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Hong Kong Coolxuan Group Company Limited
香港酷選集團有限公司
(Incorporated in Hong Kong with limited liability)

Quantum Thinking Limited
量子思維有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8050)

JOINT ANNOUNCEMENT

(1) COMPLETION OF THE ACQUISITION OF APPROXIMATELY 72.64% SHAREHOLDING IN QUANTUM THINKING LIMITED BY HONG KONG COOLXUAN GROUP COMPANY LIMITED; AND (2) UNCONDITIONAL MANDATORY CASH OFFER BY BOCOM INTERNATIONAL SECURITIES LIMITED FOR AND ON BEHALF OF HONG KONG COOLXUAN GROUP COMPANY LIMITED FOR ALL THE ISSUED SHARES IN QUANTUM THINKING LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY HONG KONG COOLXUAN GROUP COMPANY LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)

Financial adviser to the Offeror

交銀國際
BOCOM International

Independent Financial Adviser to the Independent Board Committee

RAINBOW.
RAINBOW CAPITAL (HK) LIMITED
滾博資本有限公司

Reference is made to the announcement dated 18 August 2025 jointly issued by the Offeror and the Company (the "**3.5 Announcement**") in respect of, among other things, the Share Purchase Agreement and the Offer. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the 3.5 Announcement.

COMPLETION OF THE SHARE PURCHASE AGREEMENT

The Offeror and the Company (as informed by the Vendor) are pleased to announce that all the Conditions under the Share Purchase Agreement have been fulfilled and Completion took place on 25 August 2025. The Offeror acquired 985,162,771 Shares (representing approximately 72.64% of the total issued share capital of the Company as at the date of this joint announcement) at the consideration of HK$56,292,200 (representing approximately HK$0.05714 per Sale Share). As a result, immediately after Completion and as at the date of this joint announcement, the Offeror holds 985,162,771 Shares, representing approximately 72.64% of the total issued share capital of the Company.

Set out below is a table showing the shareholding structure of the Company as at the date of this joint announcement:

	As at the date of the 3.5 Announcement		**As at the date of this joint announcement**	
	Number of Shares held	**Approximate % of Shares in issue** *(Note 1)*	**Number of Shares held**	**Approximate % of Shares in issue** *(Note 1)*
Offeror Concert Group				
Offeror	—	—	985,162,771	72.64
Vendor *(Note 2)*	985,162,771	72.64	—	—
Director				
Wang Xiaoqi	382,000	0.03	382,000	0.03
Public Shareholders	370,705,229	27.33	370,705,229	27.33
Total	**1,356,250,000**	**100.00**	**1,356,250,000**	**100.00**

Notes:

1. The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

2. Pursuant to the Share Purchase Agreement, as the Vendor is prepared to receive deferred payment of part of the Consideration from the Offeror subsequent to Completion, the Vendor is treated as providing financing or financial assistance to the Offeror in connection with the acquisition of the Sale Shares and is therefore presumed to be acting in concert with the Offeror under Class (9) of the definition of "acting in concert" under the Takeovers Code.

UNCONDITIONAL MANDATORY CASH OFFER

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer for all the issued Shares held by the Independent Shareholders. Accordingly, BOCOM Securities, for and on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offer on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer), (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer, (iii) a letter of advice from Rainbow Capital to the Independent Board Committee in relation to the Offer, and (iv) the forms of acceptance and transfer, is expected to be despatched to the Shareholders on or before 8 September 2025.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

WARNINGS:

Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

By Order of the sole director of
Hong Kong Coolxuan Group Company Limited
Pu Jian
Sole Director

By Order of the Board
Quantum Thinking Limited
Wang Xiaoqi
Executive Director

Hong Kong, 25 August 2025

As at the date of this joint announcement, the executive Directors are Mr. Wang Xiaoqi, Ms. Ho Ching and Mr. Chen Hua; and the independent non-executive Directors are Mr. Lau Chor Ki, Mr. Tse Yee Hin, Tony and Mr. Wong Kin Kee.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it, the Vendor (save for the shareholding information of the Vendor in the Company) and the Share Purchase Agreement) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions in this joint announcement (other than those expressed by the sole director of the Offeror in his capacity as the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Pu Jian. The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Vendor (as to the shareholding information of the Vendor in the Company) and the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Directors in their capacity as the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company's website at http://www.8050hk.com.