

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

上 | 海 | 小 | 南 | 国

SHANGHAI XNG HOLDINGS LIMITED

**Shanghai XNG Holdings Limited**

**上海小南国控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3666)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 30 JUNE 2023**

Reference is made to the circular (the “**Circular**”) of Shanghai XNG Holdings Limited (the “**Company**”) dated 25 May 2023. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

At the annual general meeting (the “**AGM**”) of the Company held on 30 June 2023, all the proposed resolutions as set out in the notice of the AGM (the “**Notice of AGM**”) dated 25 May 2023 were taken by way of poll.

As at the date of the AGM, the total number of issued Shares was 2,213,031,000 shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the resolutions proposed at the AGM.

There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

The Board consists of seven Directors, six of whom presented at the AGM. Mr. ZHANG Zhenyu did not attend the AGM due to other work arrangements.

The Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. All the resolutions were approved by the shareholders of the Company. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

| Ordinary Resolutions |  | No. of Votes (%)              |                      |
|----------------------|--|-------------------------------|----------------------|
|                      |  | For                           | Against              |
| 1.                   | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2022.   | 1,396,759,831<br>(99.999695%) | 4,256<br>(0.000305%) |
| 2.                   | (a) To re-elect the following Directors:   |                               |                      |
|                      | (i) To re-elect Ms. PING Guoqin as an executive Director.  | 1,396,759,831<br>(99.999695%) | 4,256<br>(0.000305%) |
|                      | (ii) To re-elect Ms. WANG Huili as a non-executive Director.   | 1,396,759,831<br>(99.999695%) | 4,256<br>(0.000305%) |
|                      | (iii) To re-elect Ms. WU Wen as a non-executive Director.  | 1,396,759,831<br>(99.999695%) | 4,256<br>(0.000305%) |
|                      | (b) To authorize the Board to fix the remuneration of the Directors.   | 1,396,759,831<br>(99.999695%) | 4,256<br>(0.000305%) |
| 3.                   | To re-appoint BDO Limited as auditor of the Company and authorise the Board to fix their remuneration for the financial year ending 31 December 2023.  | 1,396,759,830<br>(99.999695%) | 4,257<br>(0.000305%) |
| 4.                   | (A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued shares of the Company <sup>#</sup> .  | 1,396,759,830<br>(99.999695%) | 4,257<br>(0.000305%) |
|                      | (B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued shares of the Company <sup>#</sup> .   | 1,396,759,831<br>(99.999695%) | 4,256<br>(0.000305%) |
|                      | (C) To extend the authority given to the Directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the number of issued shares of the Company the number of shares repurchased under ordinary resolution no. 4(B) <sup>#</sup> . | 1,396,759,830<br>(99.999695%) | 4,257<br>(0.000305%) |

| <b>Special Resolution</b> |  | <b>No. of Votes (%)</b>       |                      |
|---------------------------|--|-------------------------------|----------------------|
|                           |  | <b>For</b>                    | <b>Against</b>       |
| 5.                        | To approve the amendments to the articles of association of the Company and adopt the fifth amended and restated articles of association of the Company <sup>#</sup> . | 1,396,759,831<br>(99.999695%) | 4,256<br>(0.000305%) |

<sup>#</sup> The full text of the resolutions is set out in the Notice of AGM.

As more than 50% of votes were cast in favour of each of the resolutions numbered 1 to 4 above, all of the above ordinary resolutions were duly passed at the AGM. As more than 75% of votes were cast in favour of the resolution numbered 5 above, the above special resolution was duly passed at the AGM.

By order of the Board  
**Shanghai XNG Holdings Limited**  
**GU Dorson**  
*Chairman*

Hong Kong, 30 June 2023

*As at the date of this announcement, the executive directors of the Company are Mr. GU Dorson and Ms. PING Guoqin; the non-executive directors of the Company are Ms. WANG Huili and Ms. WU Wen; and the independent non-executive directors of the Company are Mr. LUI Wai Ming, Mr. ZHANG Zhenyu and Ms. LI Yuping.*