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**GEEHY INTERNATIONAL LIMITED**

*(Incorporated in the 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**

### **MONTHLY UPDATE ON THE 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**

*Independent Financial Adviser to  
the Independent Board Committee*



**Lego Corporate Finance Limited**

Reference is made to (i) the joint announcement dated 23 January 2026 issued by the Offeror and the Company in relation to, among other things, the Share Purchase Agreement, the Subscription Agreements and the Offer (the “**Announcement**”); (ii) the joint announcement dated 13 February 2026 issued by the Offeror and the Company in relation to the delay in despatch of the Composite Document (the “**Delay Announcement**”); and (iii) the joint announcements dated 13 March 2026 and 13 April 2026 issued by the Offeror and the Company in relation to the monthly updates of the Offer. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

## STATUS OF SATISFACTION OF THE CONDITIONS TO COMPLETIONS

As disclosed in the Announcement and the Delay Announcement, the making of the Offer is subject to Completions taking place simultaneously, and 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 (the “**Conditions to Completions**”) on or before the Long Stop Date (being 31 August 2026 or any other date as agreed by the Offeror and the relevant parties in writing).

As at the date of this joint announcement, the conditions precedent in relation to the obtaining of the SPA ODI Approvals and the Subscription ODI Approvals have been satisfied on 30 April 2026. The Offeror and the Company are in the process of satisfying the remaining Conditions referred to in the sections headed “Conditions Precedent to Sales Completion” and “Conditions Precedent to Subscription Completion” in the Announcement, including, among others, the obtaining of the Stock Exchange’s approval for the listing of, and permission to deal in, the Subscription Shares.

Further announcement(s) will be made jointly by the Offeror and the Company in relation to the latest status of the Completion Conditions and the Offer as and when appropriate in compliance with the Listing Rules and the Takeovers Code.

### WARNING

**Shareholders and potential investors of the Company should note that the Offer will only be made if the Completions take place simultaneously. As 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 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 of  
**GEEHY INTERNATIONAL LIMITED**  
**Yan Wei**  
*Director*

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

Hong Kong, 13 May 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*