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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)

CLARIFICATION ANNOUNCEMENT

This is an announcement made by Shanghai XNG Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and 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).

The Board of Directors (the "**Board**") of the Company notes that a news article was published by certain local media on 11 February 2026 (the "**Article**"). The Article alleged that several restaurants in Shanghai had suddenly closed without prior notice to employees, with "Store Withdrawal Notices" posted by mall operators and further claimed that lease termination notices were displayed and that rental arrears remained outstanding.

The Board wishes to clarify that the Article is inaccurate and not substantive. The Group is in negotiation with landlords regarding leases, and as at the date of this announcement, the relevant lease agreements have not been terminated by the Company.

The Board further clarifies that four landlords have unilaterally issued termination letters. These may be construed as lease terminations unless revoked through legal proceedings.

References are also made to the Company's announcements dated 8 January 2026 and 10 February 2026 in relation to, among other things, the very substantial disposal of 100% equity interest in the Target Company and Strategic Realignment.

The Board also clarifies that the temporary suspension of operations forms part of the Group's ongoing rebranding and restructuring initiative. This plan was contemplated as part of the Group's long term development strategy, aiming to minimize reliance on the "Shanghai Xiao Nan Guo" brand and reallocate resources to new restaurant concepts with lower overheads and stronger consumer appeal. The restructuring of the two retained restaurants remains in progress and is expected to be completed by the end of the first quarter of 2026.

The Board further clarifies that the three newly established restaurants have been temporarily suspended pending assessment of their financial performance and overall position. The Company's plan to open up to 10 new restaurants by 30 June 2026 remains ongoing, although no new restaurants have commenced operations to date. The Directors confirm that there has been no change to the Company's original expansion plan.

The Board wishes to clarify that the Disposal remains unaffected by the Strategic Realignment. Completion of the realignment, other than the two restaurants to be retained, does not form part of the conditions of the Sale and Purchase Agreement.

To the best knowledge, information, and belief of the Directors, there is no other information relevant to the Article that should be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

Further announcements will be made by the Company as and when appropriate.

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
Shanghai XNG Holdings Limited
Gu Dorson
Chairman

Shanghai, PRC, 13 February 2026

As at the date of this announcement, the executive Directors are Mr. GU Dorson, Mr. HE Qinghua, Ms. QIU Jiying and Mr. CUI Jinqiao; the non-executive Director is Ms. GU Lina; and the independent non-executive Directors are Ms. CHAN Sze Man, Mr. ZHANG Zhenyu and Mr. YAO Yafei.