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Xuan Wu Cloud Technology Holdings Limited
玄武雲科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2392)

INSIDE INFORMATION

TERMINATION OF ACTING IN CONCERT AGREEMENT AND CHANGE IN CONTROLLING SHAREHOLDERS

This announcement is made by Xuan Wu Cloud Technology Holdings Limited (together with its subsidiaries and consolidated affiliated entities, the "**Group**") pursuant to Rule 13.09 of the Rules Governing the Listing (the "**Listing Rules**") of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

BACKGROUND

Reference is made to the announcement dated 20 October 2025 (the "**Announcement**") and the Prospectus. Unless otherwise stated, capitalised terms used herein have the same meaning as those defined in the Announcement.

On 17 August 2021, the AIC Parties entered into an AIC Agreement, pursuant to which, the AIC Parties were considered as a group of shareholders of the Company acting in concert and were the Controlling Shareholders as defined under the Listing Rules. For further details of the AIC Agreement, please refer to pages 271 and 272 of the Prospectus.

TERMINATION OF ACTING IN CONCERT AGREEMENT

The Vendors entered into the Sale and Purchase Agreement with the Purchaser on 20 October 2025, pursuant to which, as one of the conditions precedents, the AIC Parties are required to enter into a Termination Agreement to terminate the AIC Agreement.

As a result, the AIC Parties entered into the Termination Agreement on 27 October 2025 to terminate such AIC Agreement. Upon the execution of the Termination Agreement, the AIC Parties cease to be the Controlling Shareholders and are no longer contractually bound to vote on any resolution to be

passed by at any Shareholders' meeting in a unanimous matter as set out in the AIC Agreement, but will continue to engage in good faith discussions and consultations with each other in respect of matters and resolutions of material interests to the Company. This provides the Company with more broadly represented opinion and is believed to be beneficial to the Company in the long run.

CHANGE IN CONTROLLING SHAREHOLDERS

After the termination of the AIC Agreement, the AIC Parties are no longer a group of Shareholders acting in concert under the Takeovers Code.

As a result of the termination of the AIC Agreement, Mr. Chen is now indirectly controlling approximately 26.15% (the percentage is calculated based on the number of issued shares of the Company, excluding its treasury shares) of the Company's voting rights, comprising (i) approximately 18.13% controlled by Zhenghao Global, a company wholly-owned by Mr. Chen; and (ii) approximately 8.02% in aggregate controlled by Guangzhou Xuannan, Guangzhou Xuanxi, and Guangzhou Xuanbei, in which Mr. Chen serves as the general partner and accordingly, Mr. Chen has ceased to be the Controlling Shareholder. In addition, each of Mr. Huang, through his interest in Honghan Worldwide, and Mr. Li, through his interest in Double Winner, has also ceased to be the Controlling Shareholder upon the termination of AIC Agreement.

The Board believe that the execution of Termination Agreement and the change in Controlling Shareholders will have no adverse effect on the financial position and operations of the Group.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company. When in doubt, Shareholders and potential investors of the Company are advised to seek advice from professional or financial advisers.

By order of the Board
Xuan Wu Cloud Technology Holdings Limited
Mr. Chen Yonghui
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 27 October 2025

As at the date of this announcement, the Board comprises Mr. Chen Yonghui, Mr. Huang Fangjie, Mr. Li Hairong and Mr. Guo Haiqiu as executive Directors; and Mr. Du Jianqing, Ms. Wu Ruifeng and Prof. Wu Jintao as independent non-executive Directors.