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OME HOLDING LIMITED

(Incorporated in the British Virgin Islands with limited liability)

Sling Group Holdings Limited

森浩集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8285)

JOINT ANNOUNCEMENT

- (1) SALE AND PURCHASE AGREEMENTS;
(2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER BY
SANFULL SECURITIES LIMITED FOR AND ON BEHALF OF THE
OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF THE
COMPANY (OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND/OR PARTIES
ACTING IN CONCERT WITH IT);
(3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER;
AND
(4) RESUMPTION OF TRADING**

Financial Adviser to the Company and the Vendors

SUNWAH KINGSWAY
新華滙富

Financial Adviser to the Offeror

MESSIS 大有融資

Independent Financial Adviser to the Company



紅日資本有限公司

RED SUN CAPITAL LIMITED

Offer Agent to the Offeror

新富證券
SANFULL SECURITIES

THE SALE AND PURCHASE AGREEMENTS

The Board was informed that on 6 October 2026, (a) the Offeror (as purchaser) and Vendor A (as vendor) entered into the Sale and Purchase Agreement A for the sale and purchase of 224,000,000 Shares (namely the Sale Shares A), representing 40.0% of the Shares in issue as at the date of this joint announcement at a total consideration of HK\$32,032,000, equivalent to HK\$0.143 per Share; (b) CSI Floorings (as purchaser) and Vendor A (as vendor) entered into the Sale and Purchase Agreement B for the sale and purchase of 67,838,960 Shares (namely the Sale Shares B), representing approximately 12.11% of the Shares in issue as at the date of this joint announcement at a total consideration of HK\$9,700,971.28, equivalent to HK\$0.143 per Share; and (c) GanLan Investments (as purchaser) and Vendor B (as vendor) entered into the Sale and Purchase Agreement C for the sale and purchase of 128,161,040 Shares (namely the Sale Shares C), representing approximately 22.89% of the Shares in issue as at the date of this joint announcement at a total consideration of HK\$18,327,028.72, equivalent to HK\$0.143 per Share.

Completion under the Sale and Purchase Agreements are inter-conditional on each other and shall take place simultaneously on the Completion Date (being the SPA Business Day following the deposit of all share certificates of the Sale Shares into CCASS and shall in any event no later than the 15th SPA Business Day after the date of the Sale and Purchase Agreements, i.e., 29 October 2026 (or such other date as the parties may agree in writing)). Further announcement(s) will be made upon Completion in accordance with the GEM Listing Rules and the Takeovers Code.

IRREVOCABLE UNDERTAKINGS

On 6 October 2026, each of CSI Floorings and GanLan Investments executed the Irrevocable Undertakings in favour of the Offeror, pursuant to which each of CSI Floorings and GanLan Investments has irrevocably undertaken to the Offeror, among other things, that after Completion, it will not sell, transfer, charge, pledge or grant any option over or otherwise dispose of or create any encumbrances in respect of (as the case may be) the Sale Shares B and Sale Shares C prior to the expiry of the Offer Period except as security for the Loan Facility.

POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER

As at the date of this joint announcement, none of the Offeror, its ultimate beneficial owner and the parties acting in concert with it (including CSI Floorings, GanLan Investments and their respective ultimate beneficial owners) owns any Share. Upon Completion, the Offeror and the parties acting in concert with it will become interested in 420,000,000 Shares (comprising 224,000,000 Shares to be held by the Offeror; 67,838,960 Shares to be held by CSI Floorings; and 128,161,040 Shares to be held by GanLan Investment), representing in aggregate 75.0% of the entire issued share capital of the Company as at the date of this joint announcement.

Pursuant to Rule 26.1 the Takeovers Code, the Offeror will be required to make a mandatory unconditional cash offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it (including CSI Floorings, GanLan Investments and their respective ultimate beneficial owners)).

Sanfull Securities will, for and on behalf of the Offeror, make a mandatory unconditional cash offer to acquire all the issued Shares, other than those already owned and/or agreed to be acquired by the Offeror and the parties acting in concert with it (including CSI Floorings, GanLan Investments and their respective ultimate beneficial owners) pursuant to Rule 26.1 of the Takeovers Code.

The Offer

For each Offer Share. HK\$0.143 in cash

The Offer Price of HK\$0.143 per Offer Share under the Offer is equal to the price per Sale Shares paid by each of the Offeror, CSI Floorings and GanLan Investments under the Sale and Purchase Agreements.

The Offer will be extended to all Offer Shareholders in accordance with the Takeovers Code. The Offer will apply to all Shares in issue on the date on which the Offer is made, being the date of despatch of the Composite Document, other than those Shares already held by and/or agreed to be acquired by the Offeror and the parties acting in concert with it (including CSI Floorings, GanLan Investments and their respective ultimate beneficial owners).

The Offeror confirms that the Offer Price is final and will not be increased.

The Offer Shares to be acquired under the Offer shall be fully paid and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

The Company confirms that as at the date of this joint announcement, (i) it has not declared any dividend which is not paid; and (ii) it does not have any intention to make, declare or pay any future dividend or make other distributions until after the close of the Offer.

If after the date of this joint announcement, any dividend, distribution and/or return of capital is announced, declared, made and/or paid in respect of the Shares, the Offeror will reduce the Offer Price by an amount equal to the gross amount of such dividend, distribution and/or return of capital paid or made by the Company to such Offer Shareholders who accept or have accepted the Offer. Accordingly, unless otherwise specified or the context otherwise requires, any reference in this joint announcement, the Composite Document or any other announcement in relation to the Offer to the Offer Price will be deemed to be a reference to the Offer Price as so reduced.

The Offer, when made, will be unconditional in all respects and will not be conditional upon any minimum level of acceptances being received or any other conditions.

Value of the Offer

As at the date of this joint announcement, there are 560,000,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company, and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Upon Completion, save for the 420,000,000 Shares in aggregate held by the Offeror and the parties acting in concert with it (comprising 224,000,000 Shares to be held by the Offeror; 67,838,960 Shares to be held by CSI Floorings; and 128,161,040 Shares to be held by GanLan Investment), and assuming that there will be no change in the total issued share capital of the Company up to the close of the Offer, a total of 140,000,000 Shares (representing 25.0% of the total issued share capital of the Company as at the date of this joint announcement) will be subject to the Offer and the maximum cash consideration payable by the Offeror under the Offer is HK\$20,020,000 based on the Offer Price of HK\$0.143 per Offer Share.

Confirmation of financial resources available for the Offer

The Offeror intends to finance and satisfy the consideration payable under (i) the Sale and Purchase Agreement A by internal resources; and (ii) the Offer by the Loan Facility and internal resources. The Offeror has entered into the Facility Agreement under which the Offeror is required to pledge all existing Shares held by the Offeror (including the Sale Shares A) and all the Offer Shares that may be acquired by the Offeror pursuant to the Offer as collateral throughout the term of the Loan Facility.

Messis Capital, as the Financial Adviser to the Offeror, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration payable in respect of full acceptance of the Offer.

CSI Floorings and GanLan Investments intends to finance and satisfy their respective consideration payable under the Sale and Purchase Agreement B and the Sale and Purchase Agreement C by their own respective internal resources.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. Won Chik Kee, Ms. Sit Ting Fong and Mr. Wai Yau Hang, each an independent non-executive Director, who have no direct or indirect interest in the Offer, has been established to make a recommendation to the Offer Shareholders as to whether the Offer is fair and reasonable and as to acceptance of the Offer in accordance with Rules 2.1 and 2.8 of the Takeovers Code. Given that the non-executive Directors, namely Mr. Yau Sonny Tai Nin and Mr. Yau Tai Leung Sammy, are the shareholders of Vendor A and have interest in the Offer, the non-executive Directors are excluded from the Independent Board Committee.

Red Sun Capital has been appointed by the Company as the independent financial adviser under Rule 2.1 of the Takeovers Code to advise the Independent Board Committee in respect of the Offer and in particular as to whether the Offer is fair and reasonable and as to acceptance of the Offer. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document. In accordance with Rule 8.2 of the Takeovers Code, 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 advice from the Independent Board Committee to the Offer Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the relevant form of acceptance and transfer, are required to be despatched to the Shareholders no later than 21 days after the date of this joint announcement or such later date as the Executive may approve.

The making of the Offer by the Offeror is conditional upon Completion which shall take place simultaneously on the Completion Date (being the SPA Business Day following the deposit of all share certificates of the Sale Shares into CCASS and shall in any event no later than the 15th SPA Business Day after the date of the Sale and Purchase Agreements, i.e., 29 October 2026 (or such other date as the parties may agree in writing)). If the Composite Document cannot be despatched within 21 days after the date of this joint announcement because Completion has not yet taken place, the Offeror will make an application to the Executive under Note 2 to Rule 8.2 of the Takeovers Code for consent to extend the deadline for the despatch of the Composite Document to a date falling no later than seven days after the Completion or such other date as the Executive may approve.

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

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 1:01 p.m. on 6 October 2026 pending the publication of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 23 October 2026.

WARNING

Shareholders and/or potential investors of the Company should note that the making of the Offer is a possibility only. Completion under the Sale and Purchase Agreements are inter-conditional on each other and shall take place simultaneously on the Completion Date (being the SPA Business Day following the deposit of all share certificates of the Sale Shares into CCASS and shall in any event no later than the 15th SPA Business Day after the date of the Sale and Purchase Agreements, i.e., 29 October 2026 (or such other date as the parties may agree in writing)). Accordingly, the Completion may or may not take place and the Offer may or may not be made. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their professional advisers.

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement. Shareholders are reminded to read the Composite Document when it comes out, including the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offer, before deciding whether or not to accept the Offer.

THE SALE AND PURCHASE AGREEMENTS

The Board was informed that on 6 October 2026, (a) the Offeror (as purchaser) and Vendor A (as vendor) entered into the Sale and Purchase Agreement A for the sale and purchase of 224,000,000 Shares (namely the Sale Shares A), representing 40.0% of the Shares in issue as at the date of this joint announcement at a total consideration of HK\$32,032,000, equivalent to HK\$0.143 per Share; (b) CSI Floorings (as purchaser) and Vendor A (as vendor) entered into the Sale and Purchase Agreement B for the sale and purchase of 67,838,960 Shares (namely the Sale Shares B), representing approximately 12.11% of the Shares in issue as at the date of this joint announcement at a total consideration of HK\$9,700,971.28, equivalent to HK\$0.143 per Share; and (c) GanLan Investments (as purchaser) and Vendor B (as vendor) entered into the Sale and Purchase Agreement C for the sale and purchase of 128,161,040 Shares (namely the Sale Shares C), representing approximately 22.89% of the Shares in issue as at the date of this joint announcement at a total consideration of HK\$18,327,028.72, equivalent to HK\$0.143 per Share.

Principal terms of the Sale and Purchase Agreements are summarised as follows:

Sale and Purchase Agreement A

Date

6 October 2026

Parties

- (i) Vendor A (as vendor)
- (ii) The Offeror (as purchaser)

Sale Share A

Pursuant to the Sale and Purchase Agreement A, Vendor A has agreed to sell, and the Offeror has agreed to acquire, the full legal and beneficial title and interest in the Sale Shares A, being 224,000,000 Shares, representing 40.0% of the total issued share capital of the Company as at the date of this joint announcement, free from any and all encumbrances together with all dividends, benefits and rights attached or accruing thereto at the Completion Date.

Consideration

The consideration for the Sale Shares A is HK\$32,032,000 (equivalent to HK\$0.143 per Sale Share A), which was agreed between the Offeror and Vendor A after arm's length negotiations with reference to (i) the financial performance of the Group's business for the year ended 31 December 2025 and the six months ended 30 June 2026; (ii) the established brand portfolio of fast fashion goods, extensive online sales network and

product design capabilities of the Group; and (iii) the historical share price movements, the trading volume and the closing prices of the Shares traded on the Stock Exchange in the last three months.

The consideration for the Sale Shares A shall be payable by the Offeror in full upon Completion.

Sale and Purchase Agreement B

Parties

- (i) Vendor A (as vendor)
- (ii) CSI Floorings (as purchaser)

Sale Share B

Pursuant to the Sale and Purchase Agreement B, Vendor A has agreed to sell, and CSI Floorings has agreed to acquire, the full legal and beneficial title and interest in the Sale Shares B, being 67,838,960 Shares, representing approximately 12.11% of the total issued share capital of the Company as at the date of this joint announcement, free from any and all encumbrances together with all dividends, benefits and rights attached or accruing thereto at the Completion Date.

Consideration

The consideration for the Sale Shares B is HK\$9,700,971.28 (equivalent to HK\$0.143 per Sale Share B), which was agreed between CSI Floorings and Vendor A after arm's length negotiations with reference to (i) the financial performance of the Group's business for the year ended 31 December 2025 and the six months ended 30 June 2026; (ii) the established brand portfolio of fast fashion goods, extensive online sales network and product design capabilities of the Group; and (iii) the historical share price movements, the trading volume and the closing prices of the Shares traded on the Stock Exchange in the last three months.

The consideration for the Sale Shares B shall be payable by CSI Floorings in full upon Completion.

Sale and Purchase Agreement C

Parties

- (i) Vendor B (as vendor)
- (ii) GanLan Investments (as purchaser)

Sale Share C

Pursuant to the Sale and Purchase Agreement C, Vendor B has agreed to sell, and GanLan Investments has agreed to acquire, the full legal and beneficial title and interest in the Sale Shares C, being 128,161,040 Shares, representing approximately 22.89% of the total issued share capital of the Company as at the date of this joint announcement, free from any and all encumbrances together with all dividends, benefits and rights attached or accruing thereto at the Completion Date.

Consideration

The consideration for the Sale Shares C is HK\$18,327,028.72 (equivalent to HK\$0.143 per Sale Share C), which was agreed between GanLan Investments and Vendor B after arm's length negotiations with reference to (i) the financial performance of the Group's business for the year ended 31 December 2025 and the six months ended 30 June 2026; (ii) the established brand portfolio of fast fashion goods, extensive online sales network and product design capabilities of the Group; and (iii) the historical share price movements, the trading volume and the prices of the Shares traded on the Stock Exchange in the last three months.

The consideration for the Sale Shares C shall be payable by GanLan Investments in full upon Completion.

Completion under the Sale and Purchase Agreements

Completion under the Sale and Purchase Agreements are inter-conditional on each other and shall take place simultaneously on the Completion Date (being the SPA Business Day following the deposit of all share certificates of the Sale Shares into CCASS and shall in any event no later than the 15th SPA Business Day after the date of the Sale and Purchase Agreements, i.e., 29 October 2026 (or such other date as the parties may agree in writing)). Further announcement(s) will be made upon Completion in accordance with the GEM Listing Rules and the Takeovers Code.

IRREVOCABLE UNDERTAKINGS

Upon Completion, CSI Floorings and GanLan Investment will own 67,838,960 Shares and 128,161,040 Shares, representing approximately 12.11% and 22.89% of the entire issued share capital of the Company respectively as at the date of this joint announcement.

On 6 October 2026, each of CSI Floorings and GanLan Investments executed the Irrevocable Undertakings in favour of the Offeror, pursuant to which each of CSI Floorings and GanLan Investments has irrevocably undertaken to the Offeror, among other things, that after Completion, it will not sell, transfer, charge, pledge or grant any

option over or otherwise dispose of or create any encumbrances in respect of (as the case may be) the Sale Shares B and Sale Shares C prior to the expiry of the Offer Period except as security for the Loan Facility.

Each Irrevocable Undertaking shall terminate upon the Offer closing, lapsing or being withdrawn.

POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER

As at the date of this joint announcement, none of the Offeror, its ultimate beneficial owner and the parties acting in concert with it (including CSI Floorings, GanLan Investments and their respective ultimate beneficial owners) owns any Share. Upon Completion, the Offeror and the parties acting in concert with it will become interested in 420,000,000 Shares (comprising 224,000,000 Shares to be held by the Offeror; 67,838,960 Shares to be held by CSI Floorings; and 128,161,040 Shares to be held by GanLan Investment), representing in aggregate 75.0% of the entire issued share capital of the Company as at the date of this joint announcement. Pursuant to Rule 26.1 the Takeovers Code, the Offeror will be required to make a mandatory unconditional cash offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it (including CSI Floorings, GanLan Investments and their respective ultimate beneficial owners)).

Sanfull Securities will, for and on behalf of the Offeror, make a mandatory unconditional cash offer to acquire all the issued Shares, other than those already owned and/or agreed to be acquired by the Offeror and the parties acting in concert with it (including CSI Floorings, GanLan Investments and their respective ultimate beneficial owners) pursuant to Rule 26.1 of the Takeovers Code.

The Offer

For each Offer Share. HK\$0.143 in cash

The Offer Price of HK\$0.143 per Offer Share under the Offer is equal to the price per Sale Shares paid by each of the Offeror, CSI Floorings and GanLan Investments under the Sale and Purchase Agreements.

The Offer will be extended to all Offer Shareholders in accordance with the Takeovers Code. The Offer will apply to all Shares in issue on the date on which the Offer is made, being the date of despatch of the Composite Document, other than those Shares already held by and/or agreed to be acquired by the Offeror and the parties acting in concert with it (including CSI Floorings, GanLan Investments and their respective ultimate beneficial owners).

The Offeror confirms that the Offer Price is final and will not be increased.

The Offer Shares to be acquired under the Offer shall be fully paid and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

The Company confirms that as at the date of this joint announcement, (i) it has not declared any dividend, the record date of which falls before the expected date of despatch of the Composite Document and which is not paid; (ii) it has not declared any dividend, the record date of which falls on or after the expected date of despatch of the Composite Document; and (iii) it does not have any intention to make, declare or pay any future dividend/make other distributions until after the close of the Offer.

If after the date of this joint announcement, any dividend, distribution and/or return of capital is announced, declared, made and/or paid in respect of the Shares, the Offeror will reduce the Offer Price by an amount equal to the gross amount of such dividend, distribution and/or return of capital paid or made by the Company to such Offer Shareholders who accept or have accepted the Offer. Accordingly, unless otherwise specified or the context otherwise requires, any reference in this joint announcement, the Composite Document or any other announcement in relation to the Offer to the Offer Price will be deemed to be a reference to the Offer Price as so reduced.

The Offer, when made, will be unconditional in all respects and will not be conditional upon any minimum level of acceptances being received or any other conditions.

Comparison of value

The Offer Price of HK\$0.143 per Offer Share represents:

- (i) a premium of approximately 34.9% over the closing price of HK\$0.106 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 38.84% over the average closing price of HK\$0.103 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (iii) a premium of approximately 45.9% over the average closing price of approximately HK\$0.098 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a premium of approximately 81.0% over the average closing price of HK\$0.079 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day;

- (v) a premium of approximately HK\$0.162 over the audited consolidated net liabilities per Share of approximately HK\$0.019 as at 31 December 2025, which was calculated based on the Group's audited consolidated net liabilities of approximately RMB9,017,000 (equivalent to approximately HK\$10,504,426) as at 31 December 2025 and 560,000,000 Shares in issue as at the date of this joint announcement; and
- (vi) a premium of approximately HK\$0.155 over the unaudited consolidated net liabilities per Share of approximately HK\$0.012 as at 30 June 2026, which was calculated based on the Group's unaudited consolidated net liabilities of approximately RMB5,746,000 (equivalent to approximately HK\$6,693,849) as at 30 June 2026 and 560,000,000 Shares in issue as at the date of this joint announcement.

Highest and lowest Share Prices

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the Last Trading Day and up to and including the date of this joint announcement were HK\$0.129 per Share (on 21 September 2026) and HK\$0.028 per Share (on 30 April 2026, 4 May 2026, 5 May 2026 and 6 May 2026), respectively.

Value of the Offer

As at the date of this joint announcement, there are 560,000,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company, and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Upon Completion, save for the 420,000,000 Shares in aggregate held by the Offeror and the parties acting in concert with it (comprising 224,000,000 Shares to be held by the Offeror; 67,838,960 Shares to be held by CSI Floorings; and 128,161,040 Shares to be held by GanLan Investment), and assuming that there will be no change in the total issued share capital of the Company up to the close of the Offer, a total of 140,000,000 Shares (representing 25.0% of the total issued share capital of the Company as at the date of this joint announcement) will be subject to the Offer and the maximum cash consideration payable by the Offeror under the Offer is HK\$20,020,000 based on the Offer Price of HK\$0.143 per Offer Share.

Confirmation of financial resources available for the Offer

The Offeror intends to finance and satisfy the consideration payable under (i) the Sale and Purchase Agreement A by internal resources; and (ii) the Offer by the Loan Facility and internal resources. The Offeror has entered into the Facility Agreement under which the Offeror is required to pledge all existing Shares held by the Offeror, the Sale Shares A and all the Offer Shares that may be acquired by the Offeror pursuant to the Offer as collateral throughout the term of the Loan Facility.

Messis Capital, as the Financial Adviser to the Offeror, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration payable in respect of full acceptance of the Offer.

CSI Floorings and GanLan Investments intends to finance and satisfy their respective consideration payable under the Sale and Purchase Agreement B and the Sale and Purchase Agreement C by their own respective internal resources.

Effect of accepting the Offer

By accepting the Offer, the Offer Shareholders will sell their Shares to the Offeror free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights accruing or attaching to them, including, without limitation, the right to receive all dividends and distributions which may be recommended, declared, made or paid, if any, at any time on or after the date on which the Offer is made, being the date of despatch of the Composite Document. Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Hong Kong Stamp duty

The seller's Hong Kong ad valorem stamp duty at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Offer Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the accepting Offer Shareholders and pay the buyer's ad valorem stamp duty in connection with acceptances of the Offer and transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Payment

Payment in cash in respect of acceptances of the Offer, net of the seller's Hong Kong ad valorem stamp duty, will be made as soon as possible but in any event no later than seven (7) Business Days after the date on which the duly completed forms of acceptance of the

Offer and the relevant documents of title to the Shares in respect of such acceptances are received by or on behalf of the Offeror to render each such acceptance complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent will be payable and the amount of the consideration payable to an accepting Offer Shareholder who accepts the Offer will be rounded up to the nearest cent.

Taxation advice

Offer Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with it, the Company, Kingsway Capital, Sanfull Securities, Messis Capital and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation or other effects on, or liabilities of, any persons as a result of their acceptances or rejections of the Share.

Overseas Shareholders

The making of the Offer to the Offer Shareholders who are citizens, residents or nationals of jurisdictions outside Hong Kong may be subject to the laws of the relevant jurisdictions. Such Offer Shareholders may be prohibited or affected by the laws of the relevant jurisdictions and it is the responsibility of each such Offer Shareholder who wishes to accept the Offer to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including the obtaining of any governmental, exchange control or other consents, or filing and registration requirements which may be required to comply with all necessary formalities or legal or regulatory requirements and the payment of any transfer or other taxes due from such Offer Shareholder in such relevant jurisdictions.

Any acceptance by any overseas Offer Shareholders will be deemed to constitute a representation and warranty from such Offer Shareholder to the Offeror that all laws, regulations and requirements applicable to that Offer Shareholder have been complied with and that the Offer can be lawfully accepted by such Offer Shareholder under the laws and regulations of the relevant jurisdiction. Offer Shareholders should consult their own professional advisers if in doubt.

In the event that the despatch of the Composite Document to overseas Offer Shareholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly onerous or burdensome (or otherwise not in the best interest of the Offeror or the Company or the Shareholders), the Composite Document, subject to the Executive's consent, may not be despatched to such overseas Offer Shareholders. For that purpose, the Offeror will apply for a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code. Any such waiver will only be granted if the Executive is satisfied that it

would be unduly burdensome to despatch the Composite Document to such overseas Offer Shareholders. As at the date of this joint announcement, the Company has no overseas Offer Shareholders.

INTERESTS IN SECURITIES OF THE COMPANY AND OTHER ARRANGEMENTS

The Offeror confirms that, as at the date of this joint announcement:

- (i) save for the Sale Shares to be acquired by the Offeror and the parties acting in concert with it, none of the Offeror, its ultimate beneficial owners and the parties acting in concert with any of them owns or has control or direction over any voting rights or rights over Shares or otherwise holds convertible securities, warrants or options of the Company;
- (ii) save for the Irrevocable Undertakings, none of the Offeror, its ultimate beneficial owners and the parties acting in concert with any of them has received any irrevocable commitment to accept or reject the Offer;
- (iii) save for the acquisition of the Sales Shares by the Offeror and the parties acting in concert with it, none of the Offeror, CSI Floorings, GanLan Investments and their respective ultimate beneficial owners and the parties acting in concert with any of them had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities during the six (6) months prior to and including the date of this joint announcement;
- (iv) there is no outstanding derivative in respect of the securities in the Company entered into by the Offeror, CSI Floorings, GanLan Investments and their respective ultimate beneficial owners or any party acting in concert with any of them;
- (v) there are no conditions (including normal conditions relating to acceptance, listing and increase of capital) to which the Offer when made through the Composite Document are subject;
- (vi) save for the acquisition of the Sales Shares by the Offeror and the parties acting in concert with it, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offer;
- (vii) save for the Sale and Purchase Agreements, there is no agreement or arrangement to which any of the Offeror, CSI Floorings, GanLan Investments and their respective ultimate beneficial owners and the parties acting in concert with any of them is a party which relates to the circumstances in which the Offeror may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;

- (viii) none of the Offeror, its ultimate beneficial owners and the parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (ix) aside from the consideration for the Sale Shares, there is no consideration, compensation or benefit in whatever form paid or to be paid by the Offeror, CSI Floorings, GanLan Investments and their respective ultimate beneficial owners or the parties acting in concert with any of them, to each Vendor, its ultimate beneficial owners (where applicable) or the parties acting in concert with any of them in connection with the sale and purchase of the Sale Shares;
- (x) save for the Sale and Purchase Agreements, there is no understanding, arrangement, or special deal (as defined under Rule 25 of the Takeovers Code) between each Vendor, its ultimate beneficial owners or the parties acting in concert with any of them on the one hand, and the Offeror, CSI Floorings, GanLan Investments and their respective ultimate beneficial owner or the parties acting in concert with any of them on the other hand; and
- (xi) save for the Sale and Purchase Agreements, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeover Code) between any Shareholder on the one hand, and the Offeror, CSI Floorings, GanLan Investments and their respective ultimate beneficial owners or the parties acting in concert with any of them on the other hand.

The Company confirms that, as at the date of this joint announcement, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeover Code) between any Shareholder on the one hand, and the Company, its subsidiaries or associated companies on the other hand.

INFORMATION ON THE GROUP

Principal business

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (as revised) of the Cayman Islands on 6 January 2017. The Company is an investment holding company and the Group is principally engaged in the design and sale of women's handbags, small leather goods, luggage and travel goods in the retail and consumer goods industry in the PRC.

Shareholding structure of the Company

The following table sets out the shareholding structure of the Company (i) as at the date of this joint announcement; (ii) immediately upon Completion; and (iii) immediately

following Completion and assuming all Offer Shares other than the IU Shares are tendered for acceptance under the Offer:

	As at the date of this joint announcement		Immediately upon Completion		Immediately following Completion and assuming all Offer Shares other than the IU Shares are tendered for acceptance under the Offer	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Offeror (<i>Note 1</i>)	—	—	224,000,000	40.0	364,000,000	65.0
Parties acting in concert with the Offeror						
CSI Floorings (<i>Note 2</i>)	—	—	67,838,960	12.11	67,838,960	12.11
GanLan Investments (<i>Note 3</i>)	—	—	128,161,040	22.89	128,161,040	22.89
Sub-total of the Offeror and the parties acting in concert with it			420,000,000	75.00	560,000,000	100.00
Vendor A (<i>Note 4</i>)	291,838,960	52.11	—	—	—	—
Vendor B (<i>Note 5</i>)	128,161,040	22.89	—	—	—	—
Public Shareholders	140,000,000	25.00	140,000,000	25.00	—	—
Total:	560,000,000	100.00	560,000,000	100.00	560,000,000	100.00

Notes:

- As at the date of this joint announcement, the Offeror is owned as to 100% by Ms. Tan.
- As at the date of this joint announcement, CSI Floorings is owned as to 100% by Ms. Xue.
- As at the date of this joint announcement, GanLan Investments is owned as to 51% by Mr. Li and 49% by Ms. Na.
- As at the date of this joint announcement, Vendor A is owned as to approximately 49.3120% by Mr. Yau Tai Leung Sammy, approximately 49.2321% by Mr. Yau Sonny Tai Nin, approximately 0.0833% by Ms. Hiang Siu Wei Cecilia, approximately 0.6863% by Mr. Yau Frederick Heng Chung and approximately 0.6863% by Mr. Yau Nicholas Heng Wah.
- As at the date of this joint announcement, Vendor B is owned as to 100% by Ms. Li Wing Chi Agnes.
- Figures presented in the table above are subject to rounding adjustments.

Financial information

The following table sets out a summary of the audited consolidated results of the Group for each of the two financial years ended 31 December 2024 and 2025 respectively and the unaudited consolidated results of the Group for six months ended 30 June 2025 and 2026, as extracted from the annual reports of the Company for the years ended 31 December 2024 and 2025 and the interim report of the Company for the six months ended 30 June 2026 respectively.

	For the year ended 31 December 2024 <i>RMB'000</i> <i>(Audited)</i>	For the year ended 31 December 2025 <i>RMB'000</i> <i>(Audited)</i>	For the six months ended 30 June 2025 <i>RMB'000</i> <i>(Unaudited)</i>	For the six months ended 30 June 2026 <i>RMB'000</i> <i>(Unaudited)</i>
Revenue	66,592	65,603	32,222	38,083
Profit/(loss) before tax	(9,677)	(383)	69	3,310
Profit (loss) for the year/period attributable to owners of the Company	(10,013)	44	69	3,310

The audited consolidated capital deficiency of the Company as at 31 December 2024 and 31 December 2025 were approximately RMB11.6 million and RMB9.0 million, respectively. The net liabilities of the Company as at 31 December 2025 and 30 June 2026 were approximately RMB9.0 million and RMB5.7 million, respectively.

Further financial information of the Group will be set out in the Composite Document to be despatched to the Shareholders.

INFORMATION ON THE OFFEROR AND PARTIES ACTING IN CONCERT WITH THE OFFEROR

The Offeror is a company incorporated in the BVI with limited liability. The Offeror is principally engaged in investment holding. It is legally, beneficially and wholly owned by Ms. Tan, who is also the sole director of the Offeror.

Ms. Tan has over 25 years of experience in corporate management and business operations in the PRC. She is the founder of (i) Shenzhen Aimei Technology Co., Ltd.* (深圳市艾美科技有限公司), a company established in the PRC and is principally engaged in the research and development, manufacture and sale of digital electronic products, as well as domestic trading with sales to various overseas markets including the United States, Hong Kong and the United Arab Emirates, and (ii) OME International (HK) Enterprises Co., Limited (艾美國際(香港)企業有限公司), a company incorporated in Hong Kong and is principally engaged in the sale of digital electronic products to the United States, Hong Kong and the United Arab Emirates.

The Offeror, CSI Floorings and GanLan Investments, by entering into the Sale and Purchase Agreements, which are inter-conditional on each other, cooperate to obtain or consolidate control of the Company. Accordingly, each of CSI Floorings and GanLan Investments is acting in concert with the Offeror under the Takeovers Code. Ms. Tan, Ms. Xue, Mr. Li and Ms. Na became acquainted with one another through business

events or introductions by mutual contacts. Mr. Li and Ms. Na are business partners through their investment in GanLan Investments. Save for the above, there is no other relationship or past dealings between Ms. Tan, Ms. Xue, Mr. Li and Ms. Na.

CSI Floorings is a company incorporated in Hong Kong with limited liability. CSI Floorings is principally engaged in the design, manufacture and sales of carpets, rugs and other flooring products for residential, hospitality, retail and commercial applications with production base in the PRC and sales to various markets worldwide. It is legally, beneficially and wholly owned by Ms. Xue, who is also the sole director of CSI Floorings.

Ms. Xue has approximately 22 years of experience in business management and development and sales and marketing in the high-end home décor and flooring industry. She has served as the director of CSI Floorings since August 2016 and continues to hold such position as at the date of this joint announcement.

GanLan Investments is a company incorporated in Dubai under the DIFC Law. GanLan Investments is principally engaged in investment holding. It is legally and beneficially owned as to 51% by Mr. Li and 49% by Ms. Na, who are directors of GanLan Investments.

Mr. Li has over 17 years of experience in corporate management and operations, healthcare investment, strategic planning and business development in the medical and healthcare services industry in the PRC. He has been focusing on early-to-mid-stage healthcare and biomedical venture capital investments, with extensive experience in life sciences, biotechnology, AI healthcare, innovative drugs, and novel medical devices. He has also been focusing on the intersection of AI and healthcare, with a particular emphasis on research and investment in AI applications across radiology, pathology, multi-omics, molecular compound screening, and intelligent rehabilitation. Mr. Li has been appointed as executive director of Carry Wealth Holdings Limited (Stock Code: 0643.hk) since June 2026 and continues to hold such position as at the date of this joint announcement.

Ms. Na has approximately 3 years of experience in business management in the real estate industry in the PRC. She has served as a duty manager in a real estate development company in the PRC since September 2023 and continues to hold such position as at the date of this joint announcement. She is responsible for business development and planning and formation of product and marketing strategy. Ms. Na obtained a bachelor's degree in business administration from the University of Liverpool in 2021 and a master's degree in political economy from the University of Manchester in 2023.

Ms. Tan, Ms. Xue, Mr. Li and Ms. Na are optimistic on the business prospects of the Company and consider that the acquisition of Sales Shares could achieve long-term growth and returns. They believe that, by leveraging their experience in corporate management, business operations and sales and marketing in the retail, manufacturing

and consumer goods industries in the PRC, they will be well positioned to expand the Group's sales and marketing channels, enhance its operational performance and facilitate its future business development and growth.

Save for being a party acting in concert with the Offeror by entering into the Sale and Purchase Agreements and the pledge of the Sale Shares B and the Sale Shares C to secure the Loan Facility, each of CSI Floorings and GanLan Investments and their respective ultimate beneficial owners does not have any relationship with the Offeror and/or its ultimate beneficial owner. Save for the above, there is no relationship between CSI Floorings and its ultimate beneficial owner on one hand and GanLan Investments and its ultimate beneficial owners on the other hand.

THE OFFEROR'S INTENTION ON THE GROUP

Following Completion and the close of the Offer, it is the intention of the Offeror that the Group will continue with its existing principal business. Ms. Tan, Ms. Xue, Mr. Li and Ms. Na possess relevant experience in corporate management, business operations, sales and marketing and investment across a broad range of industries and sectors in the PRC, with experience in the retail, manufacturing and consumer goods industries. The Offeror does not intend to introduce any major changes to the existing operations and business of the Group immediately after Completion and close of the Offer and will neither redeploy nor dispose of any of the assets (including fixed assets) of the Group other than in the ordinary course of business.

Nevertheless, following Completion and the close of the Offer, the Offeror will conduct a detailed review on the existing principal operations and business, and the financial position of the Group for the purpose of formulating business plans and strategies for the Group's long-term business development and will explore other business opportunities for the Group. Subject to the results of the review, and should suitable investment or business opportunities arise, the Offeror may consider whether any assets and/or business acquisitions or disposals by the Group will be appropriate in order to enhance its growth. Any acquisition or disposal of the assets or business of the Group, if any, will be in compliance with the GEM Listing Rules.

As at the date of this joint announcement, no investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group.

Save for the proposed change(s) to the composition of the Board as mentioned below at a time no earlier than that permitted under the GEM Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate, as at the date of this joint announcement, the Offeror has no intention to make material changes to the employment of the employees of the Group. However, the Offeror reserves the right to make any changes that they deem necessary or appropriate to the benefit of the Group.

PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY

As at the date of this joint announcement, (i) the executive Directors are Mr. Yau Frederick Heng Chung and Mr. Lee Tat Fai Brian; (ii) the non-executive Directors are Mr. Yau Sonny Tai Nin and Mr. Yau Tai Leung Sammy; and (iii) the independent non-executive Directors are Mr. Won Chik Kee, Ms. Sit Ting Fong and Mr. Wai Yau Hang. No Directors will resign before the close of the Offer. It is the intention of the Offeror that new directors will be nominated to the Board after the despatch of the Composite Document. As at the date of this joint announcement, the Offeror has not reached any final decision as to who will be nominated as new director(s) of the Company. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and the GEM Listing Rules and further announcement(s) will be made as and when appropriate. Further announcement(s) will be made upon any changes to the composition to the Board in compliance with the Takeovers Code and the GEM Listing Rules as and when appropriate.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer. The Offeror does not intend to avail itself of any power of compulsory acquisition of any Shares outstanding after the close of the Offer.

The Stock Exchange has stated that if, upon the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares until the prescribed level of public float is restored. Therefore, it should be noted that upon the close of the Offer, there may be insufficient public float of the Shares and trading in the Shares may be suspended until sufficient public float exists for the Shares.

The Company will make an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23 of the GEM Listing Rules in case less than 25% of the issued share capital of the Company will be held by the public upon the close of the Offer. Appropriate steps will be taken to ensure public float will be restored as soon as possible after the close of the Offer. The steps that the Offeror may take include but not limited to placing down or selling sufficient number of accepted Shares which it will acquire from the Offer to Independent Third Parties, whom will also not be acting in concert with the Offeror, CSI Floorings, GanLan Investments and their respective ultimate beneficial owners and parties acting in concert with any of them, or in market.

No arrangements have been confirmed or put in place as at the date of this joint announcement. Further announcement(s) regarding the restoration of public float will be made by the Company as and when appropriate.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. Won Chik Kee, Ms. Sit Ting Fong and Mr. Wai Yau Hang, each an independent non-executive Director, who have no direct or indirect interest in the Offer, has been established to make a recommendation to the Offer Shareholders as to whether the Offer is fair and reasonable and as to acceptance of the Offer in accordance with Rules 2.1 and 2.8 of the Takeovers Code. Given that the non-executive Directors, namely Mr. Yau Sonny Tai Nin and Mr. Yau Tai Leung Sammy, are the shareholders of Vendor A and have interest in the Offer, the non-executive Directors are excluded from the Independent Board Committee.

Red Sun Capital has been appointed by the Company as the Independent Financial Adviser under Rule 2.1 of the Takeovers Code to advise the Independent Board Committee in respect of the Offer and in particular as to whether the Offer is fair and reasonable and as to acceptance of the Offer. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document. In accordance with Rule 8.2 of the Takeovers Code, 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 advice from the Independent Board Committee to the Offer Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the relevant form of acceptance and transfer, are required to be despatched to the Shareholders no later than 21 days after the date of this joint announcement or such later date as the Executive may approve.

The making of the Offer by the Offeror is conditional upon Completion which shall take place simultaneously on the Completion Date (being the SPA Business Day following the deposit of all share certificates of the Sale Shares into CCASS and shall in any event no later than the 15th SPA Business Day after the date of the Sale and Purchase Agreements, i.e., 29 October 2026 (or such other date as the parties may agree in writing)). If the Composite Document cannot be despatched within 21 days after the date of this joint announcement because Completion has not yet taken place, the Offeror will make an application to the Executive under Note 2 to Rule 8.2 of the Takeovers Code for consent to extend the deadline for the despatch of the Composite Document to a date falling no later than seven days after the Completion or such other date as the Executive may approve.

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

DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code) of each of the Company and the Offeror (including persons who own or control 5% or more of any class of relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) issued by the Company) are reminded to disclose their dealings in the relevant securities of the Company under Note 11 to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 1:01 p.m. on 6 October 2026 pending the publication of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 23 October 2026.

WARNING

Shareholders and/or potential investors of the Company should note that the making of the Offer is a possibility only. Completion under the Sale and Purchase Agreements are inter-conditional on each other and shall take place simultaneously on the Completion Date (being the SPA Business Day following the deposit of all share certificates of the Sale

Shares into CCASS and shall in any event no later than the 15th SPA Business Day after the date of the Sale and Purchase Agreement, i.e., 29 October 2026 (or such other date as the parties may agree in writing)). Accordingly, the Completion may or may not take place and the Offer may or may not be made. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their professional advisers.

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement. Shareholders are reminded to read the Composite Document when it comes out, including the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offer, before deciding whether or not to accept the Offer.

DEFINITIONS

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

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Sling Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange (stock code: 8285)
“Completion”	completion of the Sale and Purchase Agreements
“Completion Date”	the date of Completion in accordance with the terms of the Sale and Purchase Agreements, being the SPA Business Day following the deposit of all share certificates of the Sale Shares into CCASS and shall in any event no later than the 15th SPA Business Day after the date of the Sale and Purchase Agreement, i.e., 29 October 2026 (or such other date as the parties may agree in writing)

“Composite Document”	the composite offer and response document combining the offer document to be issued by the Offeror and the offeree board circular to be issued by the Company (together with the form of acceptance and transfer) in respect of the Offer to be despatched to the Shareholders in accordance with the Takeovers Code
“CSI Floorings”	CSI Floorings (HK) Limited, a company incorporated in Hong Kong with limited liability which is legally, beneficially and wholly owned by Ms. Xue
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC and any delegate of the Executive Director
“Facility Agreement”	the loan facility agreement dated 7 October 2026 entered into by Sanfull Securities as the lender and the Offeror as the borrower in relation to a secured loan facility, which is secured by all existing Shares owned by the Offeror, the Sale Shares A and the Offer Shares to be acquired by the Offeror under the Offer (if any), the Sale Shares B and the Sale Shares C, in the principal amount of up to HK\$20.0 million for financing the settlement of the consideration payable by the Offeror pursuant to the Offer
“GanLan Investments”	GanLan Investments Limited, a company incorporated in Dubai under the DIFC Law, which is beneficially owned as to 51% by Mr. Li and 49% by Ms. Na
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	collectively, the Company and its subsidiaries from time to time
“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
“Independent Board Committee”	an independent board committee of the Company to comprise Mr. Won Chik Kee, Ms. Sit Ting Fong and Mr. Wai Yau Hang, each an independent non-executive Director, who have no direct or indirect interest in the Offer, which will be established to make recommendations to the Offer Shareholders in respect of the Offer

“Independent Financial Adviser” or “Red Sun Capital”	Red Sun Capital Limited, a licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee in respect of the Offer and as to the acceptance of the Offer
“Irrevocable Undertaking(s)”	Irrevocable undertakings, each given by CIS Floorings and GanLan Investments in favour of the Offeror and dated 6 October 2026
“IU Shares”	in aggregate 196,000,000 Shares held by CIS Floorings and GanLan Investments upon Completion
“Kingsway Capital”	Kingsway Capital Limited, a licensed corporation to conduct Type 6 (advising on corporate finance) regulated activity under the SFO
“Last Trading Day”	6 October 2026, being the last trading day of the Shares on the Stock Exchange immediately prior to the halt of trading in the Shares pending the release of this joint announcement
“Loan Facility”	the loan facility granted by Sanfull Securities as lender to the Offeror as borrower in an aggregate amount of up to HK\$20.0 million for the financing of the Offer in accordance with the Facility Agreement
“Messis Capital”	Messis Capital Limited, a licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being financial adviser to the Offeror
“Mr. Li”	Mr. Li Xiaoming, the director and shareholder of GanLan Investments
“Ms. Na”	Ms. Na Qini, the director and shareholder of GanLan Investments
“Ms. Tan”	Ms. Tan Suqin, the sole director and sole shareholder of the Offeror
“Ms. Xue”	Ms. Xue Qianqian, the sole director and sole shareholder of CSI Floorings

“Offer”	the possible unconditional mandatory cash offer to be made by Sanfull Securities for and on behalf of the Offeror for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code
“Offer Period”	has the meaning ascribed to it under the Takeovers Code
“Offer Price”	HK\$0.143 per Offer Share
“Offer Share(s)”	all the Share(s) in issue, other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it
“Offer Shareholder(s)”	Shareholder(s) other than the Offeror and the parties acting in concert with it
“Offeror”	OME Holding Limited, a company incorporated in the BVI with limited liability which is legally, beneficially and wholly owned by Ms. Tan
“Overseas Shareholders”	Offer Shareholders whose addresses as shown on the register of members of the Company are outside Hong Kong
“PRC”	the People’s Republic of China, which, for the purpose of this joint announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Sale and Purchase Agreement A”	the sale and purchase agreement dated 6 October 2026 entered into by the Offeror and Vendor A
“Sale and Purchase Agreement B”	the sale and purchase agreement dated 6 October 2026 entered into by CSI Floorings and Vendor A
“Sale and Purchase Agreement C”	the sale and purchase agreement dated 6 October 2026 entered into by GanLan Investments and Vendor B
“Sale and Purchase Agreements”	collectively, the Sale and Purchase Agreement A, the Sale and Purchase Agreement B and the Sale and Purchase Agreement C
“Sale Shares”	collectively the Sale Shares A, the Sale Shares B and the Sale Shares C
“Sale Shares A”	the aggregate of 224,000,000 Share(s) to be acquired by the Offeror from Vendor A pursuant to the terms of the Sale and Purchase Agreement A

“Sale Shares B”	the aggregate of 67,838,960 Share(s) to be acquired by CSI Floorings from Vendor A pursuant to the terms of the Sale and Purchase Agreement B
“Sale Shares C”	the aggregate of 128,161,040 Share(s) to be acquired by GanLan Investments from Vendor B pursuant to the terms of the Sale and Purchase Agreement C
“Sanfull Securities”	Sanfull Securities Limited, a licensed corporation to conduct Type 1 (dealing in securities) regulated activity under the SFO
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“SPA Business Day(s)”	a day (excluding Saturday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendor A”	Yen Sheng Investment Limited, a company incorporated in the BVI with limited liability, which is owned as to approximately 49.3120% by Mr. Yau Tai Leung Sammy, approximately 49.2321% by Mr. Yau Sonny Tai Nin, approximately 0.0833% by Ms. Hiang Siu Wei Cecilia, approximately 0.6863% by Mr. Yau Frederick Heng Chung and approximately 0.6863% by Mr. Yau Nicholas Heng Wah
“Vendor B”	Summit Time Resources Limited, a company incorporated in the BVI with limited liability, which is owned as to 100% by Ms. Li Wing Chi Agnes

“Vendors” collectively, Vendor A and Vendor B

“%” per cent.

By order of the sole director of
OME Holding Limited
Tan Suqin
Sole Director

By order of the Board of
Sling Group Holdings Limited
Yau Frederick Heng Chung
Chairman

Hong Kong, 22 October 2026

As at the date of this joint announcement, (i) the executive Directors are Mr. Yau Frederick Heng Chung and Mr. Lee Tat Fai Brian; (ii) the non-executive Directors are Mr. Yau Sonny Tai Nin and Mr. Yau Tai Leung Sammy; and (iii) the independent non-executive Directors are Mr. Won Chik Kee, Ms. Sit Ting Fong and Mr. Wai Yau Hang.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror), and confirm, having made all reasonable enquiries, that to the best of their knowledge, information and belief, opinions expressed in this joint announcement (other than those expressed by 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 render any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Ms. Tan Suqin.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Vendors), and confirms, having made all reasonable enquiries, that to the best of his knowledge, information and belief, opinions expressed in this joint announcement (other than those expressed by 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 render any statement in this joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting and will also be published on the Company’s website at www.sling-inc.com.hk.

* For identification purpose only