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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)**

## POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 DECEMBER 2025

Reference is made to the circular (the "**Circular**") of Xuan Wu Cloud Technology Holdings Limited (the "**Company**") incorporating, amongst others, the notice (the "**Notice**") of extraordinary general meeting of the Company (the "**EGM**"), dated 28 November 2025. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

## POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

At the EGM held on Wednesday, 17 December 2025, all the proposed resolutions as set out in the Notice were taken by poll. The poll results were as follows:

| Ordinary Resolutions | | Number of Votes (%) | |
|---|---|---|---|
| | | For | Against |
| 1. | "**THAT**:<br><br>(a) the capital injection agreement and the equity transfer agreements, each dated 20 October 2025, entered into among, *inter alia*, the Company, Mr. Chen, the Vendor, the Target Company, Xuantong Tongda and Xuantong Tonghe, in relation to (i) the capital injection of RMB20,000,000 by Mr. Chen into the Target Company; and (ii) the transfer of approximately 16.67% and 20.0% of the total registered capital of the Target Company by the Vendor to Xuantong Tongda and Xuantong Tonghe for considerations of RMB5,000,000 and RMB6,000,000, respectively (copies of which have been produced to the EGM marked "**A**" and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; | 126,905,104<br>(100.00%) | 0<br>(0.00%) |

| Ordinary Resolutions | | Number of Votes (%) | |
|---|---|---|---|
| | | For | Against |
| | (b) any one Director be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the capital injection agreement and the equity transfer agreements and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.'' | | |
| 2. | ''**THAT**:<br><br>(a) the technical services procurement framework agreement (the ''**Technical Services Procurement Framework Agreement**'') to be entered into between the Company and the Target Company which will take effect immediately upon the approval of the shareholders of the Company at the EGM and the completion of the transactions pursuant to the capital injection agreement and the equity transfer agreements (the ''**Completion**'') (a copy of which has been produced to the EGM marked ''**B**'' and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;<br><br>(b) the proposed annual caps amounts for the transactions under the Technical Services Procurement Framework Agreement from 1 December 2025 (subject to the approval of the shareholders of the Company at the EGM and the Completion) as set out in this circular be and are hereby approved and confirmed; and<br><br>(c) anyone Director be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case maybe, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the Technical Services Procurement Framework Agreement and the implementation of all the transactions contemplated thereunder.'' | 126,905,104<br>(100.00%) | 0<br>(0.00%) |

As more than 50% of votes were cast in favour of each of the ordinary resolutions numbered 1 and 2, the above resolutions were duly passed at the EGM.

As at the date of the EGM, the total number of issued Shares was 556,688,500 (excluding treasury shares) which represented the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the EGM.

As referred to in the Circular, (i) Mr. Chen Yonghui, Mr. Huang Fangjie and Mr. Li Hairong (all being the current Directors and shareholders of the Company); (ii) the Shareholders, namely Zhenghao Global Holding Limited, Guangzhou Xuandong Investment Co., Ltd. (Limited Partnership), Guangzhou Xuannan Investment Co., ltd. (Limited Partnership), Guangzhou Xuanxi Investment Co., Ltd. (Limited Partnership) and Guangzhou Xuanbei Investment Co., Ltd. (Limited Partnership) (controlled by Mr. Chen Yonghui), Honghan Worldwide Limited (controlled by Mr. Huang Fangjie) and Double Winner Worldwide Limited (controlled by Mr. Li Hairong); (iii) the trustees of the restricted share award scheme of the Company; and (iv) an associate of the general partner of Xuantong Tongda, namely Ms. Lin Yueying, were required to abstain from voting on the ordinary resolutions at the EGM. As at the date of the EGM, the above mentioned were beneficially interested in an aggregate of 327,834,230 shares and had abstained from voting on the ordinary resolutions.

Save as disclosed above, there were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and there were no shares requiring the Shareholders to abstain from voting at the EGM under the Listing Rules. Save as disclosed above, none of the Shareholders had indicated in the Circular that they intended to vote against or to abstain from voting on the resolutions at the EGM.

The Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

All Directors attended the EGM by electronic means.

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

Hong Kong, Wednesday, 17 December 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.*