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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**”); (iii) the joint announcements dated 13 March 2026, 13 April 2026 and 13 May 2026 issued by the Offeror and the Company in relation to the monthly updates of the Offer; (iv) the joint announcement dated 21 May 2026 in relation to, among other things, update on the Offer (the “**Update Announcement**”); and (v) the circular published by the Company dated

12 June 2026 in relation to, among other things, the Specific Mandate Subscription (the “**Circular**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement, the Update Announcement and the Circular 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 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 Specific Mandate Subscription Shares, and the obtaining of all necessary consents and approval required by the Company for the Subscription Agreements and the transactions contemplated thereunder.

As disclosed in the Update Announcement, the Stock Exchange has decided to exercise its discretionary power under Rule 14A.20 of the Listing Rules to deem the Offeror a connected person of the Company. The Specific Mandate Subscription therefore constitutes a connected transaction of the Company and is therefore subject to the reporting, announcement, circular, and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. The Specific Mandate Subscription Shares shall be allotted and issued pursuant to a specific mandate to be sought from the Subscription Independent Shareholders at the EGM, instead of under the General Mandate. The EGM will be held on Monday, 29 June 2026 at 11:30 a.m. (or immediately after the conclusion of the AGM).

As at the date of this joint announcement, save for the conditions precedent in relation to the obtaining of the SPA ODI Approvals and the Subscription ODI Approval which have been satisfied on 30 April 2026, no other conditions precedent under the Share Purchase Agreement and the Subscription Agreements have been satisfied.

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, 22 June 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*