

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, 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 this joint announcement.

This joint announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Xingfa Aluminium Holdings Limited. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

Guangxin Aluminium (HK) Limited
香港廣新鋁業有限公司
(Incorporated in Hong Kong with limited liability)



XINGFA ALUMINIUM HOLDINGS LIMITED
興發鋁業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 98)

**JOINT ANNOUNCEMENT
CONDITIONAL MANDATORY CASH OFFERS BY
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED
FOR AND ON BEHALF OF
GUANGXIN ALUMINIUM (HK) LIMITED
FOR ALL THE ISSUED SHARES IN
XINGFA ALUMINIUM HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED
OR AGREED TO BE ACQUIRED BY
GUANGXIN ALUMINIUM (HK) LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)
AND FOR THE CANCELLATION OF
ALL THE OUTSTANDING SHARE OPTIONS OF
XINGFA ALUMINIUM HOLDINGS LIMITED**

**EXTENSION OF TIME FOR DESPATCH OF
COMPOSITE DOCUMENT**

Financial adviser to the Offeror

 **華泰金融控股（香港）有限公司**
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

Financial adviser to the Company

BALLAS
C A P I T A L

INTRODUCTION

Reference is made to the joint announcement (the “**Joint Announcement**”) jointly issued by Guangxin Aluminium (HK) Limited (the “**Offeror**”) and Xingfa Aluminium Holdings Limited (the “**Company**”) dated 13 February 2019 in relation to, inter alia, the conditional mandatory cash offers to be made by Huatai Financial Holdings (Hong Kong) Limited for and on behalf of the Offeror for all the issued Shares in the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all the outstanding Share Options of the Company. Unless otherwise defined herein, capitalized terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

EXTENSION OF TIME FOR DESPATCH OF COMPOSITE DOCUMENT

Under Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the Composite Document, together with the Forms of Acceptance, is required to be despatched within 21 days of the date of the Joint Announcement, which in this case would be on or before 6 March 2019.

The 2018 annual results announcement of the Company is expected to be published on 26 March 2019. The Offeror intends to include the financial results therein in the Composite Document so as to allow the Independent Shareholders and the Optionholders to make an informed decision with the up-to-date financial information with respect to the Offers. In addition, the Offeror considers that more time is required for the independent financial adviser to include analysis of the 2018 annual results of the Group in its letter to the Independent Board Committee. Therefore, the Offeror has applied to the Executive and the Executive has granted consent to extend the latest time for the despatch of the Composite Document to 2 April 2019.

WARNING: Shareholders, Optionholders and/or potential investors of the Company should note that the Offers are conditional upon the fulfillment of the conditions set out in the section headed “Conditions of the Offers” in the Joint Announcement, and are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By Order of the Board
Guangxin Aluminium (HK) Limited
ZHAO Lan
Director

By Order of the Board
Xingfa Aluminium Holdings Limited
LIU Libin
Chairman

Hong Kong, 5 March 2019

As at the date of this joint announcement, the Board comprises Mr. LIU Libin, Mr. LIAO Yuqing, Ms. ZHANG Li, Mr. LAW Yung Koon, Mr. WANG Zhihua and Mr. LUO Jianfeng as executive Directors; Mr. ZUO Manlun and Ms. XIE Jingyun as non-executive Directors; and Mr. CHEN Mo, Mr. HO Kwan Yiu, Mr. LAM Ying Hung Andy, and Mr. LIANG Shibin as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of the Offeror comprises Mr. ZOU Bin, Mr. LIU Libin and Ms. ZHAO Lan.

As at the date of this joint announcement, the board of directors of Guangxin Holdings comprises Mr. HUANG Ping (chairman), Ms. WU Xiaohui (general manager), Mr. ZHANG Xiuzhong (chairman of workers union), Ms. XIA Saiqiu (professional external director) and Mr. LI Kerang (professional external director).

The directors of each of the Offeror and Guangxin Holdings jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group and the Directors) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group and the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.