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PICO FAR EAST HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 752)

EXERCISE OF PUT OPTION

This announcement is made pursuant to rule 14.74(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

References are made to the announcement (the “**Announcement**”) and the supplemental announcement (the “**Supplemental Announcement**”) of Pico Far East Holdings Limited (the “**Company**”) dated June 24, 2019 and June 28, 2019, respectively, relating to the discloseable transaction in relation to, among others, (i) the completion of acquisition of the 60% equity interests in Infinity Marketing Team, LLC (the “**Target Company**”) by Pico North America, Inc. (the “**Buyer**”) and (ii) the limited liability company operating agreement (the “**Operating Agreement**”) dated June 24, 2019 entered into among the Target Company, the Buyer and Infinity International Holding Corp. (the “**Seller**”).

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement and the Supplemental Announcement.

PUT OPTION

Pursuant to the Operating Agreement, among others, Chad Michael Tons (“**Tons**”), as the sole legal and beneficial owner of the Seller, was granted a put option (the “**Put Option**”) to sell all (but not less than all) the remaining 40% of the equity interests of the Target Company (the “**Remaining Units**”) owned by him and those held by his Affiliates and permitted transferees to the Buyer in either case, and the Put Option shall be exercisable at any time between January 1, 2024 and December 31, 2028. The purchase price for the Remaining Units shall be paid in cash, and the Put Valuation shall be calculated based on the mechanism as set out in the Supplemental Announcement.

EXERCISE OF PUT OPTION

The Board announces that Tons served a written notice of exercise (the “**Put Exercise Notice**”) on May 31, 2024 to the Target Company to exercise the Put Option to sell the Remaining Units, equivalent to 40% of the equity interests of the Target Company owned by him, to the Buyer in accordance with the terms and conditions of the Operating Agreement as set out in the Announcement at the purchase price (the “**Purchase Price**”) as determined based on the Put Valuation computed based on the mechanism and formulas as set out in the Supplemental Announcement.

As stated in the Supplemental Announcement, for the purpose of determining the Purchase Price, the Put Valuation shall be equal to the lesser of (a)(i) Tons' percentage interest in the Target Company at the material time (i.e., 40% equity interest of the Target Company), multiplied by (ii) 6.5 times the average EBITDA as calculated in the Audited Financials for the preceding two fiscal years prior to the exercise of the Put Option, plus net cash amount and minus Indebtedness calculated at the time the transaction contemplated by the Put Option closes, and (b)(i) US\$50,000,000 multiplied by (ii)(x) Tons' percentage interest in the Target Company at the material time (i.e., 40% equity interest of the Target Company), divided by (y) 40% (but in no event shall subpart (b) be greater than US\$50,000,000). Based on the aforesaid formula and as agreed among the Parties on May 31, 2024, the Purchase Price shall be determined based on subpart (a), which is US\$31,318,000 plus net cash amount and minus Indebtedness of the Target Company calculated at the time the transaction contemplated by the Put Option closes. Accordingly, the Purchase Price is currently expected to be US\$30,070,118.39, which shall be paid in cash.

Upon completion of the exercise of the Put Option, the Target Company will become an indirect wholly-owned subsidiary of the Company.

GENERAL INFORMATION

The Company and the Buyer

The Company is a Hong Kong-based investment holding company principally engaged in total brand activation, including exhibition and event marketing services. The Company mainly operates through four segments: (1) exhibition, event and brand activation segment is engaged in the provision of exhibition and event marketing services, including but not limited to the planning of exhibitions, campaign design and the production of video content; (2) visual branding activation segment is engaged in the provision of visual identity solutions for car brands, catering brands and financial brands, etc.; (3) museum and themed entertainment segment is mainly engaged in the design and decoration of museums and themed entertainment; and (4) meeting architecture activation segment is engaged in the management of conferences and shows.

The Buyer is an indirect wholly-owned subsidiary of the Company, which is principally engaged in brand activation.

Tons

Tons is the sole legal and beneficial owner of the Seller. He founded the Target Company in 2002. He is responsible for executive leadership, strategy, operations and business development.

The Target Company

The Target Company is a company organized in California, USA which is a marketing, event and promotion agency servicing clients throughout the USA. The Target Company produces experiential events and provides services related to event execution, exhibit environments, mobile marketing tours, digital marketing, event furnishings, and brand marketing strategies.

By Order of the Board
PICO FAR EAST HOLDINGS LIMITED
Lawrence Chia Song Huat
Chairman

Hong Kong, May 31, 2024

As at the date of this announcement, the Executive Directors are Mr. Lawrence Chia Song Huat, Ms. Jean Chia Yuan Jiun and Mr. Mok Pui Keung; and the Independent Non-Executive Directors are Mr. Gregory Robert Scott Crichton, Mr. James Patrick Cunningham, Mr. Kenneth Kent Ho, Mr. Frank Lee Kee Wai and Mr. Charlie Yucheng Shi.