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XINHUA NEWS MEDIA HOLDINGS LIMITED
新華通訊頻媒控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 309)

ISSUE OF NEW SHARES UNDER GENERAL MANDATE

THE SUBSCRIPTION AGREEMENT

The Board is pleased to announce that on 6 May 2026 (after the trading hours of the Stock Exchange), the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditional agreed to subscribe for the 153,000,000 Subscription Shares at the Subscription Price of approximately HK$0.033 per Subscription Share. The Subscription money payable by the Subscriber of approximately HK$5.0 million under the Subscription Agreement shall be satisfied by way of off-setting against the principal amount and the interest of the debt confirmation agreement of HK$5,049,000 payable by the Company to the Subscriber.

As at the date of this announcement, the Company has 1,931,069,796 Shares in issue. Assuming that there will be no change in the number of issued Shares between the date of this announcement and Completion, the 153,000,000 Subscription Shares represent approximately 7.92% of the existing issued share capital of the Company as at the date of this announcement and approximately 7.34% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Completion of the Subscription is subject to the fulfillment of the conditions under the Subscription Agreement. Accordingly, the Subscription may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

INTRODUCTION

The Board is pleased to announce that on 6 May 2026 (after the trading hours of the Stock Exchange), the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditional agreed to subscribe for the 153,000,000 Subscription Shares at the Subscription Price of approximately HK$0.033 per Subscription Share. The Subscription money payable by the Subscriber of approximately HK$5.0 million under the Subscription Agreement shall be satisfied by way of off-setting against the principal amount and the interest of the debt confirmation agreement of HK$5,049,000 payable by the Company to the Subscriber.

THE SUBSCRIPTION AGREEMENT

Details of the terms of the Subscription Agreement are summarised below:

The Subscription Agreement

Date

6 May 2026 (after trading hours of the Stock Exchange)

Parties

The Company (as issuer); and

The Subscriber: 俞惠琳 (as subscriber).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Subscriber is an Independent Third Party. The Subscriber is a merchant. As at the date of this announcement, the Company owes the Subscriber an aggregate sum of HK$5,049,000 being the sum of the principal amount of the loans and outstanding interest of the debt confirmation agreement. The Company used the loans for its general working capital needs. Such loans bear interest at 10% per annum, have no specific terms, and are repayable on demand at the Subscriber's request.

Subscription Shares

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue to the Subscriber and the Subscriber has conditionally agreed to subscribe for 153,000,000 Subscription Shares at the Subscription Price of approximately HK$0.033 per Subscription Share. The Subscription money payable by the Subscriber of approximately HK$5.0 million under the Subscription Agreement shall be satisfied by way of off-setting against the principal amount and the interest of the debt confirmation agreement of HK$5,049,000 payable by the Company to the Subscriber.

As at the date of this announcement, the Company has 1,931,069,796 Shares in issue. Assuming that there will be no change in the number of issued Shares between the date of this announcement and Completion, the 153,000,000 Subscription Shares represent approximately 7.92% of the existing issued share capital of the Company as at the date of this announcement and approximately 7.34% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK$1,530,000.

Subscription Price

The Subscription Price of approximately HK$0.033 represents:

(i) a premium of approximately 3.13% to the closing price of HK$0.032 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and

(ii) is equivalent to the average closing price per Share of HK$0.033 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Day.

The Subscription Price was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Subscriber. The Directors consider that the Subscription Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

The net issue price, after deduction of relevant expenses, is estimated to be approximately HK$0.030 per Subscription Share.

Ranking of the Subscription Shares

The Subscription Shares shall rank *pari passu* in all respects among themselves and with the existing Shares in issue on the date of allotment and issue of the Subscription Shares.

Conditions precedent

Completion of the Subscription is conditional upon the satisfaction of the following conditions:

(i) the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in the Subscription Shares;

(ii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect; and

(iii) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained and remaining in full force and effect.

In the event the above conditions are not fulfilled by the Long Stop Date, all rights, obligations and liabilities of the parties to the Subscription Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Subscription Agreement prior to such termination.

Completion

The Subscription shall complete within five (5) Business Days immediately following the day on which the conditions set out above are satisfied (or such later date as may be agreed between the parties to the Subscription Agreement in writing).

Application for Listing

The Company will apply to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, the Subscription Shares.

GENERAL MANDATE TO ALLOT AND ISSUE THE SUBSCRIPTION SHARES

The allotment and issue of the Subscription Shares is not subject to the approval by the Shareholders. The Subscription Shares will be issued under the General Mandate, which was granted to the Directors pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 30 September 2025. Pursuant to the General Mandate, the Company was authorised to issue and allot up to 386,213,959 Shares, representing 20% of the number of Shares in issue on the date of passing such resolution.

As at the date of this announcement, no Shares have been issued under the General Mandate and accordingly, the General Mandate is sufficient for the allotment and issue of the Subscription Shares.

FUND RAISING DURING THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in immediately prior to the date of this announcement.

REASONS FOR AND BENEFITS OF SUBSCRIPTION

The Group is principally engaged in the provision of cleaning the related services, waste management service and advertising media business. In addition, the Group has been developing business and investment opportunities in properties investment, technology, media and telecommunication (TMT) sector and water treatment business.

With reference to the Interim Report 2025/2026, the Group has cash and bank balances of approximately HK$46 million, the consolidated total current liabilities of approximately HK$69 million and included the consolidated other payables and accruals of approximately HK$49 million.

Majority of the existing available financial resources of the Group are essential to be deployed into the principal businesses of the Group to cope with the business development as well as for general working capital of the Group, therefore, the Directors consider that the Subscription would allow the Company to settle the liabilities, without utilising existing financial resources of the Group thereby improving the financial position of the Group. The Directors also consider that the Subscription will broaden the Company's capital base and shareholders base without any interest burden.

Based on the above, the Directors consider that the terms of the Subscription Agreement are fair and reasonable, on normal commercial terms and that the entering into of the Subscription Agreement is in the interest of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion are as follows (assuming that there is no change in the number of issued Shares between the date of this announcement and the Completion):

	As at the date of this announcement		**Immediately after Completion**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Yu Weikun	193,131,000	10.00	193,131,000	9.27
The Subscriber	–	–	153,000,000	7.34
Other public Shareholders	1,737,938,796	90.00	1,737,938,796	83.39
Total	1,931,069,796	100.00	2,084,069,796	100.00

Completion of the Subscription is subject to the fulfillment of the conditions under the Subscription Agreement. Accordingly, the Subscription may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

"Board"	the board of Directors
"Business Day(s)"	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business
"Company"	Xinhua News Media Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (Stock code: 309)
"Completion"	the completion of the Subscription in accordance with the terms and condition set out in the Subscription Agreement
"connected persons"	as the meanings as ascribed thereto under the Listing Rules
"Directors"	the directors of the Company

"General Mandate"	the general mandate granted by the Shareholders to the Directors at the annual general meeting of the Company held on 30 September 2025 to allot, issue and deal with up to 386,213,959 Shares, being 20% of the total number of Shares in issue as at the date of the annual general meeting
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	any person or company and their respective beneficial owners (if applicable) who, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
"Interim Report 2025/2026"	the interim report of the Group for the six months ended 30 September 2025
"Last Trading Day"	6 May 2026, being the last trading day for the Shares prior to the date of the Subscription Agreement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	27 May 2026 or such later date as the Company and the Subscriber may agree in writing
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholders"	holders of the issued Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber"	俞惠琳, a natural person and an Independent Third Party
"Subscription"	The subscription of the Subscription Shares by the Subscriber on and subject to the terms and condition set out in the Subscription Agreement

"Subscription Agreement"	the conditional subscription agreement dated 6 May 2026 entered into between the Company and the Subscriber in respect of the Subscription
"Subscription Price"	approximately HK$0.033 per Subscription Share
"Subscription Share(s)"	an aggregate of 153,000,000 new Shares to be allotted and issued by the Company to the Subscriber pursuant to the Subreption Agreement
"%"	per cent.

By order of the Board
Xinhua News Media Holdings Limited
Lin Shuang
Co-Chairman

Hong Kong, 6 May 2026

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Lo Kou Hong, Mr. Lin Shuang, Mr. Chan Frank Clifford Shui Ting Chu and Ms. Chen Yun; two non-executive Directors, namely, Ms. Wang Guan and Mr. Yuen Ka Tai, Wilson; and four independent non-executive Directors, namely, Mr. Wang Qi, Mr. Yau Pak Yue, Mr. Leung Nga Tat and Mr. Mui Kay Boon.