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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)

ADDITIONAL RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING

This announcement is made by Shanghai XNG Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the 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).

Reference is made to (i) the announcement of the Company dated 18 May 2026 (the “**Initial Resumption Guidance Announcement**”) regarding the resumption guidance set out in a letter of 13 May 2026 from the Stock Exchange (the “**Initial Resumption Guidance**”); and (ii) the announcement of the Company dated 26 May 2026 regarding, among other things, the re-designation of Mr. Yao Yafei from an independent non-executive Director (“**INED**”) to a non-executive Director (the “**Re-designation Announcement**”). Unless otherwise defined, capitalised terms herein shall have the same meanings as defined in the Initial Resumption Guidance Announcement and Re-designation Announcement.

ADDITIONAL RESUMPTION GUIDANCE

As disclosed in the Re-designation Announcement, following the Re-designation, the Company is not in compliance with the following requirements under the Listing Rules:

- (i) a minimum of three INEDs as required under Rule 3.10(1);
- (ii) at least one-third of the Board comprising of INEDs as required under Rule 3.10A;
- (iii) a minimum of three members in the audit committee as required under Rule 3.21;
- (iv) having a remuneration committee chaired by an INED and comprising a majority of INEDs as required under Rule 3.25; and

(v) having a nomination committee comprising a majority of INEDs as required under Rule 3.27A.

In light of the above, the Company has received a letter from the Stock Exchange notifying the Company that the Initial Resumption Guidance has been modified to include re-compliance with Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

For completeness, having taken into account the Initial Resumption Guidance and the above modification, the resumption guidance as at the date of this announcement is as follows (the “**Resumption Guidance**”):

1. publish all outstanding financial results required under the Listing Rules and address any audit modification;
2. demonstrate the Company’s compliance with Rule 13.24;
3. re-comply with Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules; and
4. inform the market of all material information for the Company’s shareholders and other investors to appraise the Company’s position.

The Stock Exchange may further modify the Resumption Guidance and/or give further guidance as and when appropriate.

The Company is currently taking necessary steps to fulfil the Resumption Guidance, to remedy the issues causing its trading suspension and to comply with the Listing Rules to the Stock Exchange’s satisfaction, and will seek to resume trading in the Shares as soon as possible. Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the Listing Rules to update its Shareholders and potential investors on the progress in complying with the Resumption Guidance.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on GEM of the Stock Exchange was suspended with effect from 9:00 a.m. on 1 April 2026 and will remain suspended until further notice.

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

Hong Kong, 3 June 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 Directors are Ms. GU Lina and Mr. YAO Yafei; and the independent non-executive Director is Ms. CHAN Sze Man.