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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 27 JUNE 2025

Reference is made to the circular (the "**Circular**") of Shanghai XNG Holdings Limited (the "**Company**") dated 30 April 2025. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

At the AGM held on 27 June 2025, all the proposed resolutions (the "**Resolutions**") as set out in the notice of the AGM (the "**Notice of AGM**") dated 30 April 2025 were taken by way of poll.

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. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

Ordinary Resolutions		**Number of votes cast and approximate percentage (%)**	
		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 2024.	299,317,227 (100%)	0 (0%)

Ordinary Resolutions		Number of votes cast and approximate percentage (%)	
		FOR	AGAINST
2.	(a) To re-elect the following directors of the Company (the "**Director(s)**"):		
	(i) Mr. Gu Dorson as an executive Director.	299,317,227 (100%)	0 (0%)
	(ii) Ms. Gu Lina as a non-executive Director.	299,317,227 (100%)	0 (0%)
	(iii) Mr. Zhang Zhenyu as an independent non-executive Director.	299,317,227 (100%)	0 (0%)
	(iv) Ms. Hu Xiaoqi as an independent non-executive Director.	299,317,227 (100%)	0 (0%)
	(b) To authorize the board of directors of the Company (the "**Board**") to fix the remuneration of the Directors.	299,317,227 (100%)	0 (0%)
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.	299,317,227 (100%)	0 (0%)
4.	(A) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares (including the sale or transfer of treasury shares) not exceeding 20% of the issued shares of the Company (excluding any treasury shares)*.	299,317,227 (100%)	0 (0%)
	(B) To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued shares of the Company (excluding any treasury shares)*.	299,317,227 (100%)	0 (0%)
	(C) To extend the authority given to the directors of the Company 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)*.	299,317,227 (100%)	0 (0%)

* The full text of the Resolutions is set out in the Notice of AGM.

As more than 50% of votes were casted in favour of the ordinary resolutions numbered 1 to 4, all the Resolutions were duly passed as ordinary resolutions.

GENERAL

As at the date of the AGM, the number of issued Shares was 2,655,637,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the Resolutions at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour of any Resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting at the AGM under the Listing Rules and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions proposed at the AGM.

All the Directors attended the AGM in person or by electronic means.

By order of the Board
Shanghai XNG Holdings Limited
Gu Dorson
Chairman and executive Director

Shanghai, PRC, 27 June 2025

As at the date of this announcement, the executive director of the Company is Mr. GU Dorson; the non-executive director of the Company is Ms. GU Lina; and the independent non-executive directors of the Company are Mr. LEUNG Yiu Cho, Mr. ZHANG Zhenyu and Ms. HU Xiaoqi.