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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**

## **COMPLETION OF DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDERS UNDER THE SALE AND PURCHASE AGREEMENT AND CHANGE IN CONTROLLING SHAREHOLDERS**

This announcement is made by Xuan Wu Cloud Technology Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 20 October 2025 (the “**Announcement**”) in relation to the Sale and Purchase Agreement entered into between the Vendors and the Purchaser, pursuant to which the Vendors have conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Sale Shares, representing 20.00% of the entire issued share capital of the Company (including its treasury shares) as at the date of the Announcement, at a total consideration of HK\$65,198,893 (the “**Transaction**”).

Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcement.

## **COMPLETION OF DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDERS UNDER THE SALE AND PURCHASE AGREEMENT**

The Board has been informed by the Vendors that the conditions precedent set out in the Sale and Purchase Agreement have been fulfilled and the completion of the Transaction took place on 6 February 2026. The Sale Shares, representing 20.00% of the entire issued share capital of the Company including its treasury shares as of the date of the Announcement, have been transferred to the Purchaser.

## **CHANGE IN CONTROLLING SHAREHOLDERS**

Mr. Chen, Mr. Huang, Mr. Li, Zhenghao Global, Honghan Worldwide, Double Winner, Guangzhou Xuannan, Guangzhou Xuanxi and Guangzhou Xuanbei were the group of Controlling Shareholders, in aggregate holding approximately 53.50% of the total issued Shares excluding its treasury shares immediately before the termination of AIC Agreement. Upon the completion of the Transaction in accordance with the terms of the Sale and Purchase Agreement, including among other things, (i) the termination of AIC Agreement and (ii) the resignation of Mr. Chen and the appointment of Mr. Li as the general partner of each of Guangzhou Xuannan, Guangzhou Xuanxi and Guangzhou Xuanbei, the Purchaser becomes the single largest shareholder of the Company holding 20.00% of the total issued Shares including its treasury shares.

For further details of the completion under the Sale and Purchase Agreement, please refer to the Announcement.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structures of the Company immediately before the date of the Announcement and immediately after completion of the Transaction are set out as follows:

| Name of Shareholders      | Immediately before<br>the date of the Announcement |  | Immediately after<br>completion of the Transaction |  |
|---------------------------|--|--|--|--|
|                           | Number of<br>shares                                | Approximate<br>percentage in<br>the total<br>number of<br>issued shares of<br>the Company<br>excluding its<br>treasury shares<br>(%) | Number of<br>shares                                | Approximate<br>percentage in<br>the total<br>number of<br>issued shares of<br>the Company<br>excluding its<br>treasury shares<br>(%) |
| <b>Mr. Chen</b>           | <b>177,468,000</b>                                 | <b>31.87</b>   | <b>75,402,000</b>                                  | <b>13.57</b>   |
| — Zhenghao Global         | 100,968,000  | 18.13  | 44,068,000   | 7.93   |
| — Guangzhou Xuandong      | 31,500,000   | 5.66   | 31,334,000   | 5.64   |
| — Guangzhou Xuannan       | 13,500,000   | 2.42   | —  | —  |
| — Guangzhou Xuanxi        | 18,000,000   | 3.23   | —  | —  |
| — Guangzhou Xuanbei       | 13,500,000   | 2.42   | —  | —  |
| <b>Mr. Huang</b>          | <b>66,311,770</b>                                  | <b>11.91</b>   | <b>19,047,670</b>                                  | <b>3.43</b>  |
| — Honghan Worldwide       | 66,311,770   | 11.91  | 19,047,670   | 3.43   |
| <b>Mr. Li</b>             | <b>55,152,460</b>                                  | <b>9.90</b>  | <b>99,793,460</b>                                  | <b>17.96</b>   |
| — Double Winner           | 55,152,460   | 9.90   | 55,152,460   | 9.92   |
| — Guangzhou Xuannan       | —  | —  | 13,390,000   | 2.41   |
| — Guangzhou Xuanxi        | —  | —  | 17,886,000   | 3.22   |
| — Guangzhou Xuanbei       | —  | —  | 13,365,000   | 2.40   |
| <b>Mr. Song</b>           | <b>51,083,170</b>                                  | <b>9.17</b>  | <b>42,683,170</b>                                  | <b>7.68</b>  |
| — Baoya                   | 51,083,170   | 9.17   | 42,683,170   | 7.68   |
| <b>The Purchaser</b>      | <b>—</b>   | <b>—</b>   | <b>112,064,100</b>                                 | <b>20.17</b>   |
| <b>Other Shareholders</b> | <b>206,800,100</b>                                 | <b>37.14</b>   | <b>206,735,100</b>                                 | <b>37.20</b>   |
| <b>Total</b>              | <b>556,815,500</b>                                 | <b>100.00</b>  | <b>555,725,500</b>                                 | <b>100.00</b>  |

*Note:* The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, Friday, 6 February 2026

*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.*