue to become unconditional . . . . .	4:00 p.m. on Wednesday, 24 May 2023
Announcement of the allotment results of the Rights Issue. . . . .	Wednesday, 31 May 2023
Refund cheques for wholly and partially unsuccessful excess applications to be posted . . . . .	Thursday, 1 June 2023
Share certificates of fully-paid Rights Shares to be posted . . . . .	Thursday, 1 June 2023
First day of dealings in fully-paid Rights Shares . . . . .	9:00 a.m. on Friday, 2 June 2023
Designated broker starts to stand in the market to provide matching services for odd lots of the Shares . . . . .	9:00 a.m. on Friday, 2 June 2023
Designated broker ceases to provide matching services for odd lots of the Shares. . . . .	4:00 p.m. on Thursday, 15 June 2023

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## EXPECTED TIMETABLE

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### **Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares**

The latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning or extreme conditions caused by super typhoons:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 23 May 2023. Instead, the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 23 May 2023. Instead, the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares does not take place on or before 4:00 p.m. on Tuesday, 23 May 2023, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. LEE Shing Put, B.B.S. (*Chairman*)

Tan Sri Datuk TUNG Ching Sai *P.S.M., D.M.S.M., J.P.*

*(Vice Chairman)*

Mr. TUNG Fong Ngai (*Chief Executive Officer*)

Mr. LEE Yau Ching

Ms. CHENG Shu E

*Registered office:*

Jayla Place

Wickhams Cay I

Road Town

Tortola, VG1110

British Virgin Islands

*Head office and principal*

*place of business in Hong Kong:*

Unit 2118-2120, 21/F

Rykadan Capital Tower

135 Hoi Bun Road

Kwun Tong

Kowloon

Hong Kong

9 May 2023

*Independent non-executive Directors:*

Mr. LEUNG Ting Yuk

The Hon. IP Kwok Him, G.B.M., G.B.S., J.P.

Ms. LYU Fang

*To the Qualifying Shareholders and  
the Excluded Shareholders (for information purpose only)*

Dear Sir or Madam

### **PROPOSED NON-UNDERWRITTEN RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TEN (10) SHARES IN ISSUE**

#### **INTRODUCTION**

Reference is made to the Announcement in which the Company proposed to implement the Rights Issue on a non-underwritten basis of one (1) Rights Share for every ten (10) Shares in issue held by any Qualifying Shareholder at the Subscription Price as of the close of business on the Record Date. The Company may raise, through the Rights Issue, gross proceeds of up to HK\$1,629.45 million by issuing up to 744,040,025 Rights Shares.

The purpose of this Prospectus is to provide you with, among other things, (a) further information on the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to you and application for the excess Rights Shares; (b) the relevant financial information of the Group; and (c) certain general information of the Group.

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## LETTER FROM THE BOARD

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### PROPOSED NON-UNDERWRITTEN RIGHTS ISSUE

The Company proposes to implement the Rights Issue on a non-underwritten basis of one (1) Rights Shares for every ten (10) Shares in issue held by any Qualifying Shareholder at the Subscription Price as of the close of business on the Record Date. The Rights Issue will not be extended to the Excluded Shareholder(s). The table below sets forth the principal terms and conditions thereof:

Basis of the Rights Issue	:	One (1) Rights Share for every ten (10) Shares in issue held by any Qualifying Shareholder as of the close of business on the Record Date.
Number of Shares in issue as of the Latest Practicable Date	:	7,440,400,255 Shares.
Number of the Rights Shares to be issued	:	Up to 744,040,025 Rights Shares.
Subscription Price	:	HK\$2.19 per Rights Share.
Net price per Rights Share, i.e. Subscription Price minus cost and expenses incurred in the Rights Issue for each Rights Share	:	HK\$2.19 per Rights Share (assuming that all the Rights Shares will be taken up by (a) the Qualifying Shareholders or (b) transferees of nil-paid Rights Shares).
Shareholding percentages	:	Based on the total number of Shares in issue as of the Latest Practicable Date, the Rights Shares represent:  (a) 10.00% of the number of Shares in issue as of the Latest Practicable Date; and  (b) 9.09% of the enlarged number of Shares in issue immediately following completion of the Rights Issue.
Number of Shares in issue immediately following completion of the Rights Issue	:	Up to 8,184,440,280 Shares.
Aggregate nominal value of the Rights Shares	:	Up to HK\$7,440,400.25.

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## LETTER FROM THE BOARD

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- Right of excess application : All Qualifying Shareholders (other than the PRC Southbound Trading Investors) may apply for the Rights Shares in excess of their provisional allotment.
- Gross proceeds from the Rights Issue : Based on the Subscription Price, the Company may raise, through the Rights Issue, gross proceeds of up to HK\$1,629.45 million by issuing up to 744,040,025 Rights Shares.
- Net proceeds from the Rights Issue : Based on the Subscription Price, the Company may raise, through the Rights Issue, net proceeds of up to HK\$1,627.88 million by issuing up to 744,040,025 Rights Shares.

The Company has adopted the Share Option Scheme. As of the Latest Practicable Date, save for an aggregate of 6,796,000 Share Options, the Company had no outstanding convertible securities, debt securities, derivatives, options, warrants or other similar securities which are convertible or exchangeable into Shares prior to the Record Date. The Company has no intention to issue or grant any Shares, convertible securities, debt securities, derivatives, options and warrants on or before the Record Date.

### Subscription Price

The Subscription Price will be payable in full when (a) a Qualifying Shareholder accepts the provisional allotment of the relevant Rights Shares or a Qualifying Shareholder (other than the PRC Southbound Trading Investors) applies for the excess Rights Shares or (b) a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of 9.9% to the closing price of HK\$2.43 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (ii) a discount of 8.4% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately up to and including the Last Trading Date;
- (iii) a discount of 7.2% to the average closing price of HK\$2.36 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately up to and including the Last Trading Date;
- (iv) a discount of 9.1% to the theoretical ex-rights price of HK\$2.41 per Share based on the closing price of HK\$2.43 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (v) a premium of 38.6% to the audited consolidated net asset value per Share of HK\$1.58 (based on the latest published consolidated net asset value attributable to the Shareholders of HK\$11,753.06 million as disclosed in the latest annual report of the Company for the year ended 31 December 2022 and 7,440,400,255 Shares in issue as of the Last Trading Date); and

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## LETTER FROM THE BOARD

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- (vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of a discount of 0.8% represented by the theoretical diluted price of HK\$2.41 per Share to the benchmarked price of HK\$2.43 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the closing price on the Last Trading Date of HK\$2.43 per Share and the average of the closing prices per Share as quoted on the Stock Exchange for the five consecutive trading days prior to the Last Trading Date of HK\$2.36 per Share).

The Subscription Price was determined with reference to, among others:

- (a) the market prices of the Shares under the prevailing market conditions;
- (b) the latest business and financial position of the Group; and
- (c) the reasons for and benefits of the Rights Issue as disclosed in the paragraphs under “Reasons for and benefits of the Rights Issue and use of the net proceeds from the Rights Issue” below.

The Directors (including the independent non-executive Directors) consider that, despite the Rights Issue may have potential dilution impact on the shareholding of the Shareholders, the terms of the Rights Issue (including the Subscription Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole taking into account (a) the Qualifying Shareholders who do not want to take up their provisional allotment under the Rights Issue are able to sell the nil-paid Rights Shares and (b) the Rights Issue provides the Qualifying Shareholders with an opportunity to subscribe for the Rights Shares on a pro rata basis for the purpose of maintaining their respective existing shareholding percentage in the Company.

### **Basis of provisional allotment**

The basis of the provisional allotment shall be one (1) Rights Share for every ten (10) Shares in issue held by a Qualifying Shareholder as of the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder’s provisional allotment should be made by completing a PAL and lodging the same with a remittance for the Rights Shares being applied for with the Hong Kong Branch Registrar on or before 4:00 p.m. on the Final Acceptance Date. Any holdings (or balance of holdings) of less than ten (10) Shares in issue will not entitle their holders to be provisionally allotted a Rights Share. Further information on the arrangement is set forth in the paragraphs under “Fractional entitlements to the Rights Shares” below.

### **Rights Issue conducted on a non-underwritten basis**

Subject to the fulfilment of the conditions of the Rights Issue set forth in the paragraphs under “Conditions of the Rights Issue” below, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. If there is an under-subscription of the Rights Issue because of the Untaken Rights not being fully taken up by (a) the Qualifying Shareholders or (b) transferees of nil-paid Rights Shares, the size of the Rights Issue will reduce. There is no minimum amount to be raised under the Rights Issue. Pursuant to the Company’s constitutional document, the BVI Companies Act, the Companies (WUMP) Ordinance and the Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue.

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## LETTER FROM THE BOARD

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The Company has not received any information or irrevocable undertaking from any substantial shareholder (as defined in the Listing Rules) of the Company of any intention in relation to the Rights Shares to be provisionally allotted under the Rights Issue as of the Latest Practicable Date.

### Conditions of the Rights Issue

The Rights Issue is conditional upon the fulfilment of each of the following conditions:

- (a) the Stock Exchange having authorised the registration of, and the Companies Registry in Hong Kong having registered, respectively, no later than the Posting Date, each of the Prospectus Documents duly certified in compliance with section 342C of the Companies (WUMP) Ordinance (and all other documents required to be attached thereto or otherwise filed or delivered) and otherwise complying with the requirements of the Companies (WUMP) Ordinance and the Listing Rules;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of this Prospectus and the Overseas Letter to the Excluded Shareholder(s), if any, to the extent legally permitted and for information purposes only, on or before the Posting Date;
- (c) the Listing Committee granting or agreeing to grant, the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms either unconditionally or subject to such conditions which the Company accepts and the satisfaction of such conditions (if any and where relevant) by no later than the Posting Date and such listings and permission to deal not having been withdrawn or revoked; and
- (d) each condition to enable the Rights Shares in their nil-paid or fully-paid forms to be admitted as eligible securities for deposit, clearance and settlement in CCASS having been satisfied on or before the Business Day immediately prior to the commencement of trading of the Rights Shares (in their nil paid and fully-paid forms, respectively) and no notification having been received by the Company from HKSCC by such time that such admission or facility for holding and settlement has been or is to be refused.

None of the above conditions can be waived (conditionally or unconditionally) by the Company. If any of the conditions referred to above are not fulfilled (where applicable) at or before 4:00 p.m. on Wednesday, 24 May 2023, the Rights Issue will not proceed.

**As the Rights Issue is subject to the above conditions, it may or may not proceed.**

### Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with Shares in issue on the date of allotment and issue of the Rights Shares. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid by the Company after the date of allotment and issue of the Rights Shares.

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## LETTER FROM THE BOARD

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### **Fractional entitlements to the Rights Shares**

The Company will not accept application for any fractions of the Rights Shares and will not provisionally allot and issue any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number) and all nil-paid Rights Shares arising from such aggregation will be sold by the Company in the open market if a premium (net of expenses) can be obtained. Any unsold fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders (other than the PRC Southbound Trading Investors) under the EAF(s) as described in the paragraphs under “Application for the excess Rights Shares” below.

### **Odd lot trading arrangement**

Upon completion of the Rights Issue, the board lots of the Company will remain unchanged, i.e. 2,000 Shares for each board lot. In order to alleviate difficulties in relation to the existence of odd lots of the Shares arising from the Rights Issue, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services on a best effort basis to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on Friday, 2 June 2023 to 4:00 p.m. on Thursday, 15 June 2023, both days inclusive. Holders of the Shares in odd lot represented by the existing Share certificate(s) who wish to take advantage of this facility to either dispose of their odd lots of the Shares or top up their odd lots to a full board lot may directly or through their brokers contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (telephone number: (852) 2862 8555) during office hours, i.e. 9:00 a.m. to 4:30 p.m., within such period. Shareholders who would like to match odd lots are recommended to contact Computershare Hong Kong Investor Services Limited via the above telephone number.

### **Qualifying Shareholders**

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company as of the close of business on the Record Date and not be an Excluded Shareholder.

The last day of dealings in the Shares on a cum-rights basis was Thursday, 20 April 2023. The Shares have been dealt with on an ex-rights basis from Friday, 21 April 2023. The latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares is expected to be at 4:00 p.m. on Tuesday, 23 May 2023 (or, under bad weather conditions, such later time or date as mentioned in the paragraphs under “Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares” in the section headed “Expected timetable” of this Prospectus).

**Qualifying Shareholders who take up their provisional allotment in full will not suffer any dilution to their shareholding (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements). If a Qualifying Shareholder does not take up any of his/her/its provisional allotment in full under the Rights Issue, his/her/its shareholding in the Company will be diluted.**

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## LETTER FROM THE BOARD

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Subject to the fulfilment of all conditions of the Rights Issue set forth in the paragraphs under “Conditions of the Rights Issue” above, the Company will despatch the Prospectus Documents containing, amongst others, details of the Rights Issue, to the Qualifying Shareholders. The Company will despatch this Prospectus and the Overseas Letter to the Excluded Shareholders, if any, for their information only, but the Company will not send the PAL(s) and EAF(s) to the Excluded Shareholders.

### **Rights of PRC Southbound Trading Investors**

According to the “Stock Connect Southbound Shareholding Search” available on the Stock Exchange’s website, as of the Latest Practicable Date, China Clear held 171,313,712 Shares, representing 2.30% of the total number of the Shares in issue.

The PRC Southbound Trading Investors may participate in the Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (a) sell their nil-paid Rights Shares on the Stock Exchange and/or (b) subscribe for their provisional allotment in respect of the Rights Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations. However, China Clear will not support applications by such PRC Southbound Trading Investors for the excess Rights Shares under the Rights Issue through the Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect. In addition, the PRC Southbound Trading Investors (or the relevant China Clear participants as the case may be) whose stock accounts are credited with nil-paid Rights Shares could only sell those nil-paid Rights Shares on the Stock Exchange under Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect but could not purchase any other nil-paid Rights Shares nor transfer any nil-paid Rights Shares to other PRC Southbound Trading Investors.

The PRC Southbound Trading Investors should consult their intermediaries (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear and provide such intermediary with instructions on the acceptance and/or sale of nil-paid Rights Shares. Such instructions should be given in advance of the relevant dates in the section headed “Expected timetable” of this Prospectus and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect. It is important to note that the Rights Share in nil-paid or fully-paid forms issued to the PRC Southbound Trading Investors shall not be offered and may not be offered or sold directly or indirectly in the PRC to any person or entity unless through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect or such other person or entity has been exempt or otherwise obtained the approval from the PRC authorities in accordance with the applicable PRC laws and regulations.

The Company will also make the necessary filing requirements in the PRC in accordance with the Filing Requirements for Hong Kong Listed Issuer Making Rights Issues to Mainland Shareholder through Mainland-Hong Kong Stock Connect (Announcement [2016] No. 21) issued by the CSRC.

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## LETTER FROM THE BOARD

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### **Compliance requirements under the Trial Administrative Measures**

On 17 February 2023, the CSRC issued the Trial Administrative Measures together with the relevant notes and five supporting guidelines. The Trial Administrative Measures have become effective since 31 March 2023. The Trial Administrative Measures seek to unify the regulatory procedures and requirements for all overseas listings and offerings by “PRC domestic companies” outside the PRC. Under the Trial Administrative Measures, all overseas listings and offerings by “PRC domestic companies” are required to comply with the filing procedures with the CSRC. The Trial Administrative Measures apply to both listings and post-listing fund-raising or merger and acquisition activities. The PRC Legal Advisers have confirmed that the Rights Issue conducted by the Company falls within the definition of indirect overseas listings and offerings by “PRC domestic companies” under the Trial Administrative Measures.

The filing requirements under the Trial Administrative Measures include (a) filing reports with specified contents and attachments; (b) undertakings to be signed by the Company (with undertakings enclosed); and (c) the relevant PRC legal opinions. It is also stipulated in the Trial Administrative Measures that filings for subsequent share issuance by overseas listed issuers in the same stock market (e.g. rights issues or issuance of convertible securities) will have to be completed within three business days in the PRC after the transaction has been completed.

The Directors have sought advice from the PRC Legal Advisers on the compliance procedures and requirements for the Rights Issue and will comply with the requirements following completion of the Rights Issue.

### **Excluded Shareholder(s)**

The Prospectus Documents have not been and will not be registered and/or filed under any applicable securities or equivalent legislation of any jurisdictions other than (a) Hong Kong and (b) the PRC in accordance with the notice issued by the CSRC of Filing Requirements for Hong Kong Listed Issuers Making Rights Issue to Mainland Shareholders through Mainland-Hong Kong Stock Connect (Announcement [2016] No. 21) and the Trial Administrative Measures. Overseas Shareholders may not be eligible to take part in the Rights Issue.

According to the register of members of the Company as of the Latest Practicable Date, there was no Overseas Shareholder. As the register of members of the Company was already closed as of the Latest Practicable Date and has remained closed up to the Record Date, there will be no Excluded Shareholder for the purpose of this Rights Issue.

### **Procedures for acceptance and payment or transfer**

Qualifying Shareholders will find enclosed with this Prospectus a PAL which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL(s), they must lodge the PAL(s) in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:00 p.m.

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## LETTER FROM THE BOARD

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on the Final Acceptance Date. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "XINYI ENERGY HOLDINGS LIMITED — PAL" and crossed "Account Payee Only".

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Hong Kong Branch Registrar by no later than 4:00 p.m. on the Final Acceptance Date, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAF(s) by the Qualifying Shareholders (other than the PRC Southbound Trading Investors). The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

If the Qualifying Shareholders wish to accept only part of the provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or transfer part/all of their rights to more than one person, the original PAL must be surrendered for cancellation by no later than 4:30 p.m. on Monday, 15 May 2023 to the Hong Kong Branch Registrar, who will cancel the original PAL and issue new PAL(s) in the denominations required. The new PAL(s) will be available for collection from the Hong Kong Branch Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

Completion and return of the PAL will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the PAL and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give or be subject to any of the above representations and warranties. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier's orders accompanying completed PAL(s) will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares applied for will constitute a warranty by such person that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on the first presentation, and in that event, the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

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## LETTER FROM THE BOARD

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If any of the conditions of the Rights Issue as set forth in the paragraphs under “Conditions of the Rights Issue” above is not fulfilled by the latest time for the Rights Issue to become unconditional, the remittance received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in the nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Hong Kong Branch Registrar on or before Thursday, 1 June 2023.

It should be noted that no receipt will be issued in respect of any PAL and/or remittances received.

### **Application for the excess Rights Shares**

Qualifying Shareholders (other than the PRC Southbound Trading Investors) are entitled to apply for, by way of excess application:

- (a) any unsold entitlements to the Rights Shares of the Excluded Shareholder(s), if any;
- (b) any unsold Rights Shares created by aggregating fractions of the Rights Shares; and
- (c) any nil-paid Rights Shares provisionally allotted to but not accepted by the Qualifying Shareholders or otherwise not subscribed for by renounees or transferees of the nil-paid Rights Shares.

(a) to (c) shall collectively be referred to as “**Untaken Rights**”.

Applications for the excess Rights Shares may be made by completing the EAF and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Hong Kong Branch Registrar on or before 4:00 p.m. on the Final Acceptance Date. The Directors will, subject to the compliance with the Listing Rules (including but not limited to the public float requirement under Rule 8.08(1)(a) of the Listing Rules), allocate any excess Rights Shares at their discretion on a fair and equitable basis on the following principles:

- (i) any excess Rights Shares will be allocated to the Qualifying Shareholders applying such excess Rights Shares on a pro rata basis by reference to the number of the excess Rights Shares applied for under each application;
- (ii) no reference will be made to the Rights Shares subscribed through applications by PAL(s) or the existing number of Shares held by Qualifying Shareholders;
- (iii) no preference will be given to applications for topping up odd-lot holdings to whole lot holdings; and

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## LETTER FROM THE BOARD

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(iv) pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will also take steps to identify the applications for the excess Rights Shares made by any Controlling Shareholder or its associates (together, the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard the Relevant Shareholders’ applications for the excess Rights Shares to the extent that the total number of the excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their provisional allotment to the Rights Shares.

If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under PAL(s) is greater than the aggregate number of the excess Rights Shares being applied for under EAF(s), the Directors will allocate to each Qualifying Shareholder applying for the excess Rights Shares the actual number of the excess Rights Shares being applied for.

Shareholders whose Shares are held by a nominee company (or which are deposited in CCASS) should note that for the purpose of the Rights Issue, the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually.

In the event that the Board notes unusual patterns of excess applications and has reason to believe that any excess applications may have been made with the intention to abuse the mechanism, such application(s) for the excess Rights Shares may be rejected at the sole discretion of the Board.

Qualifying Shareholders (other than the PRC Southbound Trading Investors) who wish to apply for the excess Rights Shares in addition to their provisional allotment must complete and sign an EAF (in accordance with the instructions printed thereon) and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on the Final Acceptance Date. All remittances must be made in Hong Kong dollars by cheques which must be drawn on a bank account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “**XINYI ENERGY HOLDINGS LIMITED — EAF**” and crossed “**Account Payee Only**”.

An announcement of results of acceptance of and excess applications for the Rights Issue will be published on the websites of the Stock Exchange and the Company on Wednesday, 31 May 2023. If no excess Rights Shares are allotted to a Qualifying Shareholder who has applied for the excess Rights Shares, the remittance tendered on application is expected to be returned to the Qualifying Shareholder in full without interest by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Hong Kong Branch Registrar on or before Thursday, 1 June 2023. If the number of the excess Rights Shares allotted to a Qualifying Shareholder is fewer than that applied for, the surplus application monies without interest are also expected to be returned by refund cheque to that Qualifying Shareholder by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Hong Kong Branch Registrar on or before Thursday, 1 June 2023.

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## LETTER FROM THE BOARD

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Completion and return of the EAF will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the EAF and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give or be subject to any of the above representations and warranties. The Company reserves the right to refuse to accept any application for the excess Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

All cheques or cashier's orders accompanying completed EAF will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the EAF together with a cheque or a cashier's order in payment for the excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on the first presentation. Without prejudice to the other rights of the Company in respect thereto, the Company reserves the right to reject any EAF in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event, all rights thereunder will be deemed to have been declined and will be cancelled.

The EAF is for use only by the Qualifying Shareholders (other than the PRC Southbound Trading Investors) to whom it is addressed and is not transferable.

The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the EAF is not completed in accordance with the relevant instructions. The Company may require such incomplete EAF to be completed by the relevant applicants at a later stage.

If any of the conditions of the Rights Issue as set forth in the paragraphs under "Conditions of the Rights Issue" above is not fulfilled by the latest time for the Rights Issue to become unconditional, the remittance received in respect of application for the excess Rights Shares will be returned to the Qualifying Shareholders or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Hong Kong Branch Registrar on or before Thursday, 1 June 2023.

It should be noted that no receipt will be issued in respect of any EAF and/or remittances received.

### **NO IRREVOCABLE UNDERTAKINGS**

The Company has not received any information or irrevocable undertaking from any substantial shareholder (as defined in the Listing Rules) of the Company of their intention in relation to the Rights Shares to be provisionally allotted to that Shareholder under the Rights Issue as of the Latest Practicable Date.

### **POSSIBLE ADJUSTMENTS TO THE SHARE OPTIONS**

Pursuant to the terms of the Share Option Scheme, the Rights Issue may lead to adjustments to, among others, the exercise price and/or the number of Shares to be issued upon exercise of the outstanding Share Options under the Share Option Scheme.

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## LETTER FROM THE BOARD

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The Company will notify the holders of such Share Options and the Shareholders by way of announcement (as and when appropriate) regarding adjustments to be made (if any) pursuant to the terms of the Share Option Scheme and such adjustment will be certified by an independent financial adviser or auditor of the Company (as the case may be).

Save for the foregoing, as of the Latest Practicable Date, the Company had no outstanding convertible securities, debt securities, derivatives, options, warrants or other similar securities which are convertible or exchangeable into Shares prior to the Record Date.

### **APPLICATION FOR LISTING OF THE RIGHTS SHARES**

The Company has applied to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. No part of the securities of the Company in issue or for which listing or permission to deal is being or is proposed to be sought is listed or dealt in or on any other stock exchange.

The board lot size of nil-paid Rights Shares will remain unchanged, i.e. 2,000 Shares for each board lot.

### **RIGHTS SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

### **Stamp duty and other applicable fees**

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy or any other applicable fees and charges in Hong Kong.

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## LETTER FROM THE BOARD

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### **Taxation**

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposals of, or dealings in or exercising any rights in relation to the Shares or the Rights Shares, and similarly, the Excluded Shareholder(s) (if any) as regards their receipt of the net proceeds of sale of the Rights Shares otherwise falling to be issued to them under the Rights Issue under the laws of jurisdictions in which they are liable to taxation.

None of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

### **Share certificates and refund cheques for the Rights Issue**

Subject to the fulfilment of the conditions of the Rights Issue set forth in the paragraphs under “Conditions of the Rights Issue” above, Share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Thursday, 1 June 2023.

Refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares (if any) are expected to be posted by ordinary post to the applicants’ registered address, at their own risks, on or before Thursday, 1 June 2023.

### **REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF THE NET PROCEEDS FROM THE RIGHTS ISSUE**

The Group is principally engaged in the solar farm operation business in the PRC. The business model of the Group is to acquire, own and manage solar farm projects and sell the generated electricity to the State Grid in the PRC for a stable inflow of revenue and cash which will be used for the distribution of dividends. The Group uses internal and external financial resources to support its acquisition of solar farm projects.

As of 31 December 2022, the Group had interest-bearing bank borrowings of HK\$4,953.78 million, of which HK\$2,892.47 million would be required to be repaid before the end of 2023. The Board has considered the costs and benefits of different fund-raising alternatives available to the Group, and the possible impact on the interest savings, and considers that the Rights Issue is a preferred option as it would provide additional equity to the Group without incurring additional debts and paying interest expenses. This is particularly relevant that the global interest rates are expected to continue to increase in the near future.

The Rights Issue would not dilute the shareholding percentage of any of the Qualified Shareholders if they fully subscribe for the Rights Shares to which they are entitled. The Rights Issue provides an opportunity to each of the Qualified Shareholders to apply for the Rights Shares on a pro rata basis at the Subscription Price and, subject to market demand, provides the Qualifying Shareholders with the flexibility to sell some or all their provisional allotment in the open market and realise the cash value therefrom. Accordingly, the Directors consider that the Rights Issue is beneficial and is in the interests of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

The Company may raise, through the Rights Issue, gross proceeds of up to HK\$1,629.45 million by issuing up to 744,040,025 Rights Shares. The net proceeds from the Rights Issue, after deducting the professional fees and other related expenses, if subscribed in full by the Qualifying Shareholders, would be up to HK\$1,627.88 million. As mentioned above, the Company intends to apply the net proceeds from the Rights Issue for refinancing of the Group's bank borrowings and for the general working capital of the Group.

If there is an under-subscription of the Rights Issue, the amount of the net proceeds of the Rights Issue will reduce accordingly.

### POSSIBLE CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY FOLLOWING COMPLETION OF THE RIGHTS ISSUE

The table below sets forth the possible changes in the shareholding structure of the Company (a) as of the Latest Practicable Date and (b) immediately following completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders:

	As of the Latest Practicable Date		Immediately following completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b>Controlling Shareholders</b>				
Xinyi Glass	450,393,326	6.05	495,432,659	6.05
Xinyi Solar	3,648,100,337	49.03	4,012,910,370	49.03
Other Controlling Shareholders (Note 1)	1,500,663,795	20.17	1,650,730,174	20.17
<b>Public Shareholders</b>	<u>1,841,242,797</u>	<u>24.75</u>	<u>2,025,367,077</u>	<u>24.75</u>
<b>Total</b>	<u>7,440,400,255</u>	<u>100.00</u>	<u>8,184,440,280</u>	<u>100.00</u>

Notes:

- The other Controlling Shareholders are Dr. LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Tan Sri Datuk TUNG Ching Sai J.P., Mr. LEE Sing Din, Mr. LI Ching Leung, Mr. LI Ching Wai, Mr. LI Man Yin, Mr. NG Ngan Ho and Mr. SZE Nang Sze and their respective associates (other than Xinyi Glass and Xinyi Solar).
- Certain percentage figures included in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

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## LETTER FROM THE BOARD

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### FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

Save for the issue of 188,400,000 new Shares, representing 2.58% of the then number of Shares in issue for HK\$4.14 per Share, to investors (each of them and their respective ultimate beneficial owners are independent third parties) completed on 7 April 2022 under the general mandate granted to the Directors at the annual general meeting of the Company held on 28 May 2021, the Company and any member of the Group has not carried out any equity fund raising activities in the 12 months immediately preceding the Latest Practicable Date. The gross proceeds and the net proceeds raised amounted to HK\$780.0 million and HK\$779.5 million, respectively.

### IMPLICATIONS UNDER THE LISTING RULES

The Company has not conducted any rights issue or open offer within the 12-month period immediately preceding the Latest Practicable Date. The Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% and the Rights Issue is not underwritten by any Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates. Hence, the Rights Issue is not subject to the Shareholders' approval pursuant to Rule 7.19A(1) of the Listing Rules and will be carried out in compliance with Rule 7.21(1)(a) of the Listing Rules.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

### RISK FACTORS

The Directors believe that, among others, there are certain risks involved in the operations of the Group, the industry in which the Group operates and the Rights Issue, including but not limited to the following:

#### BUSINESS RISKS OF THE GROUP

The business operation of the Group is subject to the following principal risks and uncertainties:

##### Acquisition of solar farm projects

One of the business strategies of the Company is to acquire utility-scale solar farm projects that are construction completed and grid-connected at the time of acquisition from Xinyi Solar and certain other independent third parties. Further, in 2022 following the announcement and promulgation of the national policy on low-carbon energy transition and the "14th Five-Year Plan for Renewable Energy Development" (《“十四五”可再生能源發展規劃》) by the PRC Government in 2021 and the first half of 2022 that promotes the development of the distributed photovoltaic ("PV") power generation projects, the Group has started the acquisition of certain distributed PV power generation projects from independent third parties.

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## LETTER FROM THE BOARD

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Factors that may affect the availability of solar farm projects, and hence the growth of the business of the Company, include (a) competition from other industry players; (b) fewer acquisition opportunities of solar farm projects with desirable economic returns or risk profiles that are aligned with the business plan and the investment strategy of the Company; and (c) inability to reach an agreement with Xinyi Solar or other independent third parties regarding the pricing of the utility-scale solar farm projects to be acquired. Any disruption to the acquisition of solar farm projects could materially and adversely affect the business of the Company.

### **Feed-in-Tariff for the solar farm projects in the PRC**

In March 2022, the PRC Government issued a joint notice on a national self-examination for the renewable energy projects, particularly for solar and wind power projects, focusing on the compliance, scale of installed capacity, volume of electricity generated, Feed-In-Tariff and environmental protection, so as to ascertain the latest factual situation of the outstanding amount of the renewable energy subsidies. The PRC Government may cancel the renewable energy subsidies for non-compliant renewable energy projects. Accordingly, the self-examination requirement has been implemented for more than six months. The scope and the details of the assessment have been announced under the “Notice on the Explanation of Policies Concerning the Verification and Validation of Renewable Energy Power Generation Subsidies” (《關於明確可再生能源發電補貼核查認定有關政策解釋的通知》) issued by the NDRC, the Ministry of Finance and NEA in October 2022. The first batch of assessment results were announced under the “Announcement on the Public Announcement of the First Batch of Verified and Confirmed Compliance Projects of Renewable Energy Power Generation Subsidy” (《關於公示第一批可再生能源發電補貼核查確認的合規項目清單的公告》). The number of the first batch of verified and confirmed compliant projects exceeded 7,300, among which, solar projects accounted for 35.3%. As of the date of this Prospectus, nine utility-scale solar farm projects under the Group’s Feed-In-Tariff regime, representing 60% of the approved capacity of the Group’s solar farm projects under the Feed-In-Tariff regime, have been confirmed to be in full compliance. Nevertheless, any solar farm project operated by the Group that is found non-compliant and hence, resulted in reduction of the Feed-in-Tariff could materially and adversely affect the business of the Group.

### **RISKS RELATING TO THE INDUSTRY IN WHICH THE GROUP OPERATES**

#### **Delays in receiving the tariff adjustment under the Feed-In-Tariff regime and reduction in the Feed-in-Tariff rates**

Under the Feed-in-Tariff regime, utility-scale solar farm projects constructed under the national quota system in the PRC are in principle entitled to receive the Feed-in-Tariff after the solar farm projects are grid-connected. However, the process from getting the entitlement to the subsidies to the actual receipt of subsidies by the Group may be prolonged and subject to lead time. Any non-payment of the tariff adjustment in a significant amount, or any delay in the assessment of the entitlement to receive the subsidies, or any delay in the receipt of tariff adjustment for the solar farm projects that have been entitled could materially and adversely affect the business of the Group.

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## LETTER FROM THE BOARD

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In addition, any downward adjustment to the Feed-in-Tariff rates or any retrospective adjustment to the approved Feed-in-Tariff rates due to any policy change could materially and adversely affect the business of the Group.

### **Grid congestion, curtailment or other grid constraints of the solar farm projects of the Group**

A major source of the revenue of the Group is driven from the sale of electricity generated by the solar farm projects of the Group to local grid companies in the PRC. Solar power, along with other types of renewable power sources, are currently entitled to top priority over conventional energy sources in grid connection and dispatch. It is, however, not entirely within the Group's control that the local grid companies will always perform their obligations under the relevant power purchase agreements, which include purchase of electricity, grid connection and dispatch, and making of full payments for the electricity sold to them in a timely manner. If the local grid companies fail to perform their obligations under the relevant power purchase agreements, or in the event of their insolvency or liquidation, the Group may not have alternative customers readily available and this could materially and adversely affect the business of the Company.

Most of the solar farm projects of the Group are unable to store electricity and must transmit electricity once it is generated. In the event of failure of transmission of electricity due to grid congestion or other grid constraints, solar farm projects of the Group may be forced to shut down or reduce electricity generation. In addition, the demand from the customers of the grid companies for electricity may decrease, which could reduce the net power generation delivered to the grid. Electricity transmission lines may also experience unplanned outages due to system failures, accidents, severe weather conditions, planned outages due to repair and maintenance, construction work and other reasons beyond the control of the Group. Any reduction in dispatch of output due to grid restriction or breaches in performance of the applicable power purchase agreements by the local grid companies could materially and adversely affect the business of the Company.

### **Slowdown or disruption in the solar energy industry in the PRC**

The demand and supply of solar energy are not entirely within the Group's control and are generally affected by government support measures for solar energy and overall macroeconomic factors.

There can be no assurance that the solar energy market in the PRC would not slow down or take a downturn due to any changes in the social, political and economic conditions of the PRC, changes in the controls and regulations in respect of solar energy in the PRC or the global economic and financial conditions. In any of those events, the demand for the Group's products or services could be materially and adversely affected.

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## LETTER FROM THE BOARD

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### **Economic and political risks**

The business operations of the Group are primarily based in the PRC, any significant change in the general economic and political developments in the PRC could adversely affect the Group's operations and financial position.

### **FINANCIAL RISKS OF THE GROUP**

The risks associated with the Group's major financial instruments include trade and other receivables, bank balances, bank borrowings and trade and other payables.

#### **Foreign exchange risk**

The Group mainly operates in the PRC with majority of the transactions settled in Renminbi or RMB. The reporting currency of the Group is HK\$. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities and net investments of foreign operations denominated in a currency that is not the entity's reporting currency. The Group is exposed to foreign exchange risk primarily with respect to translation of assets or liabilities denominated in currencies other than its reporting currency.

#### **Credit risk**

The Group's exposure to credit risk would be due to failure to discharge an obligation by the counterparties on the carrying amounts of the respective financial assets.

#### **Liquidity risk**

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

### **RISKS RELATING TO THE SHARE PRICE**

The price and trading volume of the Shares are determined by demand and supply of investors for the Shares in the public market price and may be highly volatile. Factors such as variations in the Group's revenue, earnings and cash flows, changes in or challenges to the Group's operation, acquisitions or disposals, the depth and liquidity of the market for the Shares, investors' perceptions of the Group and general political, economic, social and market conditions could cause the market price of the Shares to change substantially.

### **RISKS RELATING TO THE RIGHTS ISSUE**

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. If there is an under-subscription of the Rights Issue as a result of Untaken Rights not being fully taken up by (a) the Qualifying Shareholders or (b) transferees of nil-paid Rights Shares, the size of the Rights Issue will reduce. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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## LETTER FROM THE BOARD

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The Rights Issue may not become unconditional or may not proceed. Should the Rights Issue proceed as intended, the shareholding interest of the existing Shareholders in the Company will be diluted if they do not or cannot subscribe for the Rights Shares to which they are entitled.

### WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

The Rights Issue will be proceeded on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. If there is any Untaken Rights not being fully taken up by (a) the Qualifying Shareholders or (b) transferees of nil-paid Rights Shares, the size of the Rights Issue will reduce accordingly.

Shareholders and prospective investors of the Company should also note that the Rights Issue is conditional upon, among others, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Accordingly, the Rights Issue may or may not proceed. Shareholders and prospective investors of the Company should note that if such conditions to the Rights Issue are not satisfied, the Rights Issue will also not proceed.

The Rights Issue is further subject to the fulfilment of other conditions as set forth in the paragraphs under “Conditions of the Rights Issue” above. Shareholders and prospective investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed. The BVI legal advisers of the Company have confirmed to the Company that there are no applicable statutory requirements regarding minimum subscription levels in respect of the Rights Issue.

Any dealings in the Shares from the Latest Practicable Date to the date on which all the conditions of the Rights Issue are fulfilled and any dealings in the Rights Shares in nil-paid form will bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Shareholders and prospective investors of the Company are advised to exercise caution when dealing in the Shares.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set forth in the appendices to this Prospectus.

By order of the Board of Directors of  
**Xinyi Energy Holdings Limited**  
**TUNG Fong Ngai**  
*Executive Director and Chief Executive Officer*

## 1. FINANCIAL INFORMATION OF THE GROUP

Details of the financial information of the Group for the three years ended 31 December 2022 have been set forth in the following documents which have been published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.xinyienergy.com](http://www.xinyienergy.com):

- (a) Annual report of the Company for the year ended 31 December 2020 published on 22 April 2021 (pages 50 to 127);
- (b) Annual report of the Company for the year ended 31 December 2021 published on 29 April 2022 (pages 52 to 131); and
- (c) Annual report of the Company for the year ended 31 December 2022 published on 28 April 2023 (pages 53 to 129).

## 2. INDEBTEDNESS STATEMENT

As of the close of business on 31 March 2023, being the latest practicable date for the purpose of this statement of indebtedness prior to the publication of this Prospectus, the Group had bank borrowings and lease liabilities of approximately HK\$4,739,452,000 and HK\$718,974,000, respectively, which are analysed as follows:

	<i>HK\$'000</i>
Bank borrowings, unsecured and guaranteed	4,739,452
Lease liabilities	<u>718,974</u>
<b>Total</b>	<u><u>5,458,426</u></u>

As of 31 March 2023, the Group has banking facilities amounting to HK\$5,155,143,000 in total, of which approximately HK\$400,000,000 was not utilised.

As of 31 March 2023, the Group's bank borrowings were secured by corporate guarantees of approximately HK\$4,201,599,000 executed by the Company and of approximately HK\$537,853,000 executed by the Company and subsidiaries of the Company.

As of 31 March 2023, lease liabilities were HK\$718,974,000. These lease liabilities mainly consisted of rental of land.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptance or acceptance credits, debentures, mortgages, charges, hire purchase or finance lease commitments, guarantees or contingent liabilities.

The Directors confirm that there has been no material change to the indebtedness since 31 March 2023 up to and including the Latest Practicable Date.

**3. WORKING CAPITAL SUFFICIENCY**

The Directors are of the opinion that, after taking into account the estimated net proceeds from the Rights Issue and the present available financial resources, including internally generated funds and existing banking facilities, the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of this Prospectus.

**4. MATERIAL ADVERSE CHANGE**

As of the Latest Practicable Date, so far as was known to the Directors, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 December 2022 (being the date to which the latest published audited financial statements of the Group were made up).

**5. FINANCIAL AND TRADING PROSPECT OF THE GROUP**

The Group is principally engaged in the solar farm operation business in the PRC. The business model is to acquire, own, and manage a portfolio of solar farm projects and sell the electricity to local subsidiaries of the state grid, i.e. The State Grid Corporation and the China Southern Power Grid in the PRC, for generating a stable inflow of revenue and cash which will be used for the distribution of dividend.

For the year ended 31 December 2022, the consolidated revenue of the Group recorded an increase of 0.8% to HK\$2,315.3 million, as compared to HK\$2,296.6 million for 2021. Profit for the year attributable to the equity holders of the Company declined by 21.2% to HK\$971.5 million. Basic earnings per share amounted to 13.33 HK cents, representing a decrease of 23.1% as compared to the same in the last year. The revenue of the Group mainly consists of two components: sales of electricity and tariff adjustment. The revenue increase is principally attributable to the full operation of the eight solar farm projects which were acquired in 2021 and completion of the acquisition of certain solar farm projects acquired in 2022. As of 31 December 2022, the aggregate approved capacity of the solar farm projects of the Group amounted to 3,014 MW.

With the announcement and promulgation of the national policy on low-carbon energy transition and the “14th Five-Year Plan for Renewable Energy Development” (《“十四五”可再生能源發展規劃》) by the PRC Government in 2021 and the first half of 2022, the State and local PRC governments have shifted from promoting the utility-scale solar farm projects to the development of the distributed PV power generation projects. This change results in many enterprises to invest and install distributed PV power generation projects. According to the statistics from the NEA, the newly installed capacity of PV power generation in 2022 was 87.4 gigawatts, representing an increase of 60.3% year-on-year, of which the newly installed capacity of distributed PV power generation project was 51.1 gigawatts, representing an increase of 74.6% year-on-year.

In 2022, the Group acquired certain distributed solar projects with an aggregate approved capacity of 44.7 MW in cooperating with well-known domestic leading enterprises which are independent third parties. These projects contributed to the Group's revenue in 2022 from sales of electricity of HK\$4.6 million. With the success in managing distributed solar projects, the Group has realised that there are many opportunities for the future development of this business. Meanwhile, the utility-scale solar farm projects can fully utilise the Group's strengths in managing sophisticated operation and maintenance management systems. Hence, the Group will continue to focus on the utility-scale solar farm projects as its main acquisition targets in the future and explore additional business opportunities arising from the favourable policies and opportunities for distributed solar projects.

On the other hand, the Group expected that outstanding subsidies to be received by the Group will be reduced under the development on various national policy. The problem of the increasing amount of outstanding renewable energy subsidies affects the future development of the renewable energy industry in the PRC. In order to address this issue, in March 2022, the NDRC, the Ministry of Finance and the NEA issued a joint notice on a national self-examination of the renewable energy projects, particularly for solar and wind power projects, focusing on the compliance, scale of installed capacity, volume of electricity generated, Feed-In-Tariff renewable energy subsidies and environmental protection, so as to ascertain the latest factual situation of the outstanding amount of the renewable energy subsidies. The PRC Government may cancel the renewable energy subsidies for non-compliant renewable energy projects, thereby reducing the overall financial pressure of the accrued outstanding amount.

Accordingly, the self-examination and verification work has been implemented for more than six months. The scope and details of the assessment were announced under the "Notice on the Explanation of Policies Concerning the Verification and Validation of Renewable Energy Power Generation Subsidies" (《關於明確可再生能源發電補貼核查認定有關政策解釋的通知》) issued by the NDRC, the Ministry of Finance and NEA in October 2022. The first batch of assessment results were announced under the "Announcement on the Public Announcement of the First Batch of Verified and Confirmed Compliance Projects of Renewable Energy Power Generation Subsidy" (《關於公示第一批可再生能源發電補貼核查確認的合規項目清單的公告》). The number of the first batch of verified and confirmed compliance projects exceeded 7,300, among which, solar projects accounted for 35.3%. As of the Latest Practicable Date, nine utility-scale solar farm projects under the Group's Feed-In-Tariff regime, representing 60% of the approved capacity of the Group's solar farm projects under the Feed-In-Tariff regime, were verified and confirmed in compliance. During the year ended 31 December 2022, the Group received tariff adjustment subsidies of HK\$2,108.9 million, which exceeded the expectation of the Directors. The Group expected that new development on the national policy on the outstanding amount of the renewable energy subsidies will be announced, and this development is expected to reduce the outstanding situation of subsidies to be received by the Group.

From an industry perspective, according to the latest forecast of the International Energy Agency (“IEA”), the renewable energy would account for 45% of the global use by 2030, representing more than 40% compared to the original estimate. The PRC, which is one of the world’s leading countries in the use of renewable energy, is leading the development in the solar power generation industry. The newly installed PV capacity in 2022 in the PRC continued to increase significantly by more than 60% compared to the previous year. This shows that the PRC is committed to achieve the national objective of “carbon peaking by 2030 and carbon neutrality goals by 2060”. In March and June 2022, the NDRC, NEA and other PRC ministries jointly released the “14th Five-Year Plan for Modern Energy Systems” (《“十四五”現代能源體系規劃》) and the “14th Five-Year Plan for Renewable Energy Development”(《“十四五”可再生能源發展規劃》) respectively, for the purpose of implementing decisive measures in the high-quality development of energy development and establishing a modern energy system by 2035. Security in the source of energy will be significantly improved, and green energy production and consumption patterns will also be widely formed. The proportion of non-fossil energy consumption will continue to increase after reaching 25% by 2030, and the renewable energy will become the principal source of energy. IEA estimates that the total installed capacity of the renewable energy in the PRC would exceed 1,000 GW by 2027, among which solar and wind power generation will account for 90%. It is expected that by 2023, the total installed capacity of solar power generation will be more than that of hydropower generation and will become the largest part of the installed capacity of the renewable energy in the PRC.

The Group is well prepared to capture the new opportunities. In December 2022 and February 2023, the Group completed the acquisition of three utility-scale grid-parity solar farm projects with an approved installed capacity of 450 MW. With the cancellation of the COVID-19 epidemic control measures in the PRC, it is expected that the economy and community will gradually return to the pre-epidemic state. Meanwhile, the price of polysilicon, the principal raw material for the solar cells in PV modules, also fell sharply before the end of the year, returning to a more reasonable level, causing a significant drop in modules prices. All of these are expected to stimulate and accelerate the construction progress of solar farm projects.

In 2023, in addition to continuing the operation of its existing solar farm portfolio, the Group plans to acquire additional utility-scale grid parity solar farm projects with a total approved capacity in the range between 700 and 1,000 MW from Xinyi Solar and independent third parties.

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**APPENDIX II                      UNAUDITED PRO FORMA FINANCIAL INFORMATION  
OF THE GROUP**

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*For illustrative purposes, the financial information prepared in accordance with paragraph 4.29 of the Main Board Listing Rules is set out here to provide prospective investors with further information about how the financial information of the Group might be affected by completion of the Rights Issue as if the Rights Issue had been completed on 31 December 2022. The statement has been prepared for illustrative purposes only and because of its nature, it may not give a true picture of the Group’s financial condition on the completion of the Rights Issue.*

**A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED NET TANGIBLE ASSETS**

The unaudited pro forma statement of adjusted consolidated net tangible assets attributable to the equity holders of the Company (the “**Unaudited Pro Forma Financial Information**”) of the Group has been prepared by the Directors in accordance with Rule 4.29 of the Listing Rules to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group attributable to the equity holders of the Company as at 31 December 2022 as if the Rights Issue had taken place on 31 December 2022.

The Unaudited Pro Forma Financial Information is prepared by the Directors based on the audited consolidated net tangible assets of the Group attributable to the equity holders of the Company as at 31 December 2022, extracted from the published annual report of the Group for the year ended 31 December 2022, after incorporating the unaudited pro forma adjustments described in the accompanying notes.

The Unaudited Pro Forma Financial Information is prepared for illustrative purpose only, and because of the hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to the equity holders of the Company had the Rights Issue been completed as at 31 December 2022 or at any future date.

	<b>Audited consolidated net tangible assets of the Group attributable to the equity holders of the Company as at 31 December 2022</b>	<b>Estimated net proceeds from the Rights Issue</b>	<b>Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the equity holders of the Company as at 31 December 2022</b>	<b>Unaudited consolidated net tangible assets of the Group per Share attributable to the equity holders of the Company as at 31 December 2022</b>	<b>Unaudited pro forma adjusted consolidated net tangible assets of the Group per Share as at 31 December 2022</b>
	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$</i>	<i>HK\$</i>
	<i>(Note 1)</i>	<i>(Note 2)</i>		<i>(Note 3)</i>	<i>(Note 4)</i>
Based on 744,040,025 Rights Shares to be issued at the Subscription Price of HK\$2.19 per Rights Share	11,380,168	1,627,878	13,008,046	1.53	1.59

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**APPENDIX II                      UNAUDITED PRO FORMA FINANCIAL INFORMATION  
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*Notes:*

- (1) The audited consolidated net tangible assets of the Group attributable to the equity holders of the Company as at 31 December 2022 is based on the audited consolidated net assets of the Group attributable to the equity holders of the Company as at 31 December 2022 of approximately HK\$11,753,060,000 excluding goodwill of approximately HK\$372,892,000 as at 31 December 2022, as extracted from the published annual report of the Group for the year ended 31 December 2022.
- (2) The estimated net proceeds from the Rights Issue are based on 744,040,025 Rights Shares to be issued at the Subscription Price of HK\$2.19 per Rights Share, after deduction of the estimated related expenses of approximately HK\$1,570,000.
- (3) The unaudited consolidated net tangible assets of the Group per Share attributable to equity holders of the Company as at 31 December 2022 was approximately HK\$1.53, which was based on the audited consolidated net tangible assets of the Group attributable to equity holders of the Company as at 31 December 2022 of approximately HK\$11,380,168,000 and 7,440,400,255 Shares in issue as at 31 December 2022.
- (4) The unaudited pro forma adjusted consolidated net tangible assets of the Group per Share is calculated based on unaudited pro forma adjusted consolidated net tangible assets of the Group of approximately HK\$13,008,046,000 and 8,184,440,280 Shares in issue (on the basis that there were 7,440,400,255 Shares in issue as at 31 December 2022 and 744,040,025 Rights Shares were issued under the Rights Issue assuming that the Rights Issue has been completed on 31 December 2022).
- (5) No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets to reflect any operating results or other transactions of the Group entered into subsequent to 31 December 2022.

**B. REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP**

*The following is the text of a report received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.*



羅兵咸永道

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE  
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

**TO THE DIRECTORS OF XINYI ENERGY HOLDINGS LIMITED**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Xinyi Energy Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 December 2022, and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out on pages II-1 to II-2 of the Company’s prospectus dated 9 May 2023, in connection with the proposed rights issue of the Company (the “**Prospectus**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-2 of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed rights issue on the Group’s financial position as at 31 December 2022 as if the proposed rights issue had taken place at 31 December 2022. As part of this process, information about the Group’s financial position as at 31 December 2022 has been extracted by the Directors from the Group’s financial information for the year ended 31 December 2022, on which an audit report has been published.

**Directors’ Responsibility for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7, *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

**Our Independence and Quality Management**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Reporting Accountant's Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the proposed rights issue at 31 December 2022 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

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**APPENDIX II            UNAUDITED PRO FORMA FINANCIAL INFORMATION  
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The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**PricewaterhouseCoopers**  
*Certified Public Accountants*  
Hong Kong

9 May 2023

**1. RESPONSIBILITY STATEMENT**

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

**2. SHARE CAPITAL****The authorised and issued share capital of the Company**

The authorised and issued share capital of the Company (a) as of Latest Practicable Date and (b) immediately following completion of the Rights Issue (assuming no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue and all Qualifying Shareholders have taken up the Rights Shares to which they are entitled) are as follows:

**(a) As of the Latest Practicable Date**

<i>Authorised:</i>		<i>HK\$</i>
<u>800,000,000,000</u> Shares		<u>8,000,000,000.00</u>
<i>Issued and fully paid:</i>		
<u>7,440,400,255</u> Shares		<u>74,404,002.55</u>

**(b) Immediately following completion of the Rights Issue (assuming no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue and all Qualifying Shareholders have taken up the Rights Shares to which they are entitled)**

<i>Authorised:</i>	<i>HK\$</i>
<u>800,000,000,000</u> Shares	<u>8,000,000,000.00</u>
 <i>Issued and fully paid:</i>	
7,440,400,255 Shares	74,404,002.55
744,040,025 Rights Shares (assuming no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue and all Qualifying Shareholders have taken up the Rights Shares to which they are entitled)	7,440,400.25
<hr/>	<hr/>
<u>8,184,440,280</u> <b>Total</b>	<u>81,844,402.80</u>

All of the Rights Shares to be issued will rank *pari passu* in all respects with each other, including, in particular, as to dividends, voting rights and return of capital, and once issued and fully paid, with all the Shares in issue as of the date of allotment and issue of the Rights Shares. The Rights Shares to be issued will be listed on the Stock Exchange.

The Company has applied to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. No Shares or any other securities of the Company are listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As of the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived. Save as disclosed below, the Company has no other outstanding convertible securities, debt securities, derivatives, options, warrants or other similar securities which are convertible or exchangeable into Shares.

### 3. SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme. As of the Latest Practicable Date, save for an aggregate of 6,796,000 Share Options exercisable into 6,796,000 Shares, the Company had no outstanding convertible securities, debt securities, derivatives, options, warrants or other similar securities which are convertible or exchangeable into Shares prior to the Record Date. The Company has no intention to issue or grant any Shares, convertible securities, debt securities, derivatives, options and warrants on or before the Record Date.

Details of the outstanding Share Options of the Company as of the Latest Practicable Date are set forth below:

Name of grantee	Date of grant	Exercise price per Share under the outstanding Share Options (HK\$)	Exercise period of the outstanding Share Options	Number of the outstanding Share Options as of the Latest Practicable Date
<b>Executive Director</b>				
Ms. CHENG Shu E	31 March 2020	2.18	1 April 2023 — 31 March 2024	450,000
	31 March 2021	3.78	1 April 2024 — 31 March 2025	347,000
	31 March 2022	4.76	1 April 2025 — 31 March 2026	338,000
<b>Others</b>				
Employees	31 March 2020	2.18	1 April 2023 — 31 March 2024	1,292,500
	31 March 2021	3.78	1 April 2024 — 31 March 2025	1,999,000
	31 March 2022	4.76	1 April 2025 — 31 March 2026	2,369,500
<b>Total</b>				<b>6,796,000</b>

#### 4. DISCLOSURE OF INTERESTS

##### (a) Directors and chief executive

As of the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provisions of the SFO); (b) entered in the register kept by the Company pursuant to section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, were as follows:

##### (i) Long position in the Shares

<u>Name of Director/ Chief executive of the Company</u>	<u>Capacity</u>	<u>Name of the controlled corporation</u>	<u>Number of Shares held</u>	<u>Approximate percentage of the issued share capital of the Company (%)<sup>(3)</sup></u>
Tan Sri Datuk TUNG Ching Sai <i>J.P.</i>	Interest in a controlled corporation <sup>(1)</sup>	Copark (as defined below)	30,553,206	0.410
	Interest in a controlled corporation <sup>(1)</sup>	Sharp Elite (as defined below)	192,410,355	2.586
	Family interest <sup>(1)</sup>		14,910,018	0.200
	Interest in persons acting in concert <sup>(2)</sup>		1,262,790,216	16.972

*Notes:*

- (1) Tan Sri Datuk TUNG Ching Sai *J.P.* is the beneficial owner of the entire issued share capital of Copark Investment Limited (“**Copark**”) and Sharp Elite Holdings Limited (“**Sharp Elite**”), both are incorporated in the BVI with limited liability and wholly-owned by Tan Sri Datuk TUNG Ching Sai *J.P.*, which in turn are the registered owner of 30,553,206 and 192,410,355 Shares, respectively. Tan Sri Datuk TUNG Ching Sai *J.P.* is also deemed to be interested in 14,910,018 Shares held by his spouse, Puan Sri Datin SZE Tan Hung.

- (2) Pursuant to an agreement dated 22 November 2018 and entered into by Dr. LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Tan Sri Datuk TUNG Ching Sai *J.P.*, Mr. LEE Sing Din, Mr. LI Ching Wai, Mr. LI Man Yin, Mr. SZE Nang Sze, Mr. NG Ngan Ho, and Mr. LI Ching Leung, the parties have agreed to grant a right of first offer to the other parties to the agreement if they want to dispose of their Shares allotted to them under a conditional distribution in specie received at the time of listing of the Company.
- (3) The percentage is calculated based on the total number of 7,440,400,255 Shares in issue as of the Latest Practicable Date, i.e., without taking account of any Rights Shares to be issued pursuant to the Rights Issue.

(ii) *Share Options*

<b>Name of Director/ Chief Executive</b>	<b>Capacity</b>	<b>Number of Share Options outstanding</b>	<b>Approximate percentage of the issued share capital of the Company (%)<sup>(1)</sup></b>
Ms. CHENG Shu E	Personal interest	1,135,000	0.015

*Note:*

- (1) The percentage is calculated based on the total number of 7,440,400,255 Shares in issue as of the Latest Practicable Date, i.e. without taking account of any Rights Shares to be issued pursuant to the Rights Issue.

(iii) *Interest in the shares of associated corporations of the Company*

<b>Name of Director</b>	<b>Capacity</b>	<b>Name of associated corporation</b>	<b>Number of shares held in the associated corporation</b>	<b>Approximate percentage of the issued share capital of the associated corporation (%)</b>
Tan Sri Datuk TUNG Ching Sai <i>J.P.</i>	Interest in a controlled corporation <sup>(1)</sup>	Xinyi Solar	220,919,131	2.481
	Family interest <sup>(1)</sup>		16,497,057	0.185
	Interest in persons acting in concert <sup>(2)</sup>		2,078,841,241	23.353

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*Notes:*

- (1) Tan Sri Datuk TUNG Ching Sai *J.P.* is the beneficial owner of the entire issued share capital of Copark which is the registered owner of 220,919,131 shares of Xinyi Solar (the “**XYs Shares**”). Tan Sri Datuk TUNG Ching Sai *J.P.* also has 16,497,057 XYs Shares through his spouse, Puan Sri Datin SZE Tan Hung.
  
- (2) Pursuant to an agreement dated 31 May 2013 and entered into by Dr. LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Tan Sri Datuk TUNG Ching Sai, *J.P.*, Mr. LEE Sing Din, Mr. LI Ching Wai, Mr. LI Man Yin, Mr. SZE Nang Sze, Mr. NG Ngan Ho, and Mr. LI Ching Leung, the parties have agreed to grant a right of first offer to the other parties to the agreement if they want to sell their XYs Shares allotted to them under a conditional distribution in specie, by way of special interim dividend declared on 19 November 2013 of such number of shares to them representing approximately 67.6% of the XYs Shares as of that date.

Save as disclosed above, as of the Latest Practicable Date, to the knowledge of the Company, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions of the SFO); (b) entered in the register kept by the Company pursuant to section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules.

(iv) *Directorship or employment in a company which has an interest or short position which is discloseable under divisions 2 and 3 of Part XV of the SFO*

So far as is known to the Directors and the chief executive of the Company, as of the Latest Practicable Date, the following Director(s) is a director or employee of the following entities which had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

<u>Name of Director</u>	<u>Name of companies which had such discloseable interest or short position</u>	<u>Position within such company</u>
Tan Sri Datuk TUNG Ching Sai <i>J.P.</i>	Xinyi Group (Glass) Company Limited	Director
Tan Sri Datuk TUNG Ching Sai <i>J.P.</i>	Xinyi Automobile Glass (BVI) Company Limited	Director
Tan Sri Datuk TUNG Ching Sai <i>J.P.</i>	Xinyi Glass	Director
Mr. LEE Yau Ching	Xinyi Power (BVI) Limited	Director
Mr. LEE Shing Put, B.B.S.	Xinyi Solar	Director
Mr. LEE Yau Ching	Xinyi Solar	Director
Tan Sri Datuk TUNG Ching Sai <i>J.P.</i>	Xinyi Solar	Director
Tan Sri Datuk TUNG Ching Sai <i>J.P.</i>	Copark	Director
Tan Sri Datuk TUNG Ching Sai <i>J.P.</i>	Sharp Elite	Director
Mr. LEE Yau Ching	Telerich (as defined below)	Director
Mr. LEE Yau Ching	Precious Smart (as defined below)	Director

Except as disclosed above, as of the Latest Practicable Date, none of the Directors or proposed Directors (if any) is a director or employee of any person or corporation who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO.

**(b) Substantial Shareholders**

So far as is known to the Directors, as of the Latest Practicable Date, the following persons (other than a Director or chief executive of the Company) had, or were deemed to have interests or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO:

*(i) Long positions in the Shares*

<u>Name of the Shareholder</u>	<u>Capacity</u>	<u>Number of Shares held</u>	<u>Approximate percentage of the Shares in issue (%)<sup>(11)</sup></u>
Xinyi Group (Glass) Company Limited	Beneficial owner	412,199,294	5.540
Xinyi Automobile Glass (BVI) Company Limited	Interest in a controlled corporation	412,199,294	5.540
Xinyi Glass	Beneficial owner	38,194,032	0.513
	Interest in a controlled corporation	412,199,294	5.540
Xinyi Power (BVI) Limited	Beneficial owner	3,648,100,337	49.031
Xinyi Solar	Interest in a controlled corporation	3,648,100,337	49.031
Dr. LEE Yin Yee, B.B.S.	Interest in a controlled corporation <sup>(1)</sup>	554,468,753	7.452
	Interest in a controlled corporation <sup>(2)</sup>	7,797,412	0.104
	Joint interest <sup>(1)</sup>	3,665,710	0.049
	Family interest <sup>(1)</sup>	4,446,497	0.059
	Interest in persons acting in concert <sup>(3)</sup>	930,285,423	12.503

<u>Name of the Shareholder</u>	<u>Capacity</u>	<u>Number of Shares held</u>	<u>Approximate percentage of the Shares in issue (%)<sup>(11)</sup></u>
Mr. TUNG Ching Bor	Interest in a controlled corporation <sup>(4)</sup>	223,672,781	3.006
	Joint interest <sup>(4)</sup>	11,296,658	0.151
	Family interest <sup>(4)</sup>	4,100,653	0.055
	Interest in persons acting in concert <sup>(3)</sup>	1,261,593,703	16.956
Mr. LEE Sing Din	Interest in a controlled corporation <sup>(5)</sup>	144,930,702	1.947
	Personal interest <sup>(5)</sup>	234,381	0.003
	Joint interest <sup>(5)</sup>	7,093,739	0.095
	Interest in persons acting in concert <sup>(3)</sup>	1,348,404,973	18.122
Mr. LI Man Yin	Interest in a controlled corporation <sup>(6)</sup>	55,545,346	0.746
	Personal interest <sup>(6)</sup>	394,278	0.005
	Family interest <sup>(6)</sup>	162,325	0.002
	Interest in persons acting in concert <sup>(3)</sup>	1,444,561,846	19.415
Mr. LI Ching Wai	Interest in a controlled corporation <sup>(7)</sup>	59,840,625	0.804
	Personal interest <sup>(7)</sup>	205,033	0.002
	Interest in persons acting in concert <sup>(3)</sup>	1,440,618,137	19.362

<u>Name of the Shareholder</u>	<u>Capacity</u>	<u>Number of Shares held</u>	<u>Approximate percentage of the Shares in issue (%)<sup>(11)</sup></u>
Mr. SZE Nang Sze	Interest in a controlled corporation <sup>(8)</sup>	74,545,963	1.001
	Interest in persons acting in concert <sup>(3)</sup>	1,426,117,832	19.167
Mr. NG Ngan Ho	Interest in a controlled corporation <sup>(9)</sup>	55,338,425	0.743
	Personal interest <sup>(9)</sup>	283,973	0.003
	Interest in persons acting in concert <sup>(3)</sup>	1,445,041,397	19.421
Mr. LI Ching Leung	Interest in a controlled corporation <sup>(10)</sup>	53,944,770	0.725
	Personal interest <sup>(10)</sup>	776,322	0.010
	Family interest <sup>(10)</sup>	45,870	0.0006
	Interest in persons acting in concert <sup>(3)</sup>	1,445,896,833	19.433

*Notes:*

- (1) Dr. LEE Yin Yee, B.B.S. is the beneficial owner of the entire issued share capital of Realbest Investment Limited and Charm Dazzle Limited both are incorporated in the BVI with limited liability and wholly-owned by Dr. LEE Yin Yee, B.B.S. Dr. LEE Yin Yee, B.B.S. also has 3,665,710 Shares jointly held with and 4,446,497 Shares directly held by his spouse, Madam TUNG Hai Chi.
- (2) The interest in the Shares are held through Full Guang Holdings Limited (“**Full Guang**”), a company incorporated in the BVI with limited liability. Full Guang is owned by Dr. LEE Yin Yee, B.B.S. as to 33.98%, Mr. TUNG Ching Bor as to 16.21%, Tan Sri Datuk TUNG Ching Sai *J.P.* as to 16.21%, Mr. LEE Sing Din (father of Mr. LEE Yau Ching) as to 11.85%, Mr. LI Ching Wai as to 5.56%, Mr. NG Ngan Ho as to 3.70%, Mr. LI Man Yin as to 3.70%, Mr. SZE Nang Sze as to 5.09% and Mr. LI Ching Leung as to 3.70%.
- (3) Pursuant to an agreement dated 22 November 2018 and entered into by Dr. LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Tan Sri Datuk TUNG Ching Sai *J.P.*, Mr. LEE Sing Din, Mr. LI Ching Wai, Mr. LI Man Yin, Mr. SZE Nang Sze, Mr. NG Ngan Ho, and Mr. LI Ching Leung, the parties have agreed to grant a right of first offer to the other parties to the agreement if they want to dispose of their shares allotted to them under a conditional distribution in specie received at the time of listing of the Company.
- (4) Mr. TUNG Ching Bor’s interests in the Shares are held through High Park Technology Limited and Xu Feng Limited, both are incorporated in the BVI with limited liability and wholly-owned by Mr. TUNG Ching Bor. Mr. TUNG Ching Bor also has 11,296,658 Shares jointly held with and 4,100,653 Shares directly held by his spouse, Madam KUNG Sau Wai.

- (5) Mr. LEE Sing Din's interests in the Shares are held through Telerich Investment Limited ("**Telerich**") and Precious Smart Limited ("**Precious Smart**"), both are incorporated in the BVI with limited liability and wholly-owned by Mr. LEE Sing Din. Mr. LEE Sing Din also has 234,381 Shares held in his own name and 7,093,739 Shares held through a joint account with his spouse, Madam LI Kam Ha.
- (6) Mr. LI Man Yin's interests in the Shares are held through Perfect All Investments Limited and Will Sail Limited, both are incorporated in the BVI with limited liability and wholly-owned by Mr. LI Man Yin. Mr. LI Man Yin also has 394,278 Shares held in his own name and 162,325 Shares held through his spouse, Madam LI Sau Suet.
- (7) Mr. LI Ching Wai's interests in the Shares are held through Goldbo International Limited and Yuanyi Limited, both are incorporated in the BVI with limited liability and wholly-owned by Mr. LI Ching Wai. Mr. LI Ching Wai also has 205,033 Shares held in his own name.
- (8) Mr. SZE Nang Sze's interests in the Shares are held through Goldpine Limited and Day Dimension Investments Limited, both are incorporated in the BVI with limited liability and wholly-owned by Mr. SZE Nang Sze.
- (9) Mr. NG Ngan Ho's interests in the Shares are held through Linkall Investment Limited and Far High Investments Limited, both are incorporated in the BVI with limited liability and wholly-owned by Mr. NG Ngan Ho. Mr. NG Ngan Ho also has 283,973 Shares held in his own name.
- (10) Mr. LI Ching Leung's interests in the Shares are held through Herosmart Holdings Limited and Heng Zhuo Limited, both are incorporated in the BVI with limited liability and wholly-owned by Mr. LI Ching Leung. Mr. LI Ching Leung also has 776,322 Shares held in his own name and 45,870 Shares held through his spouse, Madam DY Maria Lumin.
- (11) The percentage is calculated based on the total number of 7,440,400,255 Shares in issue as of the Latest Practicable Date, i.e., without taking account of any Rights Shares to be issued pursuant to the Rights Issue.

Save as disclosed above, as of the Latest Practicable Date, the Company had not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

## 5. DIRECTORS' SERVICE CONTRACTS

As of the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation)).

## 6. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF SIGNIFICANCE

As of the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group since 31 December 2022, the date to which the latest published audited consolidated financial statements of the Group were made up.

Save as disclosed in the continuing connected transactions and the related party transactions in the annual report published by the Company for the year ended 31 December 2022, no contract or arrangement in which a Director is materially interested and which is significant in relation to the business of the Group subsisted as of the Latest Practicable Date.

## 7. LITIGATION

As of the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, no member of the Group was engaged in any litigation, arbitration or claims of material importance and no litigation, arbitration or claims of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

## 8. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice included in this Prospectus:

<b>Name</b>	<b>Qualification</b>
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of Laws of Hong Kong)

The above expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its report and/or opinion (as the case may be) and references to its name in the form and context in which it appears.

As of the Latest Practicable Date, the above expert did not have any shareholding, directly or indirectly, in any member of the Group or any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group.

As of the Latest Practicable Date, the above expert did not have any direct or indirect interest in any assets which had been, since 31 December 2022, the date to which the latest audited consolidated financial statements of the Group were made up, acquired or disposed of by, or leased to, or are proposed to be acquired or disposed of by, or leased to, any members of the Group.

The report from PricewaterhouseCoopers on the unaudited pro forma financial information of the Group is given as of the date of this Prospectus for incorporation herein.

**9. COMPETING INTERESTS**

As of the Latest Practicable Date, none of the Directors or the Controlling Shareholders or their respective close associates (as defined in the Listing Rules) have any interests in a business which competes or may compete, either directly or indirectly, with the business of the Group or have any other conflicts of interests which any such person has or may have with the Group.

**10. GENERAL**

- (a) As of the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside of Hong Kong.
- (b) As of the Latest Practicable Date, the Board had not received any information from any substantial shareholders (as defined in the Listing Rules) of the Company of their intention to take up the Rights Shares to be provisionally allotted or offered to them under the Rights Issue.
- (c) As of the Latest Practicable Date, the Group had sufficient foreign exchange to meet its foreign exchange liabilities as they become due.
- (d) The business address of each of the Directors and senior management of the Company is at Unit 2118-2120, 21st Floor, Rykadan Capital Tower, No. 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.
- (e) The English text of this Prospectus shall prevail over the Chinese text for the purpose of interpretation.
- (f) The company secretary of the Company is Mr. TUEN Ling, who is a certified public accountant.

**11. MATERIAL CONTRACTS**

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by the members of the Group within the two years immediately preceding Latest Practicable Date and are or may be material:

- (a) the subscription agreement dated 28 March 2022 entered into between the Company as issuer and HHLR Fund, L.P. and YHG Investment, L.P. as investor pursuant to which the Company has agreed to issue and allot and HHLR Fund, L.P. and YHG Investment, L.P. have agreed to subscribe for an aggregate of 113,040,000 shares of the Company at a subscription price of HK\$4.14 per share of the Company;

- (b) the subscription agreement dated 28 March 2022 entered into between the Company as issuer and CICC Financial Trading Limited as investor pursuant to which the Company has agreed to issue and allot and CICC Financial Trading Limited has agreed to subscribe for an aggregate of 75,360,000 shares of the Company at a subscription price of HK\$4.14 per share of the Company;
- (c) the sale and purchase agreement dated 11 April 2022 entered into between Xinyi Power (BVI) Limited as the vendor and the Company as the purchaser in relation to the acquisition of all the issued shares of Xinyi Solar Farm (Group 2) Limited for an estimated amount of consideration of RMB2,563.7 million (equivalent to HK\$3,154.1 million), subject to adjustments. Further information is set forth in the announcement of the Company dated 11 April 2022; and
- (d) the sale and purchase agreement dated 28 April 2023 entered into among Sun Wisdom Development Limited as the vendor, Xinyi Solar and Xinyi Solar (Wuhu) Limited, as the purchaser, for the acquisition of five solar farms in the total approved capacity of 636.5 MW in the PRC for an estimated amount of consideration, as of the date of the Acquisition Announcement (as defined below), to be RMB2,297.9 million (equivalent to HK\$2,619.0 million), subject to adjustments. Further information is set forth in the announcement of the Company dated 28 April 2023.

## 12. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

<b>Registered office</b>	Jayla Place Wickhams Cay I Road Town Tortola, VG1110 British Virgin Islands
<b>Headquarters and principal place of business in Hong Kong</b>	Unit 2118-2120, 21st Floor Rykadan Capital Tower No. 135 Hoi Bun Road Kwun Tong, Kowloon Hong Kong
<b>Principal share registrar and transfer office</b>	Ocorian Corporate Services (BVI) Limited Jayla Place, Wickhams Cay I PO Box 3190 Road Town, Tortola, VG1110 British Virgin Islands
<b>Branch share registrar and transfer office in Hong Kong</b>	Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17th Floor Hopewell Centre 183 Queen's Road East Wanchai, Hong Kong

<b>Company Secretary</b>	Mr. TUEN Ling, CPA Unit 2118-2120, 21st Floor Rykadan Capital Tower No. 135 Hoi Bun Road Kwun Tong, Kowloon Hong Kong
<b>Authorised representatives</b>	Mr. TUNG Fong Ngai Unit 2118-2120, 21st Floor Rykadan Capital Tower No. 135 Hoi Bun Road Kwun Tong, Kowloon Hong Kong  Mr. TUEN Ling, CPA Unit 2118-2120, 21st Floor Rykadan Capital Tower No. 135 Hoi Bun Road Kwun Tong, Kowloon Hong Kong
<b>Legal adviser to the Company as to Hong Kong law</b>	Squire Patton Boggs Suite 3201 One Island East Taikoo Place Quarry Bay Hong Kong
<b>Auditor and reporting accountant</b>	PricewaterhouseCoopers <i>Certified Public Accountants</i> <i>Registered Public Interest Entity Auditor</i> 22nd Floor, Prince's Building Central Hong Kong
<b>Principal bankers</b>	<b>Bank of China (Hong Kong) Limited</b> 24/F, Bank of China Tower, Central, Hong Kong  <b>Hang Seng Bank Limited</b> 20/F, 83 Des Voeux Road Central, Hong Kong  <b>The Hongkong and Shanghai Banking Corporation Limited</b> 1 Queen's Road Central, Hong Kong  <b>Chiyu Bank Corporation Limited</b> No. 78 Des Voeux Road, Central, Hong Kong

**DBS Bank (Hong Kong) Limited**

11th Floor, The Center, 99 Queen's Road Central,  
Hong Kong

**China Citic Bank**

6-30/F & 32-42/F, Building No.1, 10 Guanghua  
Road, Chaoyang District, Beijing, PRC

**Huishang Bank Corporation Limited**

Block A, Tianhui Building, 79 Anqing Road,  
Hefei, Anhui Province, PRC

**13. PROFILES OF DIRECTORS AND SENIOR MANAGEMENT***Chairman and executive Director*

**Mr. LEE Shing Put, B.B.S. (李聖潑)**, aged 45, is an executive Director, the chairman of the Board, the chairman of the nomination committee and a member of the remuneration committee of the Board. Mr. LEE Shing Put, B.B.S. has around 20 years of experience in information technology and investments in Hong Kong and the PRC. Mr. LEE Shing Put, B.B.S. graduated from The Hong Kong University of Science and Technology in 2000 with a bachelor's degree in business administration majoring in finance and economics. Mr. LEE Shing Put, B.B.S. also completed the Executive MBA programme held by Peking University in 2016. Mr. LEE Shing Put, B.B.S. is a Honorary Fellow of The Hong Kong University of Science and Technology. Mr. LEE Shing Put, B.B.S. is also a non-executive Director of Xinyi Solar. Mr. LEE Shing Put, B.B.S. is currently a member of the 13th Guangdong Provincial Standing Committee of the Chinese People's Political Consultative Conference (廣東省政協第十三屆委員會常委) and a member of the 14th Hong Kong delegate to the National People's Congress (第十四屆香港全國人大代表). Mr. LEE Shing Put, B.B.S. is a cousin of Mr. LEE Yau Ching, an executive Director, and Mr. TUNG Fong Ngai, an executive Director and the chief executive officer of the Company, and a nephew of Tan Sri Datuk TUNG Ching Sai *J.P.*, an executive Director and the vice chairman of the Board.

*Executive Directors*

**Tan Sri Datuk TUNG Ching Sai *P.S.M., D.M.S.M., J.P.* (董清世)**, aged 57, is an executive Director and the vice chairman of the Board. Tan Sri Datuk TUNG Ching Sai *J.P.* is responsible for the formulation and implementation of the business strategies of the Group. Tan Sri Datuk TUNG Ching Sai *J.P.* joined the Group in December 2013 and has more than 12 years of experience in the power industry and more than 34 years of experience in the glass manufacturing industry. Tan Sri Datuk TUNG Ching Sai *J.P.* is currently an executive director and chief executive officer of Xinyi Glass and a non-executive director and vice chairman of the board of Xinyi Solar. Tan Sri Datuk TUNG Ching Sai *J.P.* is also a non-executive director and chairman of the board of Xinyi Electric Storage Holdings Limited (stock code: 08328), a company listed on GEM of the Stock Exchange. Tan Sri Datuk TUNG Ching Sai *J.P.* is a member of The National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議全國委員會成員), a member of the standing committee of the 13th Session of The Chinese People's Political Consultative Conference of Guangxi Zhuang Autonomous Region (中國人民政治協商會議第十三屆廣西壯族自治區委員會常委), the vice

chairman of the China Architectural and Industrial Glass Association (中國建築玻璃與工業玻璃協會), a member of the executive committee of the 13th Session of the All-China Federation of Industry and Commerce (第十三屆全國工商聯執行委員會委員), the chairman of the Happy Hong Kong foundation and the president of Hong Kong Industrial & Commercial Association. Tan Sri Datuk TUNG Ching Sai *J.P.* obtained the Third Shenzhen Municipal Ten Outstanding Young Entrepreneurs award in 2001 and was awarded the Young Industrialist Awards of Hong Kong in 2006. Tan Sri Datuk TUNG Ching Sai *J.P.* obtained from the Sun Yat-Sen University a Senior Executive Master's Degree in Business Administration in 2007. Tan Sri Datuk TUNG Ching Sai *J.P.* is an uncle of Mr. LEE Shing Put, B.B.S., an executive Director and the chairman of the Board and Mr. TUNG Fong Ngai, an executive Director and the chief executive officer of the Company.

**Mr. TUNG Fong Ngai (董貺灑)**, aged 35, is an executive Director, the chief executive officer of the Company and the chairman of the acquisition committee of the Board. Mr. TUNG Fong Ngai is responsible for overseeing the business operations of the Group and evaluating potential solar farm acquisition and investment opportunities. Mr. TUNG Fong Ngai joined the Group in March 2016. Mr. TUNG Fong Ngai joined Xinyi Glass in September 2012 as an executive assistant and was mainly responsible for project-related supervision and coordination. During the period between November 2012 and March 2016, Mr. TUNG Fong Ngai was the chief operating officer of Xinyi Electronic Glass (Wuhu) Company Limited, a subsidiary of Xinyi Glass. Mr. TUNG Fong Ngai graduated from the University of Melbourne with a bachelor's degree in commerce in 2010 and obtained a master's degree in business administration from Tsinghua University in 2012. Mr. TUNG Fong Ngai is currently a committee member of Shenzhen Bao'an District of the Chinese People's Political Consultative Conference (中國人民政治協商會議深圳市寶安區委員會委員). Mr. TUNG Fong Ngai is a nephew of Tan Sri Datuk TUNG Ching Sai *J.P.*, an executive Director and the vice chairman of the Board, a cousin of Mr. LEE Shing Put, B.B.S., an executive Director and the chairman of the Board.

**Mr. LEE Yau Ching (李友情)**, aged 47, is an executive Director. Mr. LEE Yau Ching is mainly responsible for formulating the overall business strategies of the Group and planning and identifying suitable acquisition opportunities of solar farm projects. Mr. LEE Yau Ching joined the Group in December 2013 and has over 8 years of experience in the power industry. Mr. LEE Yau Ching is currently an executive director and the chief executive officer of Xinyi Solar. Upon graduating from The Hong Kong University of Science and Technology in 1999 with a bachelor's degree in business administration majoring in finance, Mr. LEE Yau Ching joined Xinyi Glass in June 1999. From June 1999 to February 2004, Mr. LEE Yau Ching worked in various departments of Xinyi Glass, including overseas sales, finance, production and sales of construction glass and production and sales of automobile glass. From February 2004 to January 2006, Mr. LEE Yau Ching was the chief marketing officer of Xinyi Glass and was responsible for planning the overall marketing strategy and overseeing the marketing department. From February 2006 to February 2011, Mr. LEE Yau Ching was the chief operation officer of Xinyi Glass. Mr. LEE Yau Ching has started the management of the solar glass business of Xinyi Glass from the middle of 2006 and since November 2010, he has been the chief executive officer of Xinyi Solar and is mainly responsible for overseeing the business operations of Xinyi Solar and its subsidiaries. Mr. LEE Yau Ching was awarded the "Young Industrialist Awards of Hong Kong 2014". Mr. LEE Yau Ching is a cousin of Mr. LEE Shing Put, B.B.S., an executive Director and the chairman of the Board.

**Ms. CHENG Shu E (程樹娥)**, aged 64, is an executive Director and a member of the acquisition committee of the Board. Ms. CHENG Shu E joined the Group in January 2016 as a general manager and re-designated as a management consultant of the Group since March 2021 and is responsible for the operation and maintenance of solar farm projects of the Group. Ms. CHENG Shu E has over 11 years of experience in managing various operational aspects of different types of solar farm projects. Ms. CHENG Shu E joined Xinyi Glass and its subsidiaries in May 1999 and has been working in various departments of Xinyi Glass and its subsidiaries, including technology development, quality control, and administration. In August 2010, Ms. CHENG Shu E joined Xinyi Solar as a vice general manager and was responsible for the sourcing of the required materials and components (including solar power panels and the protective glass) and the installation of distributed solar power generation systems for its own electricity consumption. Ms. CHENG Shu E joined the Group in January 2016. Ms. CHENG Shu E graduated from South China University Technology in 1982 with a bachelor's degree in inorganic non-metallic materials engineering.

#### *Independent non-executive Directors*

**Mr. LEUNG Ting Yuk (梁廷育)**, aged 48, has been appointed as an independent non-executive Director since November 2018. Mr. LEUNG Ting Yuk is the chairman of the audit committee of the Board and a member of the remuneration committee, nomination committee and the acquisition committee of the Board. Mr. LEUNG Ting Yuk obtained a bachelor's degree of commerce majoring in accounting from the University of Wollongong, Australia. Mr. LEUNG Ting Yuk is a member of the Certified Practicing Accountants, Australia and the Hong Kong Institute of Certified Public Accountants. Mr. LEUNG Ting Yuk has over 19 years of experience in financial management, accounting and auditing. Mr. LEUNG Ting Yuk has been appointed as an independent non-executive director of Yanchang Petroleum International Limited (stock code: 00346) since December 2009 and Most Kwai Chung Limited (stock Code: 01716) since March 2018, both of them are listed on the main board of the Stock Exchange.

**The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. (葉國謙)**, aged 71, has been appointed as an independent non-executive Director since 2018. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. is the chairman of the remuneration committee of the Board and a member of the audit committee, nomination committee and the acquisition committee of the Board. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. was a member of the 13th Hong Kong delegate to the National People's Congress and a non-official member of the Executive Council of Hong Kong. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. is the chairman of Hon Wah Educational Organisation, the deputy chairman of The Private Columbaria Licensing Board, the advisor of Tung Wah Group of Hospital Advisory Board and the party affairs advisor to the Democratic Alliance for Betterment and Progress of Hong Kong. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. was awarded the Grand Bauhinia Medal in 2017 and the Gold Bauhinia Star in 2004. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. was a member of the Legislative Council during the period between 2008 and 2016. The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. has been appointed as an independent non-executive director of ICO Group Limited (stock code: 01460) since August 2021 and acted as an independent non-executive director of Vantage International (Holdings) Limited (stock code: 00015) from July 2000 to October 2020, both of which are listed on the main board of the Stock Exchange.

**Ms. LYU Fang (呂芳)**, aged 44, has been appointed as an independent non-executive Director since 2018. Ms. LYU Fang is a member of the audit committee, remuneration committee, nomination committee and the acquisition committee of the Board. Ms. LYU Fang has been the head of the Strategy Development Department of Renewal Energy Generation Research and Development Center at the Institute of Electrical Engineering, Chinese Academy of Sciences, and is mainly responsible for advising on the national solar power rules and policies and carrying out technical training in solar industry. Ms. LYU Fang has 24 years of experience in strategy and policy study on large-scale use of photovoltaic power. Over the years, Ms. LYU Fang has been responsible for numerous solar energy-related researches and projects conducted by the Ministry of Science and Technology of the PRC and the National Energy Administration of China. Ms. LYU Fang was the Secretary General of Solar Photovoltaic Committee of China Renewable Energy Society. Ms. LYU Fang is the Secretary General of China Green Supply Chain Alliance (中國綠色供應鏈聯盟) Photovoltaic Commission (光伏專案會) of the Ministry of Industry and Information Technology of the People's Republic of China (中華人民共和國工業和信息化部). Ms. LYU Fang is also acting as the Chinese Representative of a photovoltaic power research project, Task 1, at the International Energy Agency Photovoltaic Power Systems Program and the representative of the Chinese Secretariat of Paris Agreement-based "Mission Innovation" League of Nations. Ms. LYU Fang obtained a bachelor's degree in economics from Beijing Wuzi University in 1999. Ms. LYU Fang has been appointed as an independent non-executive director of GoodWe Technologies Co.,Ltd. (固德威技術股份有限公司) (formerly known as Jiangsu Goodwe Power Supply Technology Co.,Ltd 江蘇固德威電源科技股份有限公司) (stock code: 688390.SH) since May 2019 and Arctech Solar Holding Co., Ltd. (江蘇中信博新能源科技股份有限公司) (stock code: 688408.SH) since June 2022, both of which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange.

#### *Senior management*

**Mr. XIA Xin (夏鑫)**, aged 39, is the operation controller of the Group. Mr. XIA Xin joined the Group in January 2017 and has been responsible for the overall operation and maintenance management of the solar farm projects of the Group. From March 2015 to December 2016, Mr. XIA Xin worked in Xinyi Solar and was mainly responsible for construction quality control as well as managing the operation and maintenance of solar farm projects. Mr. XIA Xin has over 11 years of experience in the photovoltaic industry and has engaged in the design and development of photovoltaic products and credential management, technical support, testing of photovoltaic system parts and systems, design of photovoltaic systems and standard formulations in Jiangxi LDK Solar High-Tech Company Limited., CQC-Trusted Testing Technology Company Limited and Energy Trend New Energy System Research Institute (中盛新能源系統研究院). Mr. XIA Xin graduated from Nanjing University with a master's degree in electrical engineering.

**Mr. LI Jiang Yong (李江勇)**, aged 43, is the acquisition controller of the Group. Mr. LI Jiang Yong joined the Group in January 2017 and has been responsible for the acquisition of the solar plants from third parties. From April 2016 to December 2016, Mr. LI Jiang Yong worked in Xinyi Solar and was mainly responsible for the construction quality control of the solar plants. Mr. LI Jiang Yong has over 11 years of experience in the photovoltaic industry, and has engaged in the research and development of photovoltaic products, testing of photovoltaic system parts and systems, design of

photovoltaic systems and standard formulations in China Sunergy (Nanjing) Company Limited. and CQC-Trusted (Jiangsu) Testing Technology Company Limited. Mr. LI Jiang Yong graduated from Tianjin University of Technology with a master's degree in condensed matter physics in 2008.

**Mr. TUEN Ling (段寧)**, aged 42, joined the Group as the financial controller in January 2017 and has been mainly responsible for monitoring the financial matters of the Group since January 2017. Mr. TUEN Ling is also the company secretary of the Company. Mr. TUEN Ling worked for Xinyi Solar from September 2016 to December 2016 and was responsible for certain financial matters of solar farm projects of Xinyi Solar. Mr. TUEN Ling has over 17 years of experience in management accounting and financial management. Upon graduating from Macquarie University in 2005 with a bachelor's degree in business administration majoring in accounting, Mr. TUEN Ling worked as an auditor at two international accounting firms in Hong Kong from July 2006 to April 2010. From January 2011 to January 2015 and July 2015 to June 2016, Mr. TUEN Ling worked at the financial department of two listed companies on the Stock Exchange. Mr. TUEN Ling is a member of the Hong Kong Institute of Certified Public Accountants.

#### 14. AUDIT COMMITTEE

As of the Latest Practicable Date, the audit committee of the Board comprised all of the independent non-executive Directors, namely Mr. LEUNG Ting Yuk (chairman), The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. and Ms. LYU Fang. The background, directorship and past directorship (if any) of each of the members of the audit committee of the Board are set forth in the paragraphs under “13. Profiles of Directors and senior management” in this appendix. The audit committee of the Board was established with written terms of reference adopted in compliance with the Listing Rules to (i) review and supervise the financial reporting process and risk management and internal control systems of the Group; (ii) nominate and monitor external auditors; and (iii) provide advice and comments to the Board on matters related to corporate governance.

#### 15. ACQUISITION AFTER THE DATE OF THE LATEST PUBLISHED AUDITED ACCOUNTS

As stated in the announcement of the Company dated 28 April 2023 (the “**Acquisition Announcement**”), the Company has served a notice to Xinyi Solar in relation to the exercise of a call option to acquire five solar farms in the total approved capacity of 636.5 MW in the PRC (the “**Acquisition**”). The consideration for the Acquisition as of the date of the Acquisition Announcement has been estimated to be RMB2,297.9 million (equivalent to HK\$2,619.0 million), subject to adjustments. Further information on the Acquisition is set forth in the Acquisition Announcement.

Save as disclosed above, the Company has not entered into any other acquisition that will make a material contribution to the figures in the next published accounts of the Company.

**16. EXPENSES**

The expenses in connection with the Rights Issue, including printing, registration, legal and accounting fees, are estimated to be approximately HK\$1,570,000 and are payable by the Company.

**17. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES**

A copy of each of the Prospectus Documents and the consent letter as referred to under the paragraphs under “8. Expert and consent” in this appendix, have been registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (WUMP) Ordinance.

**18. BINDING EFFECT**

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (WUMP) Ordinance, so far as applicable.

**19. DOCUMENTS AVAILABLE ON DISPLAY**

Copies of the following documents will be available on display on the websites of the Company ([www.xinyienergy.com](http://www.xinyienergy.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for the period of 14 days from the date of this Prospectus:

- (1) the memorandum of association and articles of association of the Company;
- (2) the annual reports of the Company for the three years ended 31 December 2022;
- (3) the report from PricewaterhouseCoopers on the unaudited pro forma financial information of the Group, the text of which is set forth in Appendix II to this Prospectus;
- (4) the material contracts referred to in the paragraphs under “11. Material contracts” in this appendix;
- (5) the written consent referred to in the paragraphs under “8. Expert and consent” in this appendix;  
and
- (6) the Prospectus Documents.