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GEEHY INTERNATIONAL LIMITED
(Incorporated in British Virgin Islands with limited liability)

MEGAIN Holding (Cayman) Co., Ltd.
美佳音控股有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6939)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER BY ICBC INTERNATIONAL CAPITAL 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 PARTIES ACTING IN CONCERT WITH IT)

Financial Adviser to the Offeror

ICBC International Capital Limited

Reference is made to the announcement jointly issued by the Company and the Offeror on 23 January 2026 in respect of, among other things, the possible Offer (the "**Joint Announcement**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, it is the intention of the respective boards of the Offeror and the Company 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 containing, inter alia, (i) details of the Offer (including the expected timetable); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; and (iii) a letter of advice from the Independent Financial Adviser (to be appointed) to the Independent Board Committee in respect of the Offer, should be jointly despatched by or on behalf of the Offeror and the Company within 21 days of the date of the Joint Announcement, i.e. on or before 13 February 2026, unless the Executive grants a consent for extension.

As disclosed in the Joint Announcement, the Completions are subject to the satisfaction or waiver (if applicable) of the conditions precedent set out respectively in the Share Purchase Agreement and the Subscription Agreements, and in the sections headed "Conditions Precedent to Sales Completion" and "Conditions Precedent to Subscription Completion" of the Joint Announcement. As additional time is required for the Offeror to satisfy the Conditions, in particular, to complete the relevant ODI filings for obtaining the SPA ODI Approvals and the Subscription ODI approvals, an application has been made for the consent of the Executive, and the Executive has granted, for an extension of the time limit for the despatch of the Composite Document pursuant to Note 2 to Rule 8.2 of the Takeovers Code from 13 February 2026 to (i) a date within seven (7) days after Completions, or (ii) 16 September 2026 (being seven (7) days after the latest date of Completions of 9 September 2026), whichever is earlier.

Further announcement(s) will be jointly made by the Company and the Offeror as and when appropriate in compliance with the Listing Rules and the Takeovers Code when the Composite Document is despatched.

WARNING

Independent Shareholders and potential investors of the Company should note that the Offer will only be made if completions for both (1) the sale and purchase of the Sale Shares and (2) the subscription of the Subscription Shares take place simultaneously. As the Completions are subject to the satisfaction or waiver (if applicable) of the conditions precedent set out respectively in the Share Purchase Agreement and the Subscription Agreements, Completions may or may not take place and the Offer may or may not proceed.

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

By Order of the Board
GEEHY INTERNATIONAL LIMITED
Yan Wei
Director

By Order of the Board of
MEGAIN HOLDING (CAYMAN) CO. LTD.
Cheng Hsien-Wei
Executive Director

Hong Kong, 13 February 2026

As at the date of this joint announcement, the Board comprises Mr. Cheng Hsien-Wei (Chairman and Executive Director); Mr. Lam Tsz Leung (Non-executive Director); Ms. Yu Erhao (Non-executive Director); Mr. Chen Mark Da-Jiang, Mr. Kao Yi-Ping and Mr. Li Huaxiong (being 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 that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions 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 statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Yan Wei.

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

The directors of Geehy PRC, namely Mr. Yan Wei, Mr. Wang Dongjie, Mr. Wang Dongying, Mr. Zeng Yangyun, Mr. Ding Li, Mr. Meng Qingyi, Mr. Chen Xiaoxin, Mr. Zhang Yuming and Mr. Xie Shisong, jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and the Vendors) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions 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.

The English text of this joint announcement shall prevail over its Chinese text.

* *For identification purposes only*