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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the shares or other securities of Ximei Resources Holding Limited (the “**Company**”). Potential investors should read the prospectus dated 26 February 2020 (the “**Prospectus**”) issued by the Company for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Hong Kong Offer Shares.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws, or outside the United States unless in compliance with Regulation S under the U.S. Securities Act. There will be no public offer of securities in the United States.*

*In connection with the Global Offering, Sun International Securities Limited as stabilising manager (the “**Stabilising Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager or any person acting for it, to conduct any such stabilising action. Such stabilising action, if taken, will be conducted at the absolute discretion of the Stabilising Manager or any person acting for it and may be discontinued at any time, and is required to be brought to an end within 30 days of the last day for lodging applications under the Hong Kong Public Offer. The stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Wednesday, 1 April 2020, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. After this date when no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

XIMEI RESOURCES HOLDING LIMITED

稀美資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares : 75,000,000 Shares (subject to the Over-allotment Option)**
Number of Hong Kong Offer Shares : 7,500,000 Shares (subject to reallocation)
Number of International Placing Shares : 67,500,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price : Not more than HK\$2.89 per Offer Share and expected to be not less than HK\$2.23 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.01 per Share
Stock code : 9936

Sole Sponsor



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



國際

Co-Lead Managers



Application has been made by the Company through the Sole Sponsor, Cinda International Capital Limited at 45th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong, to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Global Offering (including the additional Shares which may be allotted and issued upon the exercise of the Over-allotment Options and any options which may be granted under the Share Option Scheme). Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Thursday, 12 March 2020, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 12 March 2020.

The Global Offering comprises the Hong Kong Public Offer of initially 7,500,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially being offered under the Global Offering, and the International Placing of initially 67,500,000 Shares (subject to reallocation and the Over-allotment Options), representing 90% of the total number of Offer Shares initially being offered under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing is subject to reallocation as described in the section headed "Structure and Conditions of the Global Offering" in the Prospectus. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offer following such reallocation shall not be more than double the initial allocation to the Hong Kong Public Offer (i.e. 15,000,000 Offer Shares, being 20% of the Offer Shares under the Global Offering), and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$2.23 per Offer Share).

In addition, the Company intends to grant the Over-allotment Option to the Joint Bookrunners (for themselves and on behalf of the International Underwriters) under the International Underwriting Agreement, pursuant to which the Joint Bookrunners may exercise the Over-allotment Option at any time within 30 days from the last day for lodging applications under the Hong Kong Public Offer, to require the Company to allot and issue up to an aggregate of 11,250,000 additional Shares, representing 15% of the Offer Shares initially available under the Global Offering, at the Offer Price under the International Placing to cover over-allocations in the International Placing.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transaction between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.89 per Offer Share and is expected to be not less than HK\$2.23 per Offer Share unless otherwise announced as further explained in the section headed “Structure and Conditions of the Global Offering” in the Prospectus. Applicants for the Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$2.89 for each Offer Share together with a brokerage fee of 1.0%, SFC transaction levy of 0.0027% and a Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.89 per Offer Share.

Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who would like to have the Hong Kong Offer Shares issued in their own names should (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk. Applicants who would like to have the Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 26 February 2020 until 12:00 noon on Monday, 2 March 2020, from:

1. any of the following addresses of the Joint Bookrunners or the Hong Kong Underwriters:

Cinda International Capital Limited

45th Floor, COSCO Tower
183 Queen’s Road Central
Hong Kong

Sun International Securities Limited

Unit 2412–13, 24th Floor
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

Orient Securities (Hong Kong) Limited

Unit 2803–07, 28th Floor
Wing On House
No. 71 Des Voeux Road Central
Central
Hong Kong

Nobleseed Securities Limited

Unit 802, 8th Floor, Sun Hung Kai Center
30 Harbour Road
Wanchai
Hong Kong

Tiger Faith Securities Limited

Suite 1502, 15th Floor
The Chinese Bank Building
61–65 Des Voeux Road Central
Central
Hong Kong

2. any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Hong Kong Public Offer:

| District | Branch Name | Address |
|------------------|--------------------------|---|
| Hong Kong Island | 409 Hennessy Road Branch | 409–415 Hennessy Road Wan Chai, Hong Kong |
| Kowloon | Prince Edward Branch | 774 Nathan Road Kowloon, Hong Kong |
| New Territories | Tai Wai Branch | 74–76 Tai Wai Road Sha Tin, New Territories, Hong Kong |

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 26 February 2020 until 12:00 noon on Monday, 2 March 2020, at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Applicants applying by **White Form eIPO** may submit application to the **White Form eIPO** Service Provider through the designated website www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, 26 February 2020 until 11:30 a.m. on Monday, 2 March 2020 and the latest time for completing full payment of application monies in respect of such application will be 12:00 noon on Monday, 2 March 2020 or such later date as described under the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — XIMEI RESOURCES PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Wednesday, 26 February 2020 — 9:00 a.m. to 5:00 p.m.
Thursday, 27 February 2020 — 9:00 a.m. to 5:00 p.m.
Friday, 28 February 2020 — 9:00 a.m. to 5:00 p.m.
Saturday, 29 February 2020 — 9:00 a.m. to 1:00 p.m.
Monday, 2 March 2020 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 2 March 2020, the last application day or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates: ⁽¹⁾

Wednesday, 26 February 2020 — 9:00 a.m. to 8:30 p.m.
Thursday, 27 February 2020 — 8:00 a.m. to 8:30 p.m.
Friday, 28 February 2020 — 8:00 a.m. to 8:30 p.m.
Monday, 2 March 2020 — 8:00 a.m. to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m., Wednesday, 26 February 2020 until 12:00 noon, Monday, 2 March 2020 (24 hours daily, except on the last application day).

The latest time for inputting your electronic application instructions will be 12:00 noon, Monday, 2 March 2020, the last application day or such later time as described under the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections headed "Structure and Conditions of the Global Offering" and "How to apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

The Company expects to announce the Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of Hong Kong Offer Shares under the Hong Kong Public Offer on Wednesday, 11 March 2020 on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.zhiyuanm.com.

The results of allocations of the Hong Kong Offer Shares, with the successful applicant's identification document numbers if applicable, under the Hong Kong Public Offer will be made available through a variety of channels from Wednesday, 11 March 2020 in the manner described in the paragraph headed "How to Apply for Hong Kong Offer Shares — 11. Publication of results" in the Prospectus.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for the sum paid on application.

Share certificates will only become valid at 8:00 a.m. on Thursday, 12 March 2020 provided that the Global Offering has become unconditional and the right of termination described in the paragraph headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offer — Grounds for termination" in the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 12 March 2020. The Shares will be traded in board lots of 2,500 Shares each. The stock code of the Shares is 9936.

By order of the Board
Ximei Resources Holding Limited
Wu Lijue
Chairman and Executive Director

Hong Kong, 26 February 2020

As at the date of this announcement, the executive Directors are Mr. Wu Lijue and Ms. Wu Shandan; the non-executive Director is Mr. Zeng Min; and the independent non-executive Directors are Mr. Lau Kwok Fai Patrick, Mr. Zhong Hui and Mr. Yin Fusheng.