THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai XNG Holdings Limited you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Shanghai XNG Holdings Limited to be held at Meeting Room, 8F01A, Zhengda Plaza, No. 168 Lujiazui West Road, Pudong New Area, Shanghai, the People's Republic of China on Friday, 27 June 2025 at 2:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish and in such event, the form of proxy will be deemed to be revoked. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) shall not be entitled to vote at the Company's AGM.

30 April 2025

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be convened and held at Meeting Room, 8F01A, Zhengda Plaza, No. 168 Lujiazui West Road, Pudong New Area, Shanghai, the People's Republic of China on Friday, 27 June 2025 at 2:00 p.m., or any adjournment thereof and notice of which is set out on pages 16 to 20 of this circular
"Articles of Association" or "Articles"	the fifth amended and restated articles of association of the Company adopted on 30 June 2023
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Companies Act"	the Companies Act Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"Company"	Shanghai XNG Holdings Limited (上海小南国控股有限公司), an exempted company incorporated on 2 February 2010 in the Cayman Islands with limited liability, with its Shares listed on the main board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the number of the issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution granting the Issue Mandate

"Latest Practicable Date"	25 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
"Nomination Committee"	the nomination committee of the Board
"Ordinary Resolution(s)"	the proposed ordinary resolution(s) as referred to in the Notice of Annual General Meeting
"PRC"	The People's Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
"Risk Management Committee"	the risk management committee of the Board
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended or supplemented from time to time
"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers, as amended or supplemented from time to time

"treasury shares"	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024, as amended and supplemented from time to time
"%"	percent

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)

Executive Director:
Mr. GU Dorson *(Chairman)*

Non-executive Director:
Ms. GU Lina

Independent Non-executive Directors:
Mr. ZHANG Zhenyu
Mr. LEUNG Yiu Cho
Ms. HU Xiaoqi

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111
Cayman Islands

Headquarters:
Rooms 1603-1605, 16/F, Building A
No.100 Zunyi Road
Changning District, Shanghai
The People's Republic of China

Principal place of business in Hong Kong:
Room 2401B, 24/F
Arion Commercial Centre
2-12 Queen's Road West
Sheung Wan, Hong Kong

30 April 2025

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and to provide you with information regarding the following proposals to be put forward at the Annual General Meeting: (a) the granting to the Directors of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; and (b) the re-election of the Directors in order to enable you to make an informed decision as to whether to vote for or against the ordinary resolutions at the Annual General Meeting.

2. GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares (including any sale or transfer of treasury shares out of treasury) up to 20% of the total number of the issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, there were 2,213,031,000 Shares in issue. Subject to the passing of the ordinary resolution no. 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 442,606,200 Shares (including any sale or transfer of treasury shares out of treasury).

In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares purchased by the Company under ordinary resolution no. 4(B) will also be added to extend the 20% limit of the Issue Mandate under ordinary resolution no. 4(A) provided that such additional amount shall not exceed 10% of the total number of issued Shares as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate.

The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the Issue Mandate.

3. REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Act or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

With effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4(A) of the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, of which one is executive Director, namely Mr. GU Dorson, one is non-executive Director, namely Ms. GU Lina, and three are independent non-executive Directors, namely Mr. ZHANG Zhenyu, Mr. LEUNG Yiu Cho and Ms. HU Xiaoqi.

On 21 January 2025, Mr. GU Dorson was appointed by the Board as an executive Director and Ms. GU Lina was appointed by the Board as a non-executive Director. Ms. HU Xiaoqi was appointed as an independent non-executive Director with effect from the conclusion of the annual general meeting held on 24 June 2024. In accordance with Article 83(3) of the Articles of Association, any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election. As such, Mr. GU Dorson, Ms. GU Lina and Ms. HU Xiaoqi will retire at the Annual General Meeting and, being eligible and willing to, offer themselves for re-election at the Annual General Meeting.

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Therefore, Mr. ZHANG Zhenyu shall retire by rotation, and being eligible, offer himself for re-election as an independent non-executive Director at the AGM.

Accordingly, Mr. GU Dorson, being an executive Director, Ms. GU Lina, being a non-executive Director, Ms. XU Xiaoqi and Mr. ZHANG Zhenyu, being independent non-executive Directors, will retire at the AGM and, being eligible, offer themselves for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the written confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's policy for the nomination of Directors as set forth in the terms of reference of the Nomination Committee, the Company's corporate strategy, and the independence of all independent non-executive Directors. All the independent non-executive Directors , namely, Mr. ZHANG Zhenyu, Mr. LEUNG Yiu Cho and Ms. HU Xiaoqi had confirmed their

independence respectively pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee had assessed and reviewed the annual written confirmation of independence of Mr. ZHANG Zhenyu, Mr. LEUNG Yiu Cho and Ms. HU Xiaoqi as an independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that they still remain independent.

The Nomination Committee has recommended to the Board the re-election of all the retiring Directors at the AGM. As a good corporate governance practices, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

Details of the retiring Directors who are subject to the re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the retiring Directors set out in Appendix I to this circular indicates the perspectives, skills and experience each individual can bring to the Board and contribute to the diversity of the Board.

5. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 20 of this circular is the notice of the Annual General Meeting at which, amongst others, ordinary resolutions will be proposed to Shareholders to consider and approve the granting to the Directors of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares and the re-election of the Directors.

The transfer books and register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025, both days inclusive, in order to determine the entitlement of Shareholders to attend the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 23 June 2025.

6. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish and in such event, the form of proxy will be deemed to be revoked.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, at any general meeting a resolution put to vote of the Shareholders is to be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

8. RESPONSIBILITY STATEMENT

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

9. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the extension of Issue Mandate, the re-election of the Directors and the re-appointment of auditors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

10. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

11. MISCELLANEOUS

The English version of this circular shall prevail over the Chinese version for the purpose of interpretation.

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the Annual General Meeting pursuant to the Articles of Association.

Executive Director

Mr. GU Dorson ("**Mr. Gu**"), aged 47, has been appointed as an executive Director, an authorized representative of the Company, the chairman of the Board, a member of the Remuneration Committee and the chairman of each of the Nomination Committee and the Risk Management Committee, with effect from 21 January 2025.

Mr. Gu joined the Group since 1 September 2020. During his employment with the Group in the past years, Mr. Gu had been an executive Director during the period between 1 September 2020 and 28 June 2024, the chairman of the Board during the period between 10 June 2021 and 28 June 2024 and a consultant of the Group during the period between 28 June 2024 and 21 January 2025. Mr. Gu was mainly responsible for the overall management, strategic planning and management of finance and investors' relationship of the Group. Mr. Gu has extensive experience in the business of direct e-commerce, FMCG retail and e-commerce, and business development on agri-food processing and retail industry chain. Mr. Gu worked in the Japan branches of Dell Inc. and Toys "R" Us, and worked on business development in agriculture, food processing and retailing industry chain under the service of CP Group.

Mr. Gu holds a Bachelor Degree in International Finance from Dongbei University of Finance and Economics (東北財經大學).

Mr. Gu has entered into a service agreement with the Company for a term of three years commencing from 21 January 2025. He is subject to re-election at the next following annual general meeting of the Company after his appointment and subsequently retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Gu will be entitled to RMB600,000 per annum as director's fee for beings an executive Director. His remuneration is determined by the Board with regard to his duties and responsibilities, the recommendation made by the Remuneration Committee of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Gu was interested in, or was deemed to be interested in, 221,257,500 shares of the Company, representing approximately 10% of the entire issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gu (i) does not have any interests or short position in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters related to the re-election of Mr. Gu that need to be brought to the attention of the Shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Non-executive Director

Ms. GU Lina ("**Ms. Gu**"), aged 47, has been appointed as a non-executive Director. with effect from 21 January 2025. Ms. Gu joined the Group since 1 September 2020.

Ms. Gu has been serving as a financial director of the Group since September 2023 and is mainly responsible in corporate finance management, risk management and asset management.

Ms. Gu has over 25 years of experience in corporate finance and accounting industry. From May 2016 to October 2018, Ms. Gu had been appointed as a deputy of financial manager in WWE (Shanghai) Commercial Co., Ltd.* (鐙宏(上海)商貿有限公司). Ms. Gu worked as the head of financial department in Shanghai Breadtalk Co., Ltd.* (上海麵包新語集團有限公司) from October 2013 to May 2016. Ms. Gu was appointed as a financial supervisor in Stroili Oro (Shanghai) Trading Co., Ltd.* (斯璀麗歐(上海)商貿有限公司) from August 2012 to September 2013 and from June 2008 to August 2012, Ms. Gu acted as a general ledger manager in Shanghai Zodanu Clothing Co., Ltd.* (上海佐丹奴服飾有限公司). From April 2006 to April 2008, she had been working in accounting department in Shanghai Hengshun International Air Transport Service Cooperation Company* (上海恒順國際航空運輸服務合作公司) and from October 2002 to April 2006, she worked as an accounting officer in Shanghai Seal Cement Group Co., Ltd.* (上海海豹水泥集團有限公司).

Ms. Gu received a marketing management diploma in Shanghai Aurora College (上海震旦職業學院). She graduated with a bachelor degree in accounting from Shanghai University of Finance and Economics (上海財經大學) in July 2005.

Ms. Gu has entered into a service agreement with the Company for a term of three years commencing from 21 January 2025. She is subject to re-election at the next following annual general meeting of the Company after her appointment and subsequently retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Gu will be entitled to RMB360,000 per annum as director's fee for being a non-executive Director. Her remuneration is determined by the Board with regard to her duties and responsibilities, the recommendation made by the Remuneration Committee of the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Gu (i) does not have any interests in the share of the Company within the meaning of Part XV of the SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters related to the re-election of Ms. Gu that need to be brought to the attention of the Shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

* *For identification purposes only*

Independent Non-executive Directors

Mr. ZHANG Zhenyu

Mr. ZHANG Zhenyu ("**Mr. Zhang**"), aged 49, is an independent non-executive Director of the Company. Mr. Zhang has more than 20 years of experience in legal and corporate compliance field. During the period from October 2012 to February 2019, Mr. Zhang served as the chief legal counsel of Asia Pacific Region and chief compliance officer of China region for Thermo Fisher Scientific Inc, whose securities are listed on the New York Stock Exchange (stock code: TMO). During the period from April 2008 to March 2011, Mr. Zhang served as legal counsel and chief compliance officer of Great China region for Sandoz AG, a company incorporated in Switzerland and a global research-based pharmaceutical and nutrition group. Before serving Sandoz AG, Mr. Zhang has also acted as in-house legal counsel for TOM Group Limited, Sony Music group and Shanghai Huahong Group Co., Ltd. Mr. Zhang obtained a bachelor's degree in laws from East China University of Political Science and has been awarded with a Diploma in Beijing International MBA from Peking University.

Mr. Zhang has entered into a service contract with the Company commencing from 30 May 2019 and the service contract was renewed as at 22 January 2022, which will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Zhang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Article of Association. During the year ended 31 December 2023, Mr. Zhang was entitled to a remuneration of (i) HK$384,000 per annum up to 30 September 2023 and (ii) HK$180,000 per annum with effect from 1 October 2023. The remuneration of Mr. Zhang as an independent non-executive Director is determined by the Board with regard to his duties and responsibilities, the recommendation made by the Remuneration Committee and the prevailing market conditions. Mr. Zhang received a remuneration of RMB165,000 for the year ended 31 December 2024.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) does not have any interests in the shares of the Company within the meaning of Part XV of SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters related to the re-election of Mr. Zhang that need to be brought to the attention of the Shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Hu Xiaoqi

Ms. Hu Xiaoqi ("**Ms. Hu**"), aged 46, has been appointed as an independent non-executive Director, a member of each of the audit committee, the Nomination Committee, the Risk Management Committee and the Remuneration Committee with effect from the conclusion of the AGM dated 28 June 2024.

Ms. Hu worked in PricewaterhouseCoopers Zhong Tian CPAs Co., Ltd. during the period between August 2002 and December 2005 and her last position was senior associate. From January 2006 to July 2007, she acted as the corporate internal auditor of Akzo Nobel (Asia) Co., Ltd. She then worked in General Electric (China) Co., Ltd. from August 2007 to January 2017 and her last position was senior finance manager (Oil & Gas China). Between January 2017 and December 2022, Ms. Hu worked in Thermo Fisher Scientific (China) Co., Ltd. and her last position was senior director in finance (analytical instruments group of China). She then acted as the executive finance manager (Imaging China) of GE Healthcare Investment (China) Co., Ltd. from December 2022 onwards.

Ms. Hu graduated from Fudan University with a bachelor of science degree and from BI Norwegian Business School with a master of business administration degree.

Ms. Hu has entered into an appointment letter with the Company for a term of three years commencing from 28 June 2024. She is subject to re-election at the next following annual general meeting of the Company after her appointment and subsequently retirement from office and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Hu will be entitled to HKD180,000 per annum as director's fee for being an independent non-executive Director. Her remuneration is determined by the Board with regard to her duties and responsibilities, the recommendation made by the remuneration committee and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Hu (i) does not have any interests in the shares of the Company within the meaning of Part XV of SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there are no other matters related to the re-election of Ms. Hu that need to be brought to the attention of the Shareholders of the Company in connection with Ms. Hu and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

ISSUED SHARES

As at the Latest Practicable Date, the number of issued Shares was 2,213,031,000 Shares of nominal value of HK$0.01 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 221,303,100 Shares which represent 10% of the issued Shares (excluding any treasury shares) during the period ending on the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Act or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include the Company not (or procure its broker not to) giving any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Act.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may have a material adverse impact on the working capital or on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

Neither this Explanatory Statement nor the proposed share repurchase has any unusual features.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Alpadis Trust (Switzerland) AG indirectly held 655,087,500 Shares, representing approximately 29.6% of the entire issued share capital of the Company. In the event that the Company exercises the Repurchase Mandate in full, the interest of Alpadis Trust (Switzerland) AG in the Company will be increased to approximately 32.89%. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or a group of Shareholders acting in concert who could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the

Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date are as follows:

Month	**Highest prices** *HK$*	**Lowest prices** *HK$*
2024		
April	0.044	0.039
May	0.050	0.030
June	0.040	0.022
July	0.033	0.022
August	0.035	0.024
September	0.032	0.021
October	0.045	0.022
November	0.027	0.022
December	0.026	0.021
2025		
January	0.026	0.018
February	0.027	0.021
March	0.029	0.021
April (up to the Latest Practicable Date)	0.028	0.023

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Shanghai XNG Holdings Limited (the "**Company**") will be held at Meeting Room, 8F01A, Zhengda Plaza, No. 168 Lujiazui West Road, Pudong New Area, Shanghai, the People's Republic of China on Friday, 27 June 2025 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

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 2024.

2. (a) To re-elect the following directors of the Company (the "**Director(s)**"):

   (i) Mr. Gu Dorson as an executive Director.

   (ii) Ms. Gu Lina as a non-executive Director.

   (iii) Mr. Zhang Zhenyu as an independent non-executive Director.

   (iv) Ms. Hu Xiaoqi as an independent non-executive Director.

   (b) To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint Wilson & Partners CPA Limited as auditor of the Company and authorise the Board to fix their remuneration for the financial year ending 31 December 2025.

4. To consider and, if thought fit, to pass (with or without amendments), the following resolutions as ordinary resolutions:

   (A) "**That**:

   (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the

Company to allot, issue or otherwise deal with the additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

(a) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) "Rights Issue" means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

(B) "**That**:

(i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(ii) the number of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate number of the issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(C) "**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of the resolutions.

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

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

Shanghai, the People's Republic of China, 30 April 2025

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111
Cayman Islands

Headquarters:
Rooms 1603-1605, 16/F, Building A
No.100 Zunyi Road
Changning District, Shanghai
The People's Republic of China

Principal place of business in Hong Kong:
Room 2401B, 24/F
Arion Commercial Centre
2-12 Queen's Road West
Sheung Wan, Hong Kong

Notes:

(i) Ordinary resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.

(ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.

(iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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 alone be entitled to vote in respect thereof.

(iv) In order to be valid, a form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(v) The transfer books and register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025, both days inclusive, in order to determine the entitlement of shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 23 June 2025.

(vi) In respect of ordinary resolution numbered 2 above, Mr. GU Dorson , Ms. GU Lina, Mr. ZHANG Zhenyu and Ms. HU Xiaoqi shall retire and being eligible, offer themselves for re-election at the above meeting. Details of the above directors are set out in Appendix I to the Company's circular dated 30 April 2025.

(vii) In respect of the ordinary resolution numbered 4(A) above, the directors of the Company have no immediate plans to issue any new shares of the Company (or sale or transfer of treasury shares out of treasury). Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(viii) In respect of ordinary resolution numbered 4(B) above, the directors of the Company will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the Company's circular dated 30 April 2025.