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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by XinXiang Era Group Company Limited (the "**Company**") pursuant to Rule 17.50(1) of the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), in relation to the proposed amendment and restatement to the Company's existing amended and restated memorandum and articles of association (the "**Existing M&A**").

The board (the "**Board**") of directors (the "**Directors**") of the Company proposes to amend the Existing M&A by way of adopting the second amended and restated memorandum and articles of association (the "**Amended and Restated M&A**") in order to:

(a) updating and bringing the Existing M&A to reflect and align with the latest regulatory requirements in relation to treasury shares and the relevant amendments made to the GEM Listing Rules;

(b) updating and bringing the Existing M&A to reflect and align with the latest regulatory requirements in relation to the further expansion of the paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the GEM Listing Rules;

(c) updating the Existing M&A to prepare for the uncertificated securities market regime; and

(d) make certain housekeeping amendments (collectively, the "**Proposed Amendments**").

In view of the Proposed Amendments to be made to the Existing M&A, the Board proposes to put forward to the shareholders (the "**Shareholders**") of the Company for approval at the annual general meeting (the "**AGM**") to be convened and held on 28 May 2026 a special resolution to amend the Existing M&A by the adoption of the Amended and Restated M&A in substitution for, and to the exclusion of, the Existing M&A so as to consolidate all the Proposed Amendments.

Full version of the Amended and Restated M&A which included the Proposed Amendments will be set out in the appendix to the circular for the AGM to be despatched to the Shareholders. The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. The Proposed Amendments and the adoption of the Amended and Restated M&A are subject to the approval of the Shareholders by way of special resolution at the AGM and, if approved, will become effective upon the close of the AGM. Prior to the passing of the relevant special resolution at the AGM, the Existing M&A shall remain valid.

After the Proposed Amendments and the adoption of the Amended and Restated M&A come into effect, the full text of the Amended and Restated M&A will be published on the websites of the Stock Exchange and the Company. A circular containing, among other things, full version of the Proposed Amendments together with the notice to convene the AGM and the proxy form will be despatched to the Shareholders in due course.

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

Hong Kong, 17 April 2026

As at the date of this announcement, the Board comprises Mr. Kong Linglei and Ms. Wan Suet Yee Cherry as executive Directors; Mr. Liu Enyu (Chairman) and Mr. Peng Ben as non-executive Directors; Ms. Deng Yongling, Ms. Mao Xiaobi and Ms. Ma Lina as independent non-executive Directors

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the "Latest Listed Company Announcement" page of the Stock Exchange website at (www.hkexnews.hk) for at least seven days from the date of its posting and on the Company's website (www.xinxiangera.com).