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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xingfa Aluminium Holdings Limited (“Company”), you should at once hand this circular and the accompanying revised form of proxy to the purchaser, the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### 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)**

**SUPPLEMENTAL CIRCULAR  
TO  
THE CIRCULAR TO SHAREHOLDERS DATED 24 APRIL 2017  
RELATING TO  
(1) GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular to the shareholders of the Company dated 24 April 2017.

The notice convening the annual general meeting of the Company to be held at No. 5, Zone D, Central Science and Technology Industrial Park, Sanshui District, Foshan City, Guangdong Province, the PRC at 11:30 a.m. on Friday, 30 June 2017 (“**Annual General Meeting**”) was set out in the circular of the Company dated 24 April 2017. A supplemental notice of the Annual General Meeting is set out on pages 6 to 7 of this circular. If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed revised form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 11:30 a.m. on Wednesday, 28 June 2017 or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of the revised form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

7 June 2017

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## CONTENTS

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	<i>Page</i>
<b>Letter from the Board</b>	
Introduction . . . . .	1
Re-election of Director . . . . .	2
Revised proxy form . . . . .	3
 <b>Supplemental Notice of Annual General Meeting.</b> . . . . .	 6

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## LETTER FROM THE BOARD

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### 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)

*Executive Directors:*

Mr. LIU Libin (*Chairman*)  
Mr. LUO Su (*Honorary Chairman*)  
Mr. LUO Riming (*Chief Executive Officer*)  
Mr. LIAO Yuqing  
Mr. DAI Feng (*Chief Financial Officer*)  
Mr. LAW Yung Koon  
Mr. WANG Zhihua

*Non-executive Director:*

Mr. LU Chaoying

*Independent non-executive Directors:*

Mr. CHEN Mo  
Mr. HO Kwan Yiu  
Mr. LAM Ying Hung Andy  
Mr. LIANG Shibin

*Alternate Director to Mr. LIU Libin:*

Mr. WONG Siu Ki (*Chief Investment Officer*)

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of*

*business in Hong Kong:*

Unit 605, 6/F  
Wing On Plaza  
62 Mody Road  
Tsim Sha Tsui East  
Kowloon  
Hong Kong

7 June 2017

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR  
TO  
THE CIRCULAR TO SHAREHOLDERS DATED 24 APRIL 2017  
RELATING TO  
(1) GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the circular to the Shareholders dated 24 April 2017 (“**Circular**”), which contains details of, among other matters, the re-election of Directors. Unless otherwise defined in this supplemental circular, terms used herein shall have the same meanings as those defined in the Circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTOR

On 26 May 2017, the Company announced that with effect from 26 May 2017, (i) Mr. Chen Shengguang has resigned as a non-executive Director and a member of the audit committee of the Company; and (ii) Mr. Lu Chaoying (“**Mr. Lu**”) has been appointed as a non-executive Director and a member of the audit committee of the Company.

In accordance with Article 112 of the Articles, Mr. Lu shall only hold office until the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

Set out below is the biographical details of Mr. Lu.

**Mr. Lu**, aged 59, has been the vice general manager of Guangdong Guangxin Holdings Group Ltd. (廣東省廣新控股集團有限公司) (“**Guangxin Holdings**”) since June 2011 and has extensive business management experience. Mr. Lu obtained a master’s degree in senior executive business administration (高級管理人員工商管理) from South China University of Technology in the People’s Republic of China in 2010. Guangxin Holdings is the holding company of Guangxin Aluminium (HK) Limited which held approximately 29.99% of the existing issued shares of the Company as 2 June 2017 (“**Latest Practicable Date**”, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein).

Pursuant to the letter of appointment made between Mr. Lu and the Company, Mr. Lu has been appointed for a term of three years unless terminated by not less than three months’ notice in writing served by either party on the other and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Articles and the Listing Rules. Mr. Lu will not receive any emolument as being a Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu:

- (i) had not held any other major appointments and qualifications or directorships in other listed company in the last three years;
- (ii) did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company;

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## LETTER FROM THE BOARD

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- (iii) did not hold other positions with the Company or other members of the Group; and
- (iv) was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters relating to the re-election of Mr. Lu that need to be brought to the attention of the Stock Exchange or the Shareholders.

The Directors consider that the re-election of Mr. Lu as a Director is in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the relevant resolution set out in the supplemental notice of the Annual General Meeting.

### REVISED PROXY FORM

Since the proxy form (“**First Proxy Form**”) sent together with the Circular does not contain the resolution for the proposed re-election of Mr. Lu as Director as set out in this supplemental circular, a new proxy form (“**Revised Proxy Form**”) has been prepared and is enclosed with this supplemental circular.

If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed Revised Proxy Form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 11:30 a.m. on Wednesday, 28 June 2017 or not less than 48 hours before the time appointed for holding any adjourned meeting (“**Proxy Closing Time**”).

A Shareholder who has not yet lodged the First Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxies to attend the Annual General Meeting on his or her behalf. In this case, the First Proxy Form should **NOT** be lodged with the Company’s branch registrar and transfer office in Hong Kong.

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## LETTER FROM THE BOARD

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Shareholders should note that:

- (i) **If the First Proxy Form is not lodged with the Company's branch registrar and transfer office in Hong Kong and the Revised Proxy Form is lodged with the Company's branch registrar and transfer office at or prior to the Proxy Closing Time, the Revised Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed.**

The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the Annual General Meeting.

- (ii) **If the First Proxy Form has already been lodged with the Company's branch registrar and transfer office in Hong Kong and the Revised Proxy Form is also lodged with the Company's branch registrar and transfer office in Hong Kong at or prior to the Proxy Closing Time, the Revised Proxy Form will revoke and supersede the First Proxy Form previously lodged by him or her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (iii) **If the First Proxy Form has already been lodged with the Company's branch registrar and transfer office in Hong Kong and the Revised Proxy Form is lodged with the Company's branch registrar and transfer office in Hong Kong after the Proxy Closing Time, the Revised Proxy Form will be invalid. The First Proxy Form previously lodged by the Shareholders will be treated as valid proxy form if correctly completed. The proxy so appointed under the First Proxy Form will be entitled to vote at his or her discretion or to abstain at the Annual General Meeting on resolution no. 2f as set out in the supplemental notice of the Annual General Meeting.**

**Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Proxy Closing Time.** If such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.

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## LETTER FROM THE BOARD

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- (iv) **If the First Proxy Form has already been lodged with the Company's branch registrar and transfer office in Hong Kong at or prior to the Proxy Closing Time but no Revised Proxy Form is lodged with the Company's branch registrar or the Revised Proxy Form is invalid for whatever reasons, the First Proxy Form will be treated as valid proxy form if correctly completed. The proxy so appointed under the First Proxy Form will be entitled to vote at his or her discretion or to abstain at the Annual General Meeting on resolution no. 2f as set out in the supplemental notice of the Annual General Meeting.**

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or at any adjourned meeting should they so wish.

Yours faithfully,  
By the order of the Board  
**LIU Libin**  
*Chairman*

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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### 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)

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting dated 24 April 2017 (“**AGM Notice**”) which sets out the resolutions to be considered by shareholders at the annual general meeting to be held at No. 5, Zone D, Central Science and Technology Industrial Park, Sanshui District, Foshan City, Guangdong Province, the PRC, at 11:30 a.m. on Friday, 30 June 2017 (“**AGM**”).

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the following resolution numbered 2f be added in the AGM Notice:

“2f. to re-elect Mr. LU Chaoying as a director of the Company;”

By order of the board of directors of  
**Xingfa Aluminium Holdings Limited**

**LIU Libin**  
*Chairman*

Hong Kong, 7 June 2017

*Principal place of business in Hong Kong:*

Unit 605, 6/F  
Wing On Plaza  
62 Mody Road  
Tsim Sha Tsui East  
Kowloon  
Hong Kong

*Note:* Please refer to the AGM Notice for details in respect of the other resolutions to be proposed at the AGM and other matters.



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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As at the date of this notice, the Board comprises the following members:

*Executive Directors:*

Mr. LIU Libin (*Chairman*)  
Mr. LUO Su (*Honorary Chairman*)  
Mr. LUO Riming (*Chief Executive Officer*)  
Mr. LIAO Yuqing  
Mr. DAI Feng (*Chief Financial Officer*)  
Mr. LAW Yung Koon  
Mr. WANG Zhihua

*Non-executive Director:*

Mr. LU Chaoying

*Independent non-executive Directors:*

Mr. CHEN Mo  
Mr. HO Kwan Yiu  
Mr. LAM Ying Hung, Andy  
Mr. LIANG Shibin

*Alternate Director to Mr. LIU Libin:*

Mr. WONG Siu Ki (*Chief Investment Officer*)