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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

DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO 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 工银国际

ICBC International Capital Limited

Independent Financial Adviser to the Independent Board Committee

 **Lego Corporate
Finance Limited**
力高企業融資有限公司

Reference is made to (i) the joint announcement dated 23 January 2026 issued by the Offeror and the Company in respect of, among other things, the Offer; (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; (iii) the joint announcements dated 13 March 2026, 13 April 2026, 13 May 2026 and 22 June 2026 issued by the Offeror and the Company in relation to the monthly updates of the Offer; (iv) the update announcement jointly issued by the Offeror and the Company dated 21 May 2026, in relation to among other things, the Specific Mandate Subscription and the Offer; and (v) the composite offer and response document (the “**Composite Document**”) jointly issued by the Offeror and the Company on 22 July 2026 together with the accompanying Form of Acceptance. Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the terms of the Offer (including the expected timetable); (ii) the letter of recommendation from the Independent Board Committee in relation to the Offer; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer and the accompanying Form of Acceptance, have been despatched to the Shareholders on 22 July 2026 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying Form of Acceptance are also available on the websites of the Stock Exchange and the Company.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all references to the date and time contained in this joint announcement refer to Hong Kong date and time.

Event	Time and Date
Despatch date of the Composite Document and the Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Wednesday, 22 July 2026
Offer opens for acceptance (<i>Note 1</i>)	Wednesday, 22 July 2026
Latest time and date for acceptance of the Offer (<i>Notes 2, 3&5</i>)	by 4:00 p.m. on Wednesday, 12 August 2026
Closing Date (<i>Notes 3&5</i>)	Wednesday, 12 August 2026
Announcement of the results of the Offer and the level of acceptance as at the Closing Date posted on the website of the Stock Exchange (<i>Notes 3&5</i>)	no later than 7:00 p.m. on Wednesday, 12 August 2026
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Notes 4&5</i>).	Friday, 21 August 2026

Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document and is capable of acceptance on and from Wednesday, 22 July 2026 until 4:00 p.m. on the Closing Date unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. Acceptance of the Offer shall be irrevocable and is not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to the section headed “RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.
2. Beneficial owners of Share(s) who hold their Share(s) in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
3. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance of the Offer is 4:00 p.m. on Wednesday, 12 August 2026 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued jointly by the Offeror and the Company through the website of the Stock Exchange by 7:00 p.m. on Wednesday, 12 August 2026 stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to revise or extend the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days after the date of the revised offer document(s) and shall not close earlier than the Closing Date.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Share Registrar of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code. Please refer to the sections headed “PROCEDURES FOR ACCEPTANCE OF THE OFFER” and “SETTLEMENT” in Appendix I to the Composite Document and the Form of Acceptance for further information.
5. If there is a tropical cyclone warning signal number 8 or above, or “extreme conditions” or a “black rainstorm warning signal” as announced by the Hong Kong Government:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offer under Rule 15.1 of the Takeovers Code, any publication date of a closing announcement under Rule 19.1 of the Takeovers Code or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, these dates, as the case may be, will remain on the same Business Day; or
 - (b) in force in Hong Kong at any local time at 12:00 noon and/or thereafter on the latest date for acceptance of the Offer under Rule 15.1 of the Takeovers Code, any publication date of a closing announcement under Rule 19.1 of the Takeovers Code or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, these dates, as the case may be, will be rescheduled to the following Business Day which does not have any of those warnings or condition in force in Hong Kong at any local time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

The Offer is unconditional in all respects. Independent Shareholders are encouraged to read the Composite Document carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer.

Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in 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 July 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 (excluding the Group)) 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*