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 Guming 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 or transfer was effected for transmission to the purchaser or transferee.

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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 NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the Extraordinary General Meeting of Guming Holdings Limited 古茗控股有限公司 to be held at 5/F, Tower A, Science and Technology Innovation Center, 618 Boxue Road, Xiaoshan District, Hangzhou, Zhejiang Province, China on Thursday, December 4, 2025 at 2:00 p.m. is set out in this circular.

Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy for use at the Extraordinary General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, 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 less than 48 hours before the time appointed for the Extraordinary General Meeting (i.e. not later than 2:00 p.m. on Tuesday, December 2, 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish and, in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury Shares of the Company, if any, shall abstain from voting at the Extraordinary General Meeting.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.gumingnc.com).

References to time and dates in this circular are to Hong Kong time and dates.

November 14, 2025

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

"Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors
"Company"	Guming Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Extraordinary General Meeting" or "EGM"	the extraordinary general meeting of the Company to be held at 5/F, Tower A, Science and Technology Innovation Center, 618 Boxue Road, Xiaoshan District, Hangzhou, Zhejiang Province, China on Thursday, December 4, 2025 at 2:00 p.m., to consider and, if thought fit, to approve the resolution contained in the notice of the meeting which is set out on pages EGM-1 to EGM-2 of this circular, or any adjournment thereof
"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
"Latest Practicable Date"	November 14, 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
"Share(s)"	ordinary share(s) of US$0.00001 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US$"	United States dollar(s), the lawful currency of United States

Guming Holdings Limited
古茗控股有限公司
(A company incorporated in the Cayman Islands with limited liability)
(Stock code: 01364)

Executive Directors:
Mr. Yun'an Wang (王雲安)
(Founder, Chairman and Chief Executive Officer)
Mr. Xia Qi (戚俠) *(President)*
Mr. Xiudi Ruan (阮修迪)
Ms. Yayu Jin (金雅玉)
Mr. Yunjiang Cai (蔡雲江)

Non-executive Director:
Mr. Yaoxin Huang (黃垚鑫)

Independent Non-executive Directors:
Mr. Yue Zhuo (卓越)
Ms. Xiaodong Zheng (鄭曉冬)
Mr. Jianbo Li (李建波)

Registered Office in the Cayman Islands:
89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

Principal Place of Business in the People's Republic of China:
5/F, Tower A
Science and Technology Innovation Center
618 Boxue Road, Xiaoshan District
Hangzhou, Zhejiang Province, China

Principal Place of Business in Hong Kong:
Room 1910, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

November 14, 2025

To the Shareholders

Dear Sir/Madam,

PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated November 14, 2025 in relation to the proposed declaration and payment of special dividend.

The purpose of this circular is to provide the Shareholders with further information in connection with the proposed declaration and payment of special dividend and the notice of EGM.

2. PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND

Reference is made to the announcement of the Company dated November 14, 2025 in relation to the 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 (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.

At the meeting of the Board held on November 14, 2025, the Board has resolved to propose distribution of a special dividend of HK$0.93 per Share (the "**Special Dividend**"). The distribution of Special Dividend is subject to the approval by the Shareholders at the EGM.

As at the Latest Practicable Date, the Company has 2,378,185,860 Shares in issue. Based on the total number of issued Shares as at the Latest Practicable Date, 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. 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.

Subject to the approval of the declaration and payment of the Special Dividend by the Shareholders at the 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.

As at the Latest Practicable Date, 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.

3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages EGM-1 to EGM-2 of this circular.

Pursuant to the Listing Rules and the Articles of Association, 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 relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.gumingnc.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar, 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 less than 48 hours before the time appointed for the Extraordinary General Meeting (i.e. not later than 2:00 p.m. on Tuesday, December 2, 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

4. RESPONSIBILITY STATEMENT

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.

5. RECOMMENDATION

The Directors consider that the proposed declaration and payment of the Special Dividend is 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 resolution to be proposed at the Extraordinary General Meeting.

For and on behalf of the Board
Guming Holdings Limited
古茗控股有限公司
Mr. Yun'an Wang
Chairman of the Board

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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Guming Holdings Limited (the "**Company**") will be held at 5/F, Tower A, Science and Technology Innovation Center, 618 Boxue Road, Xiaoshan District, Hangzhou, Zhejiang Province, China on Thursday, December 4, 2025 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) the declaration and payment of a special dividend of HK$0.93 per ordinary share of US$0.00001 each in the capital of the Company (the "**Special Dividend**") to the shareholders of the Company be and is hereby approved; and

(b) any director of the Company ("**Director**") be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend."

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

Notes:

1. The resolution at the meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. on Tuesday, December 2, 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return 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.

4. For the purpose of determining the entitlement to attend and vote at the meeting, 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 Extraordinary General Meeting, 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 (the record date) will be entitled to attend and vote at the Extraordinary General Meeting.

5. If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the Extraordinary General Meeting, 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 in the Company 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.

6. References to time and dates in this notice are to Hong Kong time and dates.