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Guming Holdings Limited

古茗控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock code: 01364)

PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

Reference is made to (i) the disclosure in the prospectus of Guming Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated February 4, 2025 in connection with, among other matters, the Company’s intended declaration and payment of a special dividend, and (ii) the announcement of the Company dated November 4, 2025 in relation to the date of meeting of the board of directors (the “**Board**”) of the Company held on November 14, 2025 for the purposes of, among other matters, considering and approving the declaration and payment of a special dividend.

PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND

As disclosed in the Company’s prospectus dated February 4, 2025, the Company intends to declare and distribute by December 2025 a special dividend in an amount of no less than RMB2 billion to the shareholders of the Company (the “**Shareholders**”) (including the new Shareholders after the listing of the Company) based on the Company’s retained profits from its subsidiaries as of December 31, 2024 and share premium included in capital reserve, upon special dividend declaration.

The Board is pleased to announce that at the meeting of the Board held on November 14, 2025, the Board has resolved to propose the declaration and payment of a special dividend (the “**Special Dividend**”) of HK\$0.93 per ordinary share of the Company (the “**Share**”). The distribution of Special Dividend is subject to the approval by the Shareholders at an extraordinary general meeting of the Company (the “**EGM**”) to be convened and held on Thursday, December 4, 2025. Upon approval by the Shareholders, the Special Dividend will be paid in cash on Monday, December 29, 2025 to the Shareholders whose names appear on the register of members of the Company at the close of business on Friday, December 12, 2025.

As at the date of this announcement, the Company has 2,378,185,860 Shares in issue. Based on the total number of issued Shares as at the date of this announcement, the Special Dividend, if declared and paid, will approximately amount to a total of HK\$2,211,712,849.80. The Special Dividend is not subject to any withholding tax.

As at the date of this announcement, no treasury Shares (including any treasury Shares held or deposited with the Central Clearing and Settlement System (CCASS)) and no repurchased Shares pending cancellation are held by the Company. Treasury Shares and repurchased Shares pending cancellation of the Company (if any) would not receive the Special Dividend.

Considering the business, financial and cash flow position of the Group and the general market condition, the Board is of the view that the Company has sufficient financial cash flow and the Special Dividend will not have any material adverse effect on the existing and future operation, as well as the financial position of the Group.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, December 1, 2025 to Thursday, December 4, 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, 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 Friday, November 28, 2025. Shareholders whose names appear on the register of members of the Company on Thursday, December 4, 2025 will be entitled to attend and vote at the EGM.

Subject to the approval of the declaration and payment of the Special Dividend by the Shareholders at the forthcoming EGM, the register of members of the Company will be closed from Wednesday, December 10, 2025 to Friday, December 12, 2025, both days inclusive, for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of Shares will be registered. In order to be qualified for the proposed Special Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, 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, December 9, 2025. The record date for determining the entitlements of the Shareholders to the Special Dividend is Friday, December 12, 2025.

EGM

The EGM will be convened to consider and, if thought fit, approve the proposed declaration and payment of the Special Dividend. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the declaration and payment of the Special Dividend.

A circular containing further information about the Special Dividend and the notice of the EGM will be published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.gumingnc.com) in due course.

By Order of the Board
Guming Holdings Limited
古茗控股有限公司
Mr. Yun'an Wang
Chairman of the Board

Hong Kong, November 14, 2025

As at the date of this announcement, the Board comprises (i) Mr. Yun'an Wang, Mr. Xia Qi, Mr. Xiudi Ruan, Ms. Yayu Jin and Mr. Yunjiang Cai as executive directors; (ii) Mr. Yaixin Huang as non-executive director; and (iii) Mr. Yue Zhuo, Ms. Xiaodong Zheng and Mr. Jianbo Li as independent non-executive directors.