
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xinhua News Media Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED ELECTION OF DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Xinhua News Media Holdings Limited to be held at Unit 3710, 37/F, Cosco Tower, 183 Queen's Road Central, Hong Kong on Monday, 28 September 2026 at 4:00 p.m. is set out on pages 26 to 30 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.XHNmedia.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

4 September 2026

CONTENTS

	<i>Page</i>
Responsibility Statements	1
Definitions	2
Letter from the Board	4
Appendix I — Explanatory Statement on the Repurchase Mandate	10
Appendix II — Details of the Directors Proposed to be elected at the Annual General Meeting	13
Notice of Annual General Meeting	26

RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	an annual general meeting of the Company to be held at Unit 3710, 37/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong on Monday, 28 September 2026 at 4:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 26 to 30 of this circular, or any adjournment thereof;
“Articles of Association” or “Articles”	the amended and restated articles of association of the Company as currently in force;
“Board”	the board of Directors;
“Company”	Xinhua News Media Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 309);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	28 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of the Company as currently in force;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;

DEFINITIONS

“SFO”	Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the laws of Hong Kong) as amended, supplemented and/or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of par value HK\$0.40 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.



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)

Executive Directors:

Mr. Lo Kou Hong (*Co-Chairman*)
Mr. Lin Shuang (*Co-Chairman and President*)
Mr. Chan Frank Clifford Shui Ting Chu
Ms. Chen Yun

Non-executive Directors:

Ms. Wang Guan
Mr. Yuen Ka Tai, Wilson

Independent Non-executive Directors:

Mr. Wang Qi
Mr. Yau Pak Yue
Mr. Leung Nga Tat
Mr. Mui Kay Boon

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal Place of

Business in Hong Kong:
Unit 3710, 37/F
Cosco Tower
183 Queen's Road Central
Hong Kong

4 September 2026

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED ELECTION OF DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of the issued Shares repurchased by the Company

LETTER FROM THE BOARD

under the Repurchase Mandate; (iv) the re-election of the retiring Directors; (v) the election of proposed directors and (vi) the giving of notice of the AGM.

2. REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 30 September 2025 (“**2025 AGM**”), general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates, to the extent not used by the date of the AGM, will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares, on the Stock Exchange up to 10% of the number of issued Shares as at the date of passing of such resolution, i.e. up to 5,210,174 Shares on the basis that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of AGM (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of such resolution (the “**Issuance Mandate**”). As at the Latest Practicable Date, the number of Shares in issue were 52,101,744. Subject to the passing of the relevant resolution, and assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of AGM, the maximum number of new Shares to be issued under the Issuance Mandate will be 10,420,348; and
- (c) to extend the Issuance Mandate by an additional number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 6 and 7 of the notice of AGM as set out on pages 26 to 30 of this circular.

3. EXPLANATORY STATEMENT

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of ten Directors, namely Mr. Lo Kou Hong, Mr. Lin Shuang, Mr. Chan Frank Clifford Shui Ting Chu and Ms. Chen Yun as executive Directors; Ms. Wang Guan and Mr. Yuen Ka Tai, Wilson as non-executive Directors; and Mr. Wang Qi, Mr. Yau Pak Yue, Mr. Mui Kay Boon and Mr. Leung Nga Tat as independent non-executive Directors.

In accordance with the Appendix C1 of the Listing Rules, code B.2.2, and Article 112 of the Articles of Association, Mr. Wang Qi, Mr. Yau Pak Yue, Ms. Wang Guan and Mr. Leung Nga Tat shall retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Lin Shuang, Mr. Chan Frank Clifford Shui Ting Chu, Mr. Yuen Ka Tai, Wilson and Mr. Mui Kay Boon were appointed after the 2025 AGM. They are subject to re-election at the Annual General Meeting pursuant to Article 95 of the Articles and, being eligible, offers themselves for re-election at the Annual General Meeting.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the biographical information of the retiring Directors, and considered that the re-election of Mr. Lin Shuang and Mr. Chan Frank Clifford Shui Ting Chu as executive Directors, Mr. Yuen Ka Tai, Wilson and Ms. Wang Guan as a non-executive Director and Mr. Mui Kay Boon, Mr. Wang Qi, Mr. Yau Pak Yue and Mr. Leung Nga Tat as an independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole. The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the annual report of the Company for the year ended 31 March 2026. The Nomination Committee had also taken into account of the respective contributions of Mr. Lin Shuang, Mr. Chan Frank Clifford Shui Ting Chu, Mr. Yuen Ka Tai, Wilson, Ms. Wang Guan, Mr. Mui Kay Boon, Mr. Wang Qi, Mr. Yau Pak Yue and Mr. Leung Nga Tat to the Board and their commitment to their roles. Their working profile and other experience and factors are set out in Appendix II to this circular. Their depth of knowledge and experience can support their roles and they actively participated in the Group’s Board meetings and Board committee meetings, and made valuable contributions to the Group.

Retirement of independent non-executive Director who has served for more than nine years

Under Appendix C1 of the Listing Rules (Corporate Governance Code, the “**Code**”) Code Provision B.2.3, serving more than 9 years could be relevant to the determination of a non-executive director’s independence. Mr. Wang Qi, an independent non-executive Director, has served more than 9 years after 26 August 2006. His further appointment shall be subject to a separate resolution to be approved by the Shareholders in the forthcoming Annual General Meeting. During Mr. Wang Qi’s tenure of office over the past nineteen years, Mr. Wang Qi has been able to fulfill all the requirements regarding independence of an independent non-executive Director. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company

LETTER FROM THE BOARD

is not aware of any matters or events that may occur and affect the independence of Mr. Wang Qi. In addition, during his tenure of office, Mr. Wang Qi had performed his duty as an independent non-executive Director to the satisfaction of the Board. Through exercising the scrutinizing and monitoring function of an independent non-executive Director, he had contributed to an upright and efficient Board for the interest of the Shareholders. The Board is of the opinion that Mr. Wang Qi remains independent notwithstanding the length of his service and believes that his valuable professional knowledge and general business acumen will continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

Pursuant to Code Provision B.2.3, a separate ordinary resolution will be proposed at the Annual General Meeting to approve the re-election of Mr. Wang Qi as an independent non-executive Director. The Company will continue to review the independence of all independent non-executive Directors annually and take all appropriate measures to ensure compliance with the relevant provisions regarding independence of independent non-executive Directors of the Listing Rules.

The Nomination Committee has also assessed the independence of Mr. Wang Qi based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent.

Accordingly, with the recommendation of the Nomination Committee, the Board is of the view that each of Mr. Lin Shuang, Mr. Chan Frank Clifford Shui Ting Chu, Mr. Yuen Ka Tai, Wilson, Ms. Wang Guan, Mr. Mui Kay Boon, Mr. Wang Qi, Mr. Yau Pak Yue and Mr. Leung Nga Tat can contribute to the diversity of the Board with their strong and diversified educational backgrounds and professional experience in their expertise and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Therefore, the Board has proposed the above retiring Directors of the Company stand for re-election as Directors at the Annual General Meeting.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

5. PROPOSED ELECTION OF DIRECTORS

Requisition by the Requisitionist

On 14 August 2026, the Board received a notice from Mr. Chen Xiangren (the “**Requisitionist**”) requesting the Board to put the following resolutions as ordinary resolutions at the AGM:

1. THAT Mr. Wang Xuesong (王雪嵩) be and is hereby appointed as an Executive Director of the Company;
2. THAT Mr. Yu Yonghui (俞永輝) be and is hereby appointed as an Executive Director of the Company;

LETTER FROM THE BOARD

3. THAT Mr. Tsang Chi Hon (曾志漢) be and is hereby appointed as an Independent Non-Executive Director of the Company;
4. THAT Mr. Liu Kwok Him (廖國謙) be and is hereby appointed as an Independent Non-Executive Director of the Company; and
5. THAT Mr. Chang Ta Tung (張大東) be and is hereby appointed as an Independent Non-Executive Director of the Company.

Information on the Requisitionist

Mr. Chen Xiangren, (the Requisitionist), is purported to be the beneficial owner of 5,258,825 shares in the Company, representing not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings as at the date of the notice.

Proposed Appointment

The Requisitionist proposed to appoint Mr. Wang Xuesong (王雪嵩), Mr. Yu Yonghui (俞永輝), Mr. Tsang Chi Hon (曾志漢), Mr. Liu Kwok Him (廖國謙) and Mr. Chang Ta Tung (張大東) (together, the “Proposed Directors”) upon passing the ordinary resolution(s) at the AGM. Pursuant to Rule 13.70 of the Listing Rules, upon nomination of director by its shareholders, the issuer shall include particulars of the proposed director in the announcement or circular and must give shareholders at least seven days to consider the relevant information disclosed in such an announcement or circular prior to the date of the meeting of the election. The Company is required to disclose the details referred to Rule 13.51(2) of the Listing Rules in respect of any proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting. Biographical details of the Proposed Directors were provided by the Requisitionist in notice served and are reproduced in the Appendix II to this Circular.

6. ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 26 to 30 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.XHNmedia.com). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 23 September 2026 to Monday, 28 September 2026, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 22 September 2026.

8. VOTING BY POLL

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM unless the above-mentioned reason arises.

9. RECOMMENDATION

The Directors consider that (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the additional number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors Proposed to be elected at the Annual General Meeting) to this circular.

11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Xinhua News Media Holdings Limited
Lin Shuang
Co-Chairman and President

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 52,101,744 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, i.e. being 52,101,744 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 5,210,174 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the AGM.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and any other applicable laws, as the case may be.

The Company is empowered by its Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that a purchase of shares may be made (to the extent of the par value of such shares) out of profits or the proceeds of a fresh issue of shares made for such purpose or, out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Articles of Association. Any premium payable on a purchase may be made out of profits, the Company's share premium account or out of capital, provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Articles of Association.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) could obtain or consolidate control of the repurchasing company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Directors are not aware of any consequences which would arise under the Takeovers Code resulting from any repurchase of Shares pursuant to the Repurchase Mandate.

7. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. CORE CONNECTED PERSON

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

9. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2025		
July	Suspension	Suspension
August	Suspension	Suspension
September	3.68	1.96
October	2.16	1.60
November	1.88	1.48
December	1.68	1.44
2026		
January	2.4	1.48
February	2.68	1.360
March	1.56	1.28
April	1.40	1.16
May	2.52	0.92
June	1.32	0.88
July	1.15	0.79
August (up to the Latest Practicable Date)	0.93	0.86

10. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM according to the Articles of Association, are provided below.

EXECUTIVE DIRECTORS

Mr. Lin Shuang (“**Mr. Lin**”), aged 40, was appointed as an executive Director, each of member of the Nomination Committee and Remuneration Committee of the Company on 3 February 2026. Mr. Lin is also a member of the Strategy & Investment Committee. Mr. Lin obtained his bachelor’s degree in Journalism from Jilin University, the PRC, in 2009. Mr. Lin holds a Legal Professional Qualification Certificate of the PRC and a Certified Public Accountant (CPA) qualification in the PRC. Currently, he is a non-practising member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

From January 2020, being a practising lawyer and non-practising member of CPA, Mr. Lin has served as a legal adviser and financial adviser to many companies, and participated in corporate compliance governance and strategic development business. Mr. Lin is one of the first batch of “full-process engineering consultants” of the China International Engineering Consulting Association (中國國際工程諮詢協會), he has in-depth research on government platform investment models, bidding management, construction projects and national “Belt and Road” related businesses.

From June 2016 to December 2019, Mr. Lin served as Deputy General Manager of Fujian Roeda Investment Consultancy Co., Ltd. (福建融易達投資諮詢有限公司), responsible for overseeing investment and financing operations and supply chain management. From July 2013 to May 2016, Mr. Lin served as Deputy General Manager of Fujian Zhongjun Construction and Development Co., Ltd. (福建中雋建設發展有限公司), with primary responsibility for financial management. From June 2009 to June 2013, Mr. Lin worked in the Finance Bureau of Lianyungang Economic and Technological Development Zone (national level) in Jiangsu Province (江蘇省連雲港經濟技術開發區(國家級)), where he participated in the work of the Budget Department, General Affairs Development, State-owned Assets Office, Listing Office and other departments, and was responsible for the financial management of many enterprises and institutions.

Mr. Lin has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month’s notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company.

On 16 March 2026, Mr. Lin was appointed as the Co-Chairman and President of the Company and the chairman of the Strategy and Investment Committee. Considering Mr. Lin’s performance, experience, responsibilities and prevailing market conditions, with effect from 16 March 2026, the terms of service contract with Mr. Lin were reviewed by the remuneration

committee of the Company and determined by the Board and changed to become a term of three years commencing from 16 March 2026. The service agreement may be terminated by either party giving not less than one month's written notice to the other party in accordance with the provisions of the agreement. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Under the aforesaid service contract, Mr. Lin is entitled to basic monthly salary of HK\$80,000 as director's fee based on his performance, experience, responsibilities and prevailing market conditions as reviewed by the remuneration committee of the Company and determined by the Board. Mr. Lin's remuneration shall be subject to annual review by the remuneration committee of the Company and determined by the Board.

Save as disclosed herein, Mr. Lin (i) does not have any relationship with any director, senior management or substantial or controlling shareholder (as respectively defined in the Listing Rules) of the Company; (ii) did not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold other major appointments and professional qualifications; (iii) does not hold any other positions with the Company or other subsidiaries of the Company; (iv) does not have any interest in the Company within the meaning of Part XV of the SFO; and (v) does not have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Chan Frank Clifford Shiu Ting Chu ("Mr. Chan"), aged 43, was appointed as an executive Director and a member of the Remuneration Committee of the Company on 3 February 2026. Mr. Chan obtained his bachelor's degree in Business Administration, Finance from Simon Fraser University, Vancouver, British Columbia, Canada in 2003. Mr. Chan also obtained his master of Arts, Economics from Simon Fraser University in 2005. Mr. Chan has obtained certain professional qualifications, including chartered financial analyst, certified public accountant in the United States of America and a responsible officer for Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance ("SFO").

Mr. Chan has over 10 years in advising on corporate finance. Mr. Chan is the director of Central China International Capital Limited, from April 2018 to November 2022, the senior manager of Convoy Capital Hong Kong Limited from January 2016 to March 2018, the vice president of Guotai Junan Capital Limited from May 2015 to November 2015, the senior manager of Baron Global Financial Services Limited from February 2012 to April 2015. In the above regulated licensed corporations, Mr. Chan was responsible for providing corporate finance and capital market advisory service to clients. Mr. Chan worked in Deloitte & Touche Corporate Finance Limited from April 2008 to July 2011, wherein he provided restructuring and corporate finance advisory services to the clients. Mr. Chan had also gained two years of experience in asset management in Vancouver, Canada. Mr. Chan was an independent non-executive director of JVSPAC Acquisition Corp. (Nasdaq: JVSA) from January 2024 to January 2025.

Mr. Chan has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month's notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company. Mr. Chan is entitled to a monthly salary of HK\$20,000, which is determined by the remuneration committee of the Company with reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

Save as disclosed herein, Mr. Chan (i) has not held any positions with the Company or other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (iv) is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Wang Xuesong, aged 52, graduated from The Northeastern University of the PRC in December 1996 with a Bachelor of Communication Engineering and graduated from The Southwest Jiaotong University of the PRC in December 1998 with a Bachelor of Computer Applied Technology.

From June 2025 to present, Mr. Wang Xuesong currently serves as a director of Yucheng (Fujian) Investment Group Limited. He has been responsible for the asset or wealth management of the projects of their client in and outside the PRC. From March 2016 to present, Mr. Wang Xuesong currently serves as a director of hotel investment manager of Chengdu Xiangyun Hotel Management Company Limited. He has been responsible for hotel investment management of the Company. From December 2012 to present, Mr. Wang Xuesong currently serves as a director of hotel investment manager of Chengdu Hanxiang Hotel Management Company Limited. He has been responsible for setting up and maintaining a comprehensive investment operation management system of the Company. From April 2008 to present, Mr. Wang Xuesong currently serves as a supervisor of housing construction and/or construction equipment installation of Sichuan Hanxiang Construction Engineering Company Limited. He has been responsible for supervising the compliance of the Company. From September 1999 to present, Mr. Wang Xuesong currently serves as a managing director of Sichuan Huasheng Heng'an Technology Company Limited. He has been responsible for daily operation of the Company. From September 1998 to September 1999, Mr. Wang Xuesong serves as a product manager of Nikoyo (China) Electronics Systems Company Limited. He has been responsible for product development of the Company.

Mr. Wang Xuesong will enter into an appointment letter with the Company, subject to the terms in relation to termination of appointment thereunder. The director's fee is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and the prevailing market conditions.

Save as disclosed herein, Mr. Wang Xuesong (i) has not held any positions with the Company or other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (iv) is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Yu Yonghui (“**Mr. Yu**”), aged 29, graduated from the Tianjin University of the PRC with a Bachelor of Civil Engineering in July 2024 and the Fuzhou University Zhicheng College in June 2020 with a Bachelor of Arts in Economics. From June 2025 to present, Mr. Yu currently serves as an assistant of a general manager of Yucheng (Fujian) Investment Group Limited. He has been responsible for assisting the general manager daily operation and handling the projects of the company client. From June 2023 to present, Mr. Yu currently serves as a responsible person of Fuqing Longshan Jiayang Information Consulting Studio. He has been responsible for several projects management of the Company. From December 2012 to May 2023, Mr. Yu served as a general manager of Fuzhou Jiayang Construction Development Company Limited. He has been responsible for a daily operation management system of the Company.

Mr. Yu will enter into an appointment letter with the Company, subject to the terms in relation to termination of appointment thereunder. The director's fee is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and the prevailing market conditions.

Save as disclosed herein, Mr. Yu (i) has not held any positions with the Company or other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (iv) is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

Mr. Yuen Ka Tai, Wilson (“**Mr. Yuen**”), aged 49, was appointed as a non-executive Director of the Company on 3 February 2026. He is also a member of the Audit Committee and Strategy & investment Committee.

Mr. Yuen obtained his bachelor’s degree in Business Administration with Simon Fraser University, Vancouver, British Columbia, Canada in 1999. Mr. Yuen has over 25 years of experience in the financial sector. Since 2018, Mr. Yuen has been the director of WKI Group Limited, a company which provides a range of comprehensive corporate services to listed and private companies in Hong Kong, Mainland China and Asia. From 2005 to 2017, Mr. Yuen worked as a director of wealth management in Core Pacific-Yamaichi International (Hong Kong) Limited, wherein, he was also a licensed representative for type 1 (dealing in securities) and type 4 (advising on securities) regulated activities. From 2006 to 2017, Mr. Yuen worked as a manager of Core Pacific-Yamaichi Futures (Hong Kong) Limited, wherein, he was also a licensed representative for type 2 (dealing in futures contracts) regulated activity. Mr. Yuen has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month’s notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company. Mr. Yuen is entitled to a monthly salary of HK\$10,000, which is determined by the remuneration committee of the Company with reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

Mr. Yuen has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month’s notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company. Mr. Yuen is entitled to a monthly salary of HK\$10,000, which is determined by the remuneration committee of the Company with reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

Save as disclosed herein, Mr. Yuen (i) has not held any positions with the Company or other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders

(having the meaning ascribed to it in the Listing Rules) of the Company; and (iv) is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Wang Guan (“**Ms. Wang**”), aged 36, was appointed as a non-executive Director on 20 October 2021. She is also a member of the Nomination Committee. She obtained a Bachelor’s degree of Economics from Thammasat University in April 2013 and a Master’s degree of International Management from University of Exeter in June 2016. Ms. Wang is currently a managing director of Siam Crown Company Limited. She was a financial institute relationship manager of KASIKORNBANK Public Company Limited during September 2017 to August 2021 and an assistant to the president of Thai Chinese Friendship Association during August 2014 to July 2015.

Ms. Wang has entered into a service agreement with the Company for a term of three years commencing from 20 October 2021 unless terminated by not less than one month’s notice in writing served by either party to the other. She is subject to retirement and re-election at the next following annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation in accordance with the Articles of Association. Ms. Wang is not entitled to any director’s fee as a non-executive Director.

Save as disclosed herein, Ms. Wang has not held any positions with the Company or other members of the Group. Ms. Wang did not hold any directorship in other listed companies during the past three years. She does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, she does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Chang Ta Tung (張大東) (“**Mr. Chang**”) Mr. Chang, aged 71, obtained his bachelor’s degree from the Department of Feng Chia University, Taiwan, in 1980.

From January 2000 to present, Mr. Chang currently serves as the Chief Consultant at Tam Chun-Yin Architects Office. He has been responsible for the design and completion of several medical institutions. From 1990 to 2000 Mr. Chang became a shareholder of Dajian Industrial Co., Ltd., managing a manpower agency employing migrant workers from Thailand and Vietnam, handling technical labor management for MRT and high-speed rail projects. From 1984 to 1989,

Mr. Chang worked as Chief Consultant for a construction company in cooperation with Taichung Xin-Xie Zhong Construction.

Mr. Chang will enter into an appointment letter with the Company, subject to the terms in relation to termination of appointment thereunder. The director's fee is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and the prevailing market conditions.

Save as disclosed herein, Mr. Chang (i) has not held any positions with the Company or other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (iv) is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Chang that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Mui Kay Boon (“**Mr. Mui**”), aged 65, was appointed as an independent non-executive Director of the Company on 3 February 2026. Mr. Mui is also a member of each of the Audit Committee, Nomination Committee and Remuneration Committee. Mr. Mui obtained his bachelor's degree in Economics (majoring in accounting) from University of Sydney and Master of Business Administration degree from Australian Graduate School of Management, a graduate school of both the University of Sydney and the University of New South Wales respectively. He is an ex-fellow member of the CPA Australia.

Mr. Mui has over 30 years of experience in the fields of finance and securities industry. Since October 2021, Mr. Mui has been the Director (Equity Capital Market (ECM)) of Zijing Capital Limited, a Hong Kong based boutique financial institution offering broking, asset management and investment banking services to institutions and high net worth individuals. He is in charge of the ECM department and is responsible for business development, deal execution and distribution. From 1991 up to 2021, Mr. Mui has been working in certain securities brokering companies in Hong Kong. He has a wide spectrum of securities brokerage and ECM work experiences. From 2008 to 2010, Mr. Mui worked in Core Pacific-Yamaichi International (HK) Ltd. as the Sale Director (Corporate Sales) and during which Mr. Yuen also worked in the same company. Mr. Mui's role was to perform sale and marketing function by marketing in-house research products to gain traction from existing and potential institutional clients. From

1986 to 1989 and from 1991 to 1993, Mr. Mui worked in chemical companies and had been a business analyst and an accountant with Exxon Chemical International Asia Ltd. and Dow Chemical Pacific Ltd. respectively.

Mr. Mui has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month's notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company. Mr. Mui is entitled to a director's fee of HK\$10,000 per month, which is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on the prevailing market rate and his experience, duties and responsibilities with the Company.

Save as disclosed herein, Mr. Mui has not held any positions with the Company or other members of the Group. Mr. Mui did not hold any directorship in other listed companies during the past three years. He does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Mui that need to be brought to the attention of the Shareholders.

Mr. Wang Qi, aged 71, was appointed as an independent non-executive Director in August 2006. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Wang Qi was a director of Jingneng Property Company Limited (a company listed on the Shanghai Stock Exchange; stock code: 600791), engaging in property development in Beijing and the general manager of Tian Chuang Science and Technology Development Company Limited, engaging in investment of technologically related businesses. Mr. Wang Qi is a qualified senior engineer and has over 30 years of experience in business management. He was a senior investment manager of China Commercial Construction Development Company from 1989 to 2000 and was responsible for the investment and listing projects of various companies in Mainland China. Mr. Wang Qi also served as an executive officer to manage some of the investment projects of Regal Hotels International from 1997 to 2000 and New World Group from 1993 to 2000 in Mainland China. In addition, Mr. Wang Qi has devoted himself in developing the business connection and communication between Hong Kong and Mainland China in the field of business management and investment.

Mr. Wang Qi has signed an appointment letter issued by the Company on 1 October 2021 for a term of three years commencing on 1 October 2021 renewable automatically unless terminated by not less than three months' notice in writing served by either party to the other. Mr. Wang is entitled to a director's fee of HK\$20,000 per month, which is determined by the

Board with reference to the recommendation of the Remuneration Committee based on the prevailing market rate and his experience, duties and responsibilities with the Company. He is subject to retirement by rotation in accordance with the Articles.

Mr. Wang Qi was beneficially interested in 34,175 Shares. As at the Latest Practicable Date, Mr. Wang was interested, as individual beneficial owner, in 40,000 Share Options with exercise period between 23 July 2020 and 22 July 2030 at the exercise price of HK\$0.094 granted to him, pursuant to the Share Option Scheme. Mr. Wang is in aggregate interested in approximately 0.16% of the issued share capital of the Company pursuant to Part XV of the SFO.

Save as disclosed herein, Mr. Wang (i) has not held any positions with the Company or other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (iv) there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Wang that need to be brought to the attention of the Shareholders.

Mr. Yau Pak Yue (“Mr. Yau”), aged 57, was appointed as an independent non-executive Director on 15 July 2021. He is also the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee. Mr. Yau obtained his Bachelor of Commerce (majoring in Accountancy) from the University of Wollongong in Australia. He was the chief knowledge officer of Guangzhou Chengfa Capital Company Limited, a state-owned fund management company, from May 2015 to January 2017. Prior to that, he was a partner at one of the big four international accounting firms from 2005 to 2012. He has over 30 years of experience in mergers and acquisitions transaction supports and financial due diligence. Mr. Yau is currently the director of Ewin Advisory Company Limited. In addition, Mr. Yau is a certified public accountant in Hong Kong and a fellow certified practising accountant in Australia. Mr. Yau has been a non-executive director of Daisho Microline Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 567) since September 2020, an independent non-executive director (“**INED**”) of each of Hifood Group Holdings Co., Limited (now known as Domaine Power Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 442) and China Metal Resources Utilization Limited (中國金屬資源利用有限公司), a company listed on the Main Board of the Stock Exchange (Stock Code 1636) since May 2021 and 26 June 2026, respectively. Mr. Yau was the INED of Husoke Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 704) between 16 June 2025 to 18 June 2026. Mr. Yau was an independent non-executive director of Jiayuan International Group Limited (In Liquidation), a company listed on the Main Board of the Stock Exchange (stock code: 2768, which was delisted from the Stock Exchange with effect

from 29 October 2024) from June 2024 to December 2024. He was appointed as the independent non-executive director of Jiayuan International Group Limited (In Liquidation) by the liquidators to assist the company in the implementation of its restructuring plan. There was no wrongful act or mismanagement on his part leading to the liquidation of this company.

Mr. Yau was a non-executive director of DreamEast Group Limited, a company listed on the Main Board of Stock Exchange (stock code: 593, which was delisted from listing with effect from 27 January 2026) from July 2023 to January 2024. He served as a non-executive director of Peking University Resources (Holdings) Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 618) from October 2021 to December 2021, an executive director of Freeman FinTech Corporation Limited (now known as Arta TechFin Corporation Limited), a company listed on the Main Board of the Stock Exchange (stock code: 279) from July 2020 to October 2021, an independent non-executive director of Fullsun International Holdings Group Co., Limited (now known as Japan Kyosei Group Company Limited), a company listed on the Main Board of the Stock Exchange (stock code: 627) from December 2020 to July 2023, an independent non-executive director of KEE Holdings Company Limited (now known as China Apex Group Limited), a company listed on the Main Board of the Stock Exchange (stock code: 2011) from July 2017 to November 2019 and Ascent International Holdings Limited (now known as China International Development Corporation Limited), a company listed on the Main Board of the Stock Exchange (stock code: 264) from September 2017 to August 2018.

Mr. Yau has signed an appointment letter issued by the Company on 15 July 2021 for an initial term of three years commencing on 15 July 2021 unless terminated by not less than one month's notice in writing served by either party to the other. Mr. Yau is entitled to a director's fee of HK\$15,000 per month, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on the prevailing market rate and his experience, duties and responsibilities with the Company. He is subject to retirement by rotation in accordance with the Articles.

Save as disclosed herein, Mr. Yau did not hold any directorship in other listed companies during the past three years. He does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Leung Nga Tat (“**Mr. Leung**”), aged 43, was appointed as an independent non-executive Director on 1 November 2021. He is also a member of each of the Audit Committee, Remuneration Committee, Nomination Committee, Corporate Governance Committee and Executive Committee. Mr. Leung Nga Tat graduated from The Hong Kong Polytechnic University, majoring in Accountancy. He is also a member of Hong Kong Institute of Certified Public Accountants starting from January 2010. He had been employed under an international auditing firm, KPMG for more than 8 years. He worked in Landsea Green

Management Limited (formerly known as Landsea Green Properties Co., Ltd.) (a company whose shares are listed on the main board of the Stock Exchange; stock code: 106) as the deputy financial controller, mainly responsible for financing, financial reporting, legal and compliance during February 2014 and July 2018 and has been an independent non-executive director of Add New Energy Investment Holdings Group Limited, a company whose shares are listed on the main board of the Stock Exchange, Stock code: 2623) since June 2019. He started his own serviced apartment business in June 2018. With over 18 years of working experiences in the industry, Mr. Leung Nga Tat is equipped with comprehensive knowledge of accounting, financing, compliance and merger and acquisition.

Mr. Leung has signed an appointment letter issued by the Company on 1 November 2021 for an initial term of three years commencing on 1 November 2021 renewable automatically unless terminated by not less than one month's notice in writing served by either party to the other or payment in lieu of notice. He is subject to retirement and re-election at the next annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the Articles of Association. Mr. Leung is entitled to a director's fee of HK\$15,000 per month, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on the prevailing market rate and his experience, duties and responsibilities with the Company.

Save as disclosed herein, Mr. Leung does not hold any other positions with the Company or other members of the Group and did not hold any directorship in other listed companies during the past three years. He does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Tsang Chi Hon (曾志漢) ("Mr. Tsang"), aged 51, is a member of the Hong Kong Institute of Certified Public Accountants and has more than 15 years of experience in audit and accounting. Mr. Tsang joined Baker Tilly Hong Kong Business Services Limited as an auditor in October 1999 and left the company as a senior auditor in February 2004. In March 2004, Mr. Tsang joined Grant Thornton Hong Kong as a senior in the assurance division and was subsequently promoted to supervising senior in October 2004 responsible for supervising the field work staff and reviewing the working papers. He was further promoted to supervisor in October 2005 and was entrusted with a portfolio of the firm's clients and also assisted the audit manager in the review function. He held the same position when he left the firm in March 2007. From May 2007 to July 2008, Mr. Tsang joined Reyoung Pharmaceutical Holdings Limited, a company listed on the Main Board of the Singapore Exchange Securities Trading Limited, as a group financial controller mainly responsible for the finance and accounting functions of the group companies. From May 2009 to September 2009, Mr. Tsang was employed by Luxworld Limited as a financial reporting manager, responsible for financial reporting functions. From November 2009 to February 2014, Mr. Tsang served as chief financial officer in Zuoan Fashion

Limited, a company previously listed on the New York Stock Exchange and was responsible for the finance and accounting functions of the group companies.

From November 2013 to July 2021, Mr. Tsang had served as an independent non-executive director of Xinhua News Media Holdings Limited (Stock code: 309). Mr. Tsang was appointed as an independent non-executive director of Chowchow Cloud International Holdings Limited (Stock code: Chow) which listed on the New York Stock Exchange since September 2025. Mr. Tsang served as the company secretary of China Oriented International Holdings Limited (Stock code: 1871) since 22 May 2017 and has been mainly responsible for the company secretarial and related matters of our Group. From January 2017 to August 2018, Mr. Tsang was a company secretary of Swee Seng Holdings Limited. From April 2021 to June 2026, Mr. Tsang was appointed as the company secretary and financial controller of Micron (International) Group Holdings Limited, and Mr. Tsang was appointed as the company secretary of RENHENG Enterprise Holdings Limited (Stock code: 3628) since May 2022 and has been mainly responsible for the company secretarial and related matters.

Mr. Tsang graduated from The University of Hong Kong in December 2009 with a Bachelor of Accounting and was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in April 2006.

Mr. Tsang will enter into an appointment letter with the Company, subject to the terms in relation to termination of appointment thereunder. The director's fee is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and the prevailing market conditions.

Save as disclosed herein, Mr. Tsang (i) has not held any positions with the Company or other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (iv) is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu Kwok Him (廖國謙) ("Mr. Liu"), aged 43, has been engaged in business management and development for more than 20 years. With his rich management experience and extensive industry connections, he is committed to promoting business growth and community development.

From 2005 to 2022, Mr. Liu served as a director of Grand Champion Limited, investing and managing several cross-border investments and infrastructure projects, including but not limit to highway projects, power plants, and environment protection projects. From 2022 to present, Mr. Liu is currently an executive member of Sheung Shui District Rural Committee, a committee

member of the District Youth Community Building Committee (North district) of the Hong Kong Special Administrative Region, a Deputy Secretary-General, Hong Kong Fujian Clan Association, New Territories North Branch, a Vice Chairman of the Youth Committee, a Vice Chairman of the Hong Kong Minxi Sheungshui Liao Clan Association.

Mr. Liu will enter into an appointment letter with the Company, subject to the terms in relation to termination of appointment thereunder. The director's fee is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and the prevailing market conditions.

Save as disclosed herein, Mr. Liu (i) has not held any positions with the Company or other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (iv) is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matter that need to be brought to the attention of the Shareholders in relation to the re-election or election of Mr. Lin, Mr. Chan, Mr. Wang Xuesong, Mr. Yu, Mr. Yuen, Ms. Wang, Mr. Chang, Mr. Mui, Mr. Wang Qi, Mr. Yau, Mr. Leung, Mr. Tsang and Mr. Liu and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.



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)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Xinhua News Media Holdings Limited (the “**Company**”) will be held at Unit 3710, 37/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong on Monday, 28 September 2026 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 March 2026;
2.
 - (a) To re-elect Mr. Lin Shuang as an executive Director;
 - (b) To re-elect Mr. Chan Frank Clifford Shui Ting Chu as an executive Director;
 - (c) To re-elect Mr. Yuen Ka Tai, Wilson as a non-executive Director;
 - (d) To re-elect Ms. Wang Guan as a non-executive Director;
 - (e) To re-elect Mr. Mui Kay Boon as an independent non-executive Director;
 - (f) To re-elect Mr. Wang Qi as an independent non-executive Director;
 - (g) To re-elect Mr. Yau Pak Yue as an independent non-executive Director;
 - (h) To re-elect Mr. Leung Nga Tat as an independent non-executive Director;
3.
 - (a) To appoint Mr. Wang Xuesong as an executive Director;
 - (b) To appoint Mr. Yu Yonghui as an executive Director;
 - (c) To appoint Mr. Tsang Chi Hon as an independent non-executive Director;
 - (d) To appoint Mr. Liu Kwok Him as an independent non-executive Director;
 - (e) To appoint Mr. Chang Ta Tung as a non-executive Director;

NOTICE OF ANNUAL GENERAL MEETING

4. To authorise the board of Directors to fix the respective Directors' remuneration;
5. To re-appoint CLA Prism Hong Kong Limited, formerly known as Prism Hong Kong Limited, as auditors of the Company and to authorise the board of Directors to fix their remuneration;
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) subject to and in accordance with all the applicable laws, and the provisions of, in the manner specified in the Rules Governing the Listing of Securities on the Stock Exchange be and is hereby generally and unconditionally approved;
- (b) the total amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total amount of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding subscription rights or conversion rights attaching to any securities, which are convertible into shares of the Company from time to time;
 - (iii) the exercise of options granted under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
- (c) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”; and

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 6 of the Notice, provided that such number shall not exceed 10% of the aggregate number of the issued share capital of the Company as at the date of passing of this resolution.”.

By Order of the Board
Xinhua News Media Holdings Limited
Lin Shuang
Co-Chairman and President

Hong Kong, 4 September 2026

Notes:

- (a) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF ANNUAL GENERAL MEETING

- (b) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) The register of members of the Company will be closed from Wednesday, 23 September 2026 to Monday, 28 September 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above annual general meeting of the Company, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 22 September 2026.
- (d) If tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons or a "black" rainstorm warning signal is in force at 1:00 p.m. in the afternoon on the date of meeting, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.