THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker 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 XinXiang Era Group Company Limited (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

XinXiang Era Group Company Limited

新享時代集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

(1) PROPOSED SHARE CONSOLIDATION;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 6 to 14 of this circular.

A notice convening the EGM to be held at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong on Thursday, 16 October 2025 at 2:00 p.m. (Hong Kong time) is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. on or before Friday, 10 October 2025 at 4:30 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

This circular together with a form of proxy will remain on the Stock Exchange website at http://www.hkexnews.hk on the "Latest Listed Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at http://www.xinxiangera.com.

24 September 2025

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation, which is indicative only and has been prepared on the assumption that all the conditions of the Share Consolidation be fulfilled or otherwise waived:

Event	**Time and Date**
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Friday, 10 October 2025
Closure of the register of members for the entitlement to attend and vote at the EGM	Monday, 13 October 2025 to Thursday, 16 October 2025 (both days inclusive)
Latest date and time for lodging the proxy forms for the EGM	2:00 p.m. on Tuesday, 14 October 2025
Record date for attendance and voting at the EGM	Thursday, 16 October 2025
Expected date and time of the EGM	2:00 p.m. on Thursday, 16 October 2025
Publication of announcement of voting results of the EGM	Thursday, 16 October 2025
Register of members of the Company re-opens	Friday, 17 October 2025
Effective date of the Share Consolidation	Monday, 20 October 2025
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Monday, 20 October 2025
Dealing in the Consolidated Shares commences	9:00 a.m. on Monday, 20 October 2025
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares temporarily closes	9:00 a.m. on Monday, 20 October 2025
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 20 October 2025

Event	Time and Date
Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 4 November 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Tuesday, 4 November 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 4 November 2025
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Monday, 24 November 2025
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 24 November 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Monday, 24 November 2025
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Wednesday, 26 November 2025

Unless the context requires otherwise, the use of capitalised terms in this circular shall have the following meanings:

"Board"	the board of Directors
"Business Day"	a day (excluding Saturday and Sunday and any day on which "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system, which is established and operated by the HKSCC
"CCASS Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
"Company"	XinXiang Era Group Company Limited, a company incorporated under the laws of the Cayman Islands and the Shares of which are listed on GEM of the Stock Exchange (stock code: 8519)
"Consolidated Share(s)"	ordinary share(s) of HK$0.08 each in the share capital of the Company immediately after the Share Consolidation becoming effective
"Designated Broker" or "One China Securities Limited"	One China Securities Limited, a securities firm appointed by the Company to provide matching services, on a best effort basis, for the odd lots of the Consolidated Shares
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company convened to be held for the purpose of considering and, if thought fit, approving the proposed Share Consolidation

"Existing Shares"	ordinary share(s) of HK$0.02 each in the share capital of the Company prior to the Share Consolidation having become effective
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Committee"	the GEM listing sub-committee of the board of directors of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
"General Rules of CCASS"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Share Register"	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, with its address at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"Latest Practicable Date"	19 September 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Share(s)"	Existing Share(s) and/or Consolidated Share(s), as the case may be
"Share Consolidation"	the share consolidation of every four (4) issued and unissued Existing Shares into one (1) Consolidated Share

"Share Option(s)"	share option(s) granted under the Share Option Scheme
"Share Option Scheme"	the share option scheme adopted by the Company on 23 January 2018
"Shareholder(s)"	holder(s) of the Share(s) or the Consolidated Share(s), as the case may be
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

XinXiang Era Group Company Limited
新享時代集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

Executive Directors:
Mr. Kong Linglei *(Chief Executive Officer)*
Ms. Wan Suet Yee Cherry

Non-executive Directors:
Mr. Liu Enyu *(Chairman)*
Mr. Peng Ben

Independent Non-executive Directors:
Ms. Ma Lina
Ms. Mao Xiaobi
Ms. Deng Yongling

Registered address and Address of the Head Office in the Cayman Islands:
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Place of business in Hong Kong:
5/F, Dawning House
145 Connaught Road Central
Sheung Wan
Hong Kong

24 September 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED SHARE CONSOLIDATION; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 9 September 2025 in relation to, among others, the proposed Share Consolidation.

The purpose of this circular is to provide the Shareholders with, among other things, (i) other information required under the GEM Listing Rules; and (ii) a notice convening the EGM.

PROPOSED SHARE CONSOLIDATION

The Board intends to put forward a proposal to the Shareholders to effect the Share Consolidation which involves the consolidation of every four (4) issued and unissued Existing Shares of par value HK$0.02 each into one (1) Consolidated Share of par value of HK$0.08 each. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM.

As at the date of this circular, the Existing Shares are traded on the Stock Exchange in board lot size of 20,000 Existing Shares. The Company does not propose any change to its existing board lot size.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon the following:

(i) the passing of the ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation at the EGM;

(ii) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares; and

(iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

The Share Consolidation will become effective on the second Business Day immediately following the fulfillment of the above conditions.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK$50,000,000 divided into 2,500,000,000 Existing Shares with par value of HK$0.02 each, of which 579,890,000 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased between the date of the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK$50,000,000 divided into 625,000,000 Consolidated Shares of HK$0.08 each, of which 144,972,500 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's articles of association. The Share Consolidation will not result in any change in the relative rights or proportionate interests of the holders of shares of the same class.

As at the Latest Practicable Date, there are outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 40,000,000 Shares under the Share Option Scheme adopted by the Company on 23 January 2018.

Save as disclosed above, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Shares.

Pursuant to the terms of the Share Option Scheme, immediately upon the Share Consolidation becoming effective, the following adjustments will be made to the exercise price of the outstanding Share Options and the number of Consolidated Shares to be issued upon exercise of the outstanding Share Options as follows:

				Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
Date of grant	Exercise period of the Share Options	Name of Grantee	Category of participants	Number of Existing Shares to be issued upon exercise of the Share Option	Exercise price per Existing Share	Number of Consolidated Shares to be issued upon exercise of the Share Options	Exercise price per Consolidated Share
21 February 2024	21 February 2025 to 20 February 2034	Liang Chuanping (梁川平)	Service Provider	2,000,000	HK$0.30	500,000	HK$1.20
		Xiang Yanli (向艷麗)		2,000,000		500,000	
		Du Caihong (杜彩虹)		1,900,000		475,000	
		Wang Bo (王波)		800,000		200,000	
		Kuang Yuebiao (鄺岳標)		2,500,000		625,000	
		Deng Yuhan (鄧宇涵)		525,000		131,250	
		Li Xinbo (李新波)		2,225,000		556,250	
		Deng Xiaoshi (鄧小石)		1,000,000		250,000	
		Zhang Yan (張艷)		750,000		187,500	
		Wang Zhibin (王志斌)		1,000,000		250,000	
		Hu Qiang (胡強)		950,000		237,500	
		Luo Qinghua (羅慶華)		2,050,000		512,500	

Date of grant	Exercise period of the Share Options	Name of Grantee	Category of participants	Immediately before the Share Consolidation becoming effective: Number of Existing Shares to be issued upon exercise of the Share Option	Immediately before the Share Consolidation becoming effective: Exercise price per Existing Share	Immediately after the Share Consolidation becoming effective: Number of Consolidated Shares to be issued upon exercise of the Share Options	Immediately after the Share Consolidation becoming effective: Exercise price per Consolidated Share
		Wang Xiaojing (王曉景)		1,250,000		312,500	
		He Juan (何娟)		1,300,000		325,000	
		Zhang Lifeng (張立鋒)		900,000		225,000	
		Chen Jingxian (陳景賢)		2,750,000		687,500	
		Hu Kwun (胡堃)		700,000		175,000	
		Zhang Zhihua (張枝花)		1,605,000		401,250	
		Su Xiaoping (蘇小萍)		1,500,000		375,000	
		Zhan Shuling (詹淑鈴)		1,360,000		340,000	
		Niu Naling (牛娜玲)		900,000		225,000	
		Wu Yu (吳宇)		1,290,000		322,500	
		Huang Wenhao (黃文豪)		1,265,000		316,250	
		Chen Yan (陳燕)		1,215,000		303,750	
		Cheng Feng E (程鳳娥)		965,000		241,250	
		Zhong Chunyan (鍾春燕)		990,000		247,500	
		He Junli (何君麗)		800,000		200,000	
		Deng Ruiyan (鄧瑞燕)		1,025,000		256,250	
		Wang Xiaohui (王小會)		1,385,000		346,250	
		Zhu Dongyan (朱冬艷)		1,100,000		275,000	
		Total:		40,000,000		10,000,000	

As at the Latest Practicable Date, the total number of Shares available for future grant under the scheme mandate limit of the Share Option Scheme and any other share schemes of the Company is 1,800,000 Shares. Immediately upon the Share Consolidation becoming effective, the total number of Shares available for future grant under the scheme mandate limit of the Share Option Scheme and any other share schemes of the Company is 450,000 Consolidated Shares.

The Company will appoint its auditors or independent financial adviser to review and confirm whether such adjustments to the respective exercise prices of the outstanding Share Options and the number of Consolidated Shares to be issued upon the exercise of the Share Options in compliance with the GEM Listing Rules and the terms of the Share Option Scheme.

The Company will make further announcements regarding the adjustments in accordance with the GEM Listing Rules in due course.

Save for the adjustments above, all other terms and conditions of the Share Options granted remain unchanged.

Other than the relevant expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Listing Application

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date 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. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares or any other equity or debt securities in issue of the Company are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

Arrangement on odd lot trading

In order to alleviate the difficulties arising from the existence of odd lot of the Consolidated Shares arising from the Share Consolidation, the Company has appointed One China Securities Limited as an agent to stand in the market to provide matching services for sale and purchase of odd lot of the Consolidated Shares on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Ms. Carmen Wong of One China Securities Limited at 2/F., Cheong K. Building, 86 Des Voeux Road Central, Central, Hong Kong (telephone number: (852) 3188 2676) during office hours (i.e. 9:00 a.m. to 4:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from Tuesday, 4 November 2025 to Monday, 24 November 2025 (both days inclusive).

Holders of odd lot of the Consolidated Shares should note that successful matching of the sale and purchase of odd lot of the Consolidated Shares are not warranted. Any Shareholder who is in any doubt about the odd lot arrangements is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation having become effective, Shareholders may, during the period from 9:00 a.m. on Monday, 20 October 2025 to 4:30 p.m. on Wednesday, 26 November 2025 (both days inclusive), submit the existing share certificates in purple colour for the Existing Shares to the Company's Hong Kong Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares in green colour. Thereafter, existing share certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever is higher) but are not acceptable for delivery, trading and settlement purposes.

Closure of register of members for the EGM

The register of members of the Company will be closed from Monday, 13 October 2025 to Thursday, 16 October 2025 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, pursuant to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, (i) market price of the Shares at a level less than HK$0.10 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK$2,000.

Even though the Shares have been trading above HK$0.10 on almost all trading days for the past year, the Directors believe that the Shares are expected to dropped below HK$0.10, based on the downward trend of the Shares since April 2025, with Shares reaching close to HK$0.10 on most trading days. As such, in view of the prevailing trading prices of the Shares and having regard to the fluctuations in the market price of the Shares, the Board proposes to implement the Share Consolidation in order to comply with the trading requirements of the GEM Listing Rules.

Based on the closing price of the Existing Shares of HK$0.102 as at the Latest Practicable Date and the current board lot size of 20,000 Existing Shares, the board lot value of the Existing Shares was HK$2,040. The Share Consolidation will increase the value of each board lot. After the Share Consolidation have become effective, and based on the closing price of the Existing Shares of HK$0.102 as at the Latest Practicable Date, the market board lot value will be HK$8,160. As such, the Board considers that the Share Consolidation will enable the Company to continuously comply with the trading requirements under the GEM Listing Rules in the long run and will reduce the overall transaction and handling costs of dealing in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

Further, the Group has been actively reviewing from different levels and ways to enrich the development strategy of corporate sustainability and optimisation to create value. The Board believes that the Share Consolidation will make investing in the Consolidated Shares more attractive to a broader range of institutional and professional investors in order to optimise the Shareholder base and improve the value of the Shares in the long run. When deciding to invest in any particular company, institutional and professional investors tend to consider, among other factors, the stability of the share price performance and how it compares with its peers in a particular sector. Therefore, the Company believes that an upward adjustment in the trading price of the Consolidated Shares will make investing in the Consolidated Shares more attractive to a broader range of institutional and professional investors, and that the corporate image and profile of the Company would be uplifted.

The Board believes the Share Consolidation will not have any material adverse effect on the financial position of the Company nor result in change in the relative rights of the Shareholders and are in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund-raising activity in the past 12 months immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may affect the trading in the Shares, and the Company does not have any concrete plan to conduct any fund-raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund-raising exercises when suitable fund-raising and/or investment opportunities arise in order to support future development of the Group. The Directors will carefully consider the likely impact on the Shareholders before they will proceed on any fundraising exercises. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

EGM

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. The EGM will be convened at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong on Thursday, 16 October 2025 at 2:00 p.m. for the purpose of considering and, if thought fit, approving the proposed Share Consolidation.

According to Rule 17.47(4) of the GEM Listing Rules, the voting at the EGM will be taken by poll. As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the relevant resolutions to be proposed at the EGM.

A proxy form for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed on such form and return it to the Company's Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the EGM in person or any adjourned meeting, (as the case may be) should you so desire.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 circular 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 circular misleading.

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholder of the Company or any of their respective close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interests with the Group.

RECOMMENDATION

The Directors consider that the Share Consolidation as set out in the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed in the EGM.

GENERAL

In case of any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

By Order of the Board
XinXiang Era Group Company Limited
Liu Enyu
Chairman and Non-Executive Director

XinXiang Era Group Company Limited
新享時代集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of XinXiang Era Group Company Limited (the "**Company**") will be held at 35/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong on Thursday, 16 October 2025 at 2:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

"**THAT:**

subject to and conditional upon (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the approval for listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as hereinafter defined), with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):

(a) every four (4) issued and unissued existing ordinary shares of the Company of HK$0.02 (the "**Existing Shares**") be consolidated into one (1) ordinary share of HK$0.08 each (each a "**Consolidated Share**"), such Consolidated Shares shall rank *pari passu* in all respects with each other (the "**Share Consolidation**") so that following the Share Consolidation the authorised share capital of the Company will be changed from HK$50,000,000 divided into 2,500,000,000 Existing Shares of par value of HK$0.02 each to HK$50,000,000 divided into 625,000,000 Consolidated Shares of par value of HK$0.08 each;

(b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the "**Directors**") may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and

(c) the Directors be and are hereby authorised to issue new share certificates in respect of the Consolidated Shares and the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing."

By order of the Board
XinXiang Era Group Company Limited
Liu Enyu
Chairman and Non-Executive Director

Hong Kong, 24 September 2025

Registered address and Address of the Head Office in the Cayman Islands:
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Place of business in Hong Kong:
5/F, Dawning House,
145 Connaught Road Central,
Sheung Wan
Hong Kong

Notes:

(1) Any member of the Company entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her and so appointed shall have the same right as the member to speak at the extraordinary general meeting. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.

(2) A form of proxy for use at the extraordinary general meeting is enclosed herewith.

(3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

(4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's Hong Kong Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the extraordinary general meeting or at any adjourned meeting (as the case may be) should they so wish.

(5) Where there are joint registered holders of any share, any one of such persons may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the extraordinary general meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall be accepted to exclusion of the votes of the other joint holders. Several executors or administrators of a deceased member of the Company in whose name any shares stands shall for this purpose be deemed joint holders thereof.

(6) For determining the entitlement to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from Monday, 13 October 2025 to Thursday, 16 October 2025, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the extraordinary general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 October 2025.