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**DACHENG INTERNATIONAL
HOLDINGS LIMITED**

(Incorporated in Hong Kong with limited liability)

**Skymission Group Holdings Limited
天任集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1429)

JOINT ANNOUNCEMENT

- (1) COMPLETION OF THE SALE AND PURCHASE OF THE SALE SHARES IN
SKYMISSION GROUP HOLDINGS LIMITED;**
- (2) MANDATORY UNCONDITIONAL CASH OFFER BY SOLARSTONE
CAPITAL LIMITED FOR AND ON BEHALF OF DACHENG INTERNATIONAL
HOLDINGS LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF
SKYMISSION GROUP HOLDINGS LIMITED (OTHER THAN THOSE
ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY DACHENG
INTERNATIONAL HOLDINGS LIMITED AND
PARTIES ACTING IN CONCERT WITH IT);**
- (3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER; AND**
- (4) RESUMPTION OF TRADING**

Financial adviser to the Offeror



Financial adviser to the Company



BAOQIAO PARTNERS CAPITAL LIMITED

Independent Financial Adviser to the Independent Board Committee

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
泓 博 資 本 有 限 公 司

THE SALE AND PURCHASE AGREEMENT

The Board was informed by the Vendor that on 16 January 2026, the Offeror (as purchaser) and the Vendor (as vendor) entered into the Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell, and the Offeror agreed to acquire, the full legal and beneficial title and interest in the Sale Shares (being 1,200,000,000 Shares), representing 75% of the total issued share capital of the Company as at the date of this joint announcement, at a total consideration of HK\$114,000,000, which is equivalent to HK\$0.095 per Sale Share. Details of the Sale and Purchase Agreement are set out in the section headed “The Sale and Purchase Agreement” of this joint announcement.

The Offeror fully paid the Consideration to the Vendor in cash funded by Mr. Zou’s personal savings at Completion, which took place on the date of the Sale and Purchase Agreement, being 16 January 2026. No borrowing was made to fund the Consideration.

MANDATORY UNCONDITIONAL CASH OFFER

Immediately prior to Completion, none of the Offeror, Mr. Zou and the parties acting in concert with any of them owned or controlled any Shares. Immediately following Completion and as at the date of this joint announcement, the Offeror, Mr. Zou and the parties acting in concert with any of them are interested in a total of 1,200,000,000 Shares, representing 75% of the entire issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror is required to make the Offer.

As at the date of this joint announcement, there are 1,600,000,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or other securities convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue other than the Shares.

PRINCIPAL TERMS OF THE OFFER

The Offer

SolarStone Capital, for and on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offer on the following basis:

For each Offer Share HK\$0.095 in cash

The Offer Price of HK\$0.095 per Offer Share under the Offer is equal to the price per Sale Share paid by the Offeror for the Sale Shares under the Sale and Purchase Agreement.

The principal terms of the Offer are set out in the section headed “Principal Terms of the Offer” of this joint announcement.

The Offer will be extended to all Shareholders other than the Offeror, Mr. Zou and parties acting in concert with any of them in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer will be fully paid and free from all Encumbrances 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/ make other distributions until the close of the Offer.

The Offer will be unconditional in all respects when made.

Total consideration of the Offer

As at the date of this joint announcement, the Company has 1,600,000,000 Shares in issue. On the basis of the Offer Price being HK\$0.095 per Offer Share, the total issued share capital of the Company would be valued at HK\$152,000,000.

Upon Completion, excluding the 1,200,000,000 Sale Shares which the Offeror holds and assuming the Offer is accepted in full and on the basis that there is no change in the total issued share capital of the Company up to the close of the Offer, a total of 400,000,000 Shares (representing 25% 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 would be HK\$38,000,000 based on the Offer Price of HK\$0.095 per Offer Share.

Confirmation of financial resources available for the Offer

The maximum payment obligations payable for the Offer shall be payable in cash. The Offeror intends to finance the maximum payment obligations payable for the Offer by the loan facility provided by SolarStone Investments pursuant to the Financing Agreement. The Offeror has entered into the Financing Agreement under which the Offeror is required to pledge the Sale Shares as collateral during the term of the Financing Agreement. The maximum aggregate amount payable by the Offeror for the Offer would be HK\$38,000,000 based on the Offer Price of HK\$0.095 per Offer Share assuming full acceptance of the Offer.

Astrum Capital, being the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are and will remain available to the Offeror to satisfy the maximum payment obligations upon full acceptance of the Offer.

GENERAL

Independent Board Committee and Independent Financial Adviser

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all of the non-executive Director and independent non-executive Directors, namely Mr. Yau Sheung Hang, Mr. Tang Tsz Tsun, Ms. Wu Kin Yi and Mr. Lei Nelson, has been established to advise the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to acceptance of the Offer.

Rainbow Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to its acceptance. 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 Board to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document in connection with the Offer setting out, 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 respect of the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance to the Shareholders, will be despatched jointly by the Offeror and the Company to the Shareholders as soon as practicable within 21 days of the date of this joint announcement unless the Executive grants a consent for extension. It is expected that the Composite Document will be despatched on or before 13 February 2026.

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 was halted with effect from 10:09 a.m. on Friday, 16 January 2026 pending publication of this joint announcement. 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 Monday, 26 January 2026.

WARNING

Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offer. The Directors make no recommendation as to the fairness or reasonableness of the Offer and/or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Offer and the letter of advice from the Independent Financial Adviser to the Independent Board Committee.

Shareholders and/or potential investors should exercise caution when dealing in the Shares. If the Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

The Board was informed by the Vendor that on 16 January 2026, the Offeror (as purchaser) and the Vendor (as vendor) entered into the Sale and Purchase Agreement, pursuant to which the Offeror has agreed to acquire, and the Seller has agreed to sell, the full legal and beneficial title and interest in the Sale Shares, being 1,200,000,000 Shares (representing 75% of the total issued Shares), for a Consideration of HK\$114,000,000, equivalent to approximately HK\$0.095 per Sale Share.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are summarised below:

Date	16 January 2026
Parties	(1) Vendor: Sky Mission Group Limited
	(2) Purchaser: Dacheng International Holdings Limited (the Offeror)

Sale Shares

Pursuant to the Sale and Purchase Agreement, the Vendor agreed to sell, and the Offeror agreed to acquire, the full legal and beneficial title and interest in the Sale Shares (being 1,200,000,000 Shares), representing 75% of the total issued share capital of the Company as at the date of this joint announcement free from any and all Encumbrances as from the Completion Date and together with all dividends, benefits and rights attached or accruing thereto as from the date of the Sale and Purchase Agreement.

Consideration

The Consideration for the Sale Shares is HK\$114,000,000 (or HK\$0.095 per Sale Share).

Completion

The Offeror fully paid the Consideration to the Vendor in cash funded by Mr. Zou's personal savings at Completion, which took place on the date of the Sale and Purchase Agreement, being 16 January 2026. No borrowing was made to fund the Consideration.

MANDATORY UNCONDITIONAL CASH OFFER

Immediately prior to Completion, none of the Offeror, Mr. Zou and the parties acting in concert with any of them owned or controlled any Shares. Immediately following Completion and as at the date of this joint announcement, the Offeror, Mr. Zou and the parties acting in concert with any of them owned or controlled a total of 1,200,000,000 Shares, representing 75% of the entire issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror is required to make the Offer.

As at the date of this joint announcement, there are 1,600,000,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or other securities convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue other than the Shares.

PRINCIPAL TERMS OF THE OFFER

The Offer

SolarStone Capital, for and on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offer on the following basis:

For each Offer Share HK\$0.095 in cash

The Offer Price of HK\$0.095 per Offer Share under the Offer is equal to the price per Sale Share paid by the Offeror for the Sale Shares under the Sale and Purchase Agreement.

The Offer will be extended to all Shareholders other than the Offeror, Mr. Zou and parties acting in concert with any of them owned or controlled any Shares in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer will be fully paid and free from all Encumbrances 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/make other distributions until the close of the Offer.

The Offer will be unconditional in all respects when made.

Comparison of value

The Offer Price of HK\$0.095 per Offer Share represents:

- (i) a discount of approximately 48.4% of the closing price of HK\$0.184 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 24.0% of the average closing price of approximately HK\$0.125 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 discount of approximately 18.8% of the average closing price of approximately HK\$0.117 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 discount of approximately 8.7% of the average closing price of approximately HK\$0.104 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 discount of approximately 39.9% to the audited consolidated net assets attributable to owners of the Company of approximately HK\$0.158 per Share as at 31 March 2025, which was calculated based on the audited consolidated net asset value attributable to owners of the Company of approximately HK\$252,963,000 as at 31 March 2025 (the date on which the latest audited financial results of the Group were made up) and 1,600,000,000 Shares in issue as at the date of this joint announcement; and

- (vi) a discount of approximately 39.9% to the unaudited consolidated net assets attributable to owners of the Company of approximately HK\$0.158 per Share as at 30 September 2025, which was calculated based on the unaudited consolidated net asset value attributable to owners of the Company of approximately HK\$252,168,000 as at 30 September 2025 and 1,600,000,000 Shares in issue as at the date of this joint announcement.

Highest and lowest Share prices

During the six-month period immediately prior to the commencement of the offer period on 23 January 2026 (as defined under the Takeovers Code) and up to and including the Last Trading Day, the highest closing price of the Shares quoted on the Stock Exchange was HK\$0.184 per Share on 16 January 2026 and the lowest closing price of the Shares quoted on the Stock Exchange was HK\$0.038 per Share on 12 August 2025.

Total consideration of the Offer

As at the date of this joint announcement, the Company has 1,600,000,000 Shares in issue. On the basis of the Offer Price being HK\$0.095 per Offer Share, the total issued share capital of the Company would be valued at HK\$152,000,000.

Upon Completion, excluding the 1,200,000,000 Sale Shares which the Offeror holds and assuming the Offer is accepted in full and on the basis that there is no change in the total issued share capital of the Company up to the close of the Offer, a total of 400,000,000 Shares (representing 25% 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 would be HK\$38,000,000 based on the Offer Price of HK\$0.095 per Offer Share.

Confirmation of financial resources available for the Offer

The maximum payment obligations payable for the Offer shall be payable in cash. The Offeror intends to finance the maximum payment obligations payable for the Offer by the loan facility provided by SolarStone Investments pursuant to the Financing Agreement. The Offeror has entered into the Financing Agreement under which the Offeror is required to pledge the Sale Shares as collateral during the term of the Financing Agreement. The maximum aggregate amount payable by the Offeror for the Offer would be HK\$38,000,000 based on the Offer Price of HK\$0.095 per Offer Share assuming full acceptance of the Offer.

Astrum Capital, being the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are and will remain available to the Offeror to satisfy the maximum payment obligations upon full acceptance of the Offer.

Effect of accepting the Offer

Acceptance of the Offer by any Independent Shareholder will be deemed to constitute a warranty by such person that all Offer Shares sold by such person under the Offer are free from all Encumbrances 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 the 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/make other distributions until the close of the Offer.

Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Stamp duty

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptance of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptance of the Offer, whichever is higher, and will be deducted from the cash amount payable by the Offeror to the Independent Shareholders who accept the Offer (where the stamp duty calculated includes a fraction of HK\$1, the stamp duty would be rounded-up to the nearest HK\$1).

The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the Independent Shareholders accepting the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the relevant Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Payment

Payment in cash in respect of acceptance of the Offer will be made as soon as possible but in any event no later than seven (7) business days (as defined in the Takeovers Code) after the date on which the duly completed acceptance of the Offer is received. Relevant documents evidencing title in respect of such acceptance must be received by or on behalf of the Offeror (or its agent) to render each such acceptance of the Offer complete and valid in accordance with Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

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

Taxation advice

Independent 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, Mr. Zou, parties acting in concert with any of them, the Company, Astrum Capital, BaoQiao Partners, the Independent Financial Adviser, and (as the case may be) their respective ultimate beneficial owners, directors, officers, agents, associates, professional advisors or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Availability of the Offer

The Offeror intends to make the Offer available to all the Independent Shareholders. As the Offer to persons with a registered address in a jurisdiction outside Hong Kong may be affected by the laws of the relevant overseas jurisdictions, Independent Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. Persons who are residents, citizens or nationals outside Hong Kong should inform themselves about and observe, at their own responsibility, any applicable laws, regulations, requirements and restrictions in their own jurisdictions in connection with the acceptance of the Offer, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with the other necessary formalities and the payment of any issue, transfer or other taxes due in respect of such jurisdiction.

In the event that the receipt of the Composite Document by overseas 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 burdensome, the Composite Document, subject to the Executive's consent, may not be despatched to such overseas Shareholders. The Offeror will apply for any waivers as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code as and when appropriate.

Any acceptance by the Independent Shareholders with a registered address in a jurisdiction outside Hong Kong will be deemed to constitute a representation and warranty from such overseas Independent Shareholders to the Offeror that the local laws and requirements have been complied with and such acceptance shall be valid and binding in accordance with all applicable laws. Such overseas Independent Shareholders should consult their professional advisers if in doubt.

DEALING AND INTERESTS IN THE COMPANY'S SECURITIES

Save for the acquisition of the Sale Shares by the Offeror under the Sale and Purchase Agreement, none of the Offeror, Mr. Zou nor the parties acting in concert with any of them has dealt for value in nor owned any Shares, options, derivatives, warrants or other securities convertible into Shares during the six-month period immediately prior to and up to and including the date of this joint announcement.

OTHER ARRANGEMENTS OR AGREEMENTS

As at the date of this joint announcement:

- (i) save for the Sale Shares acquired by the Offeror, none of the Offeror, Mr. Zou and/or parties acting in concert with any of them holds, owns or has control or direction over any voting rights or rights over the Shares or convertible securities, options, warrants or derivatives in respect of such securities of the Company;
- (ii) there is no outstanding derivative in respect of the securities in the Company which is owned, controlled or directed by, or has been entered into by the Offeror, Mr. Zou and/or any person acting in concert with any of them;
- (iii) save for the security arrangements involving the pledging of Shares under the Financing Agreement, there is no arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;
- (iv) save for the Sale and Purchase Agreement, there is no agreement or arrangement to which the Offeror is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (v) none of the Offeror, Mr. Zou and/or parties acting in concert with any of them has received any irrevocable commitment(s) to accept or reject the Offer;
- (vi) none of the Offeror, Mr. Zou and/or 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;
- (vii) save for the security arrangements involving the pledging of Shares under the Financing Agreement, there was no agreement, arrangement or understanding that any securities acquired in pursuance of the Offer would be transferred, charged or pledged to any other persons;
- (viii) save for the Sale and Purchase Agreement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) the Offeror, Mr. Zou and/or parties acting in concert with any of them on one hand; and (ii) the Vendor and/or parties acting in concert with it on the other hand;

- (ix) save for the Sale and Purchase Agreement, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeover Code) between (1) any Shareholder on one hand; and (2)(a) the Offeror, Mr. Zou and/or any party acting in concert with any of them, or (b) the Company, its subsidiaries or associated companies on the other hand; and
- (x) save for the Consideration paid by the Offeror to the Vendor under the Sale and Purchase Agreement, there is no other consideration, compensation or benefit in whatever form paid or to be paid by the Offeror, Mr. Zou or any parties acting in concert with any of them to the Vendor or any party acting in concert with it in connection with the sale and purchase of the Sale Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

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

	Immediately before Completion		Immediately following Completion and as at the date of this joint announcement and before the Offer	
	<i>Number of Shares</i>	<i>Approximate% of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
Shareholders				
The Offeror, Mr. Zou, and parties acting in concert with any of them				
– The Offeror <i>(Note 1)</i>	–	–	1,200,000,000	75.00
Subtotal	<u>–</u>	<u>–</u>	<u>1,200,000,000</u>	<u>75.00</u>
Vendor				
– Sky Mission <i>(Note 2)</i>	1,200,000,000	75.00	–	–
Independent Shareholders	<u>400,000,000</u>	<u>25.00</u>	<u>400,000,000</u>	<u>25.00</u>
Total	<u>1,600,000,000</u>	<u>100.00</u>	<u>1,600,000,000</u>	<u>100.00</u>

Notes:

- The Offeror is owned as to 100% by Mr. Zou.
- Sky Mission is wholly owned by Mr. Leung.

INFORMATION ON THE GROUP

The Company is an investment holding company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange. The Group is principally engaged in the provision of formwork works services in Hong Kong.

FINANCIAL INFORMATION OF THE GROUP

Set out below is certain financial information of the Group for (i) each of the two financial years ended 31 March 2024 and 2025 as extracted from the annual report of the Company for the year ended 31 March 2025; and (ii) the six months ended 30 September 2024 and 2025 as extracted from the interim report of the Company for the six months ended 30 September 2025:

	For the year ended 31 March		For the six months ended 30 September	
	2024	2025	2024	2025
	(HK\$'000)	(HK\$'000)	(HK\$'000)	(HK\$'000)
	(Audited)	(Audited)	(Unaudited)	(Unaudited)
Revenue	608,078	402,912	201,301	283,821
Loss before tax	(32,274)	(105,176)	(24,188)	(802)
Loss and total comprehensive expense for the period attributable to owners of the Company	(32,396)	(105,411)	(24,188)	(795)

The audited consolidated net assets attributable to owners of the Company as at 31 March 2025 was approximately HK\$252.96 million and the unaudited consolidated net assets attributable to owners of the Company as at 30 September 2025 was approximately HK\$252.17 million.

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in Hong Kong with limited liability on 7 August 2025 and is principally engaged in the trading of digital items and provision of maintenance and repairment services in relation to digital products. As at the date of this joint announcement, the Offeror is beneficially owned as to 100% by Mr. Zou who is also the sole director of the Offeror.

Mr. Zou, aged 36, is beneficially interested in 100% of the shareholding of the Offeror and is the sole director of the Offeror. Mr. Zou has for over 10 years been responsible for overseeing the overall operations and business development of various enterprises in Mainland China that are engaged in the area of technology, insurance and digital mobile products, and has invested in some of these enterprises, including (i) Chengdu Fanxing Jumping Technology Co., Ltd.* (成都繁星跳動科技有限公司), in which he serves as the executive director and legal representative and is a beneficial owner of approximately 20.4%; (ii) Shanxiu Xia (Shenzhen) Technology Co., Ltd.* (閃修俠(深圳)科技有限公司), in which he is a beneficial owner of approximately 50.0%; and (iii) Tengsheng Insurance Agency Co., Ltd.* (騰晟保險代理有限公司), in which he serves as the chairman of the board of directors and legal representative and is a beneficial owner of approximately 45.0%, through which he has accumulated extensive experience in management and investment. Mr. Zou has no relevant experience in the principal business of the Group.

The Offeror and Mr. Zou are Independent Third Parties.

Immediately after Completion and as at the date of this joint announcement, none of the Offeror, Mr. Zou and the parties acting in concert with any of them owned or controlled any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, save for the Sale Shares acquired by the Offeror.

THE OFFEROR'S INTENTION ON THE GROUP

Following the close of the Offer, it is the intention of the Offeror that the Group will continue with its existing principal business. The Offeror does not intend to introduce any major changes to the existing operations and business of the Group immediately after 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 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 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, the Offeror has no plan to terminate the employment of any other employees or other personnel 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, the Board comprises Mr. Leung Yam Cheung, Mr. Leung Wing Chun and Mr. Leung Chau Ming as executive Directors; Mr. Yau Sheung Hang as a non-executive Director; and Mr. Tang Tsz Tsun, Ms. Wu Kin Yi and Mr. Lei Nelson as independent non-executive Directors.

It is intended that all of the existing Directors, except Mr. Leung Yam Cheung and Mr. Leung Wing Chun, will resign from the Board with effect from a date no earlier than the date of the close of the Offer or at the earliest time permitted under the Takeovers Code.

The Offeror intends to nominate new Directors to the Board to facilitate the business operation, management and strategy of the Group with effect from the date immediately after the date on which the Composite Document is posted or such other date as permitted under the Takeovers Code. Details of the new Directors will be disclosed in the Composite Document.

Any changes to the members of the Board will be made in compliance with the Takeovers Code and the Listing Rules.

PUBLIC FLOAT AND MAINTENANCE OF THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that:

(a) if, at the close of the offer, the Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- an orderly market does not exist or may not exist;

it will consider exercising its discretion to suspend dealings in the Shares; and

(b) if, at the close of the offer, the Company has a Significant Public Float Shortfall (as defined in rule 13.32F of the Listing Rules), then:

- the Stock Exchange will add a designated marker to the stock name of the Shares; and
- the Stock Exchange will cancel the listing of the Shares if the Company fails to re-comply with rule 13.32B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

The Offeror intends the Company to remain listed on the Stock Exchange. The sole director of the Offeror and the new Directors to be appointed to the Board will jointly and severally undertake to the Stock Exchange that if, at the close of the Offers, the Company fails to comply with the requirement of rule 13.32B of the Listing Rules, they will take appropriate steps to ensure the Company's compliance with rule 13.32B of the Listing Rules at the earliest possible moment.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all of the non-executive Director and independent non-executive Directors, namely Mr. Yau Sheung Hang, Mr. Tang Tsz Tsun, Ms. Wu Kin Yi and Mr. Lei Nelson, has been established to advise the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to acceptance of the Offer.

Rainbow Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to its acceptance. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee.

DESPATCH OF COMPOSITE DOCUMENT

It is the intention of the Offeror and the Board to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document in connection with the Offer setting out, among other things, (i) details of the Offer (including the expected timetable and the terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance to the Shareholders, will be despatched jointly by the Offeror and the Company to the Shareholders as soon as practicable within 21 days of the date of this joint announcement unless the Executive grants a consent for extension. It is expected that the Composite Document will be despatched on or before 13 February 2026.

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

DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company and the Offeror (including persons who own or control 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Offeror) are hereby reminded to disclose their dealings in the securities of the Company pursuant to 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 of the Takeovers Code 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 of the Takeovers Code. 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 HK\$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 was halted with effect from 10:09 a.m. on Friday, 16 January 2026 pending publication of this joint announcement. 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 Monday, 26 January 2026.

WARNING

Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offer. The Directors make no recommendation as to the fairness or reasonableness of the Offer and/or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Offer and the letter of advice from the Independent Financial Adviser to the Independent Board Committee.

Shareholders and potential investors should exercise caution when dealing in the Shares. If the Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following expressions 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
“Astrum Capital”	Astrum Capital Management Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities, Type 2 (dealing in futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the financial adviser to the Offeror in respect of the Offer
“BaoQiao Partners”	BaoQiao Partners Capital Limited, a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the financial adviser to the Company in respect of the Offer
“Board”	the board of Directors
“Company”	Skymission Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange (stock code: 1429)
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Sale and Purchase Agreement, which took place on the date of the Sale and Purchase Agreement
“Completion Date”	16 January 2026
“Composite Document”	the composite offer and response document to be jointly issued by the Offeror and the Company to the Shareholders in connection with the Offer in accordance with the Takeovers Code
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the purchase price for the sale and purchase of the Sale Shares under the Sale and Purchase Agreement, being HK\$114,000,000
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Encumbrances”	any lien, pledge, encumbrance, charge (fixed or floating), mortgage, third party claim, debenture, option, right of pre-emption, right to acquire, assignment by way of security, trust arrangement for the purpose of providing security or other security interests of any kind, including retention arrangements or other encumbrances and any agreement to create any of the foregoing
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Financing Agreement”	the agreement of the loan facility in the amount of HK\$38,000,000 in relation to the Offer provided by SolarStone Investments entered into between the Offeror as the borrower and SolarStone Investments as the lender dated 11 January 2026 and the supplemental agreement entered into among SolarStone Investments, SolarStone Capital and the Offeror dated 14 January 2026
“Form of Acceptance”	the form of acceptance and transfer of the Offer Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Board (comprising all of the non-executive Director and independent non-executive Directors, namely Mr. Yau Sheung Hang, Mr. Tang Tsz Tsun, Ms. Wu Kin Yi and Mr. Lei Nelson) which has been established to advise the Independent Shareholders in connection with the terms of the Offer and as to the acceptance of the Offer
“Independent Financial Adviser” or “Rainbow Capital”	Rainbow Capital (HK) Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee in connection with the Offer
“Independent Shareholders(s)”	Shareholders(s) other than the Offeror, Mr. Zou and parties acting in concert with any of them
“Independent Third Party(ies)”	party(ies) independent of and not connected with the Company and its connected persons

“Last Trading Day”	16 January 2026, being the last trading day of the Shares on the Stock Exchange immediately prior to the trading halt of the Shares pending the publication of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Leung”	Mr. Leung Yam Cheung, an executive Director, the chairman of the Board, the chief executive officer of the Company and a controlling shareholder of the Company immediately before the Completion. He holds 100% of the issued shares of the Vendor
“Mr. Zou”	Mr. Zou Feng, who is legally and beneficially interested in 100% of the shareholding of the Offeror and is the sole director of the Offeror
“Offer”	the mandatory unconditional cash offer to be made by SolarStone Capital for and on behalf of the Offeror to acquire all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror, Mr. Zou and parties acting in concert with any of them) pursuant to Rule 26.1 of the Takeovers Code
“Offer Price”	the price of HK\$0.095 per Offer Share at which the Offer will be made in cash
“Offer Share(s)”	all of the issued Share(s), other than those already owned and/or agreed to be acquired by the Offeror, Mr. Zou and parties acting in concert with any of them
“Offeror” or “Purchaser”	Dacheng International Holdings Limited, a company incorporated in Hong Kong with limited liability, which is beneficially owned as to 100% by Mr. Zou, both being Independent Third Parties
“Sale and Purchase Agreement”	the sale and purchase agreement dated 16 January 2026 entered into between the Offeror and the Vendor in relation to the sale and purchase of the Sale Shares
“Sale Share(s)”	the 1,200,000,000 Shares sold by the Vendor pursuant to the Sale and Purchase Agreement, representing 75% of the total number of issued Shares as at the date of this joint announcement
“SFC”	the Securities and Futures Commission of Hong Kong

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sky Mission” or “Vendor”	Sky Mission Group Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by Mr. Leung. It held 75% of the total number of issued Shares immediately before Completion. Immediately after Completion and as at the date of this joint announcement, Sky Mission ceased to hold any issued Share
“SolarStone Capital”	SolarStone Capital Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) regulated activity under the SFO, being the agent making the Offer for and on behalf of the Offeror
“SolarStone Investments”	SolarStone Investments Limited, a company incorporated in Hong Kong with limited liability, being the financier of the Offeror under the Offer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

By order of the Board
**DACHENG INTERNATIONAL
HOLDINGS LIMITED**
Zou Feng
Sole Director

By order of the Board
SKYMISSION GROUP HOLDINGS LIMITED
Leung Yam Cheung
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 23 January 2026

As at the date of this joint announcement, the Board comprises Mr. Leung Yam Cheung, Mr. Leung Wing Chun and Mr. Leung Chau Ming as executive Directors; Mr. Yau Sheung Hang as a non-executive Director; and Mr. Tang Tsz Tsun, Ms. Wu Kin Yi and Mr. Lei Nelson as independent non-executive Directors.

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, Mr. Zou and parties acting in concert with any of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, 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 make any such statement contained in this joint announcement misleading.

As at the date of this joint announcement, Mr. Zou Feng is the sole director of the Offeror. 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 Vendor), and confirms, having made all reasonable enquires, that to the best of his knowledge, 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 make any statement in this joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least seven days from the day of its publication. This joint announcement will also be published on the Company’s website at www.skymission.group.

** for identification purpose only*