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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

- (1) CLOSE OF 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);
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER; AND
(4) PUBLIC FLOAT OF THE COMPANY**

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 respect of, among other things, the Offer; and (ii) 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 specified otherwise.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Wednesday, 12 August 2026 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Wednesday, 12 August 2026, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received three (3) valid acceptances in respect of a total of 28,050 Shares under the Offer (the “**Acceptance Shares**”), representing approximately 0.0045% of the issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and taking into account the Acceptance Shares and subject to the due registration by the Share Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror and the parties acting in concert with it would hold an aggregate of 314,778,050 Shares, representing approximately 50.57% of the issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the Acceptance Shares at the Offer Price of HK\$0.61 per Offer Share, the total consideration of the Offer is HK\$17,110.5.

Remittances in respect of the cash consideration (after deducting the Hong Kong seller’s ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer 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 of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

No fractions of a 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 cent.

The latest date for posting remittances for the amounts due in respect of valid acceptances received under the Offer will be on Friday, 21 August 2026.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following the Sales Completion of an aggregate of 211,000,000 Sale Shares sold by the Vendors to the Offeror pursuant to the Share Purchase Agreement which took place on 16 July 2026, and the Specific Mandate Subscription Completion of an aggregate of 103,750,000 Subscription Shares subscribed by the Offeror which took place on 16 July 2026 simultaneously with the Sales Completion, the Offeror and parties acting in concert with it held a total of 314,750,000 Shares, representing approximately 50.56% of the entire issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and taking into account the Acceptance Shares (representing approximately 0.0045% of the entire issued share capital of the Company) and subject to the due registration by the Share Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror and parties acting in concert with it are interested in an aggregate of 314,778,050 Shares, representing approximately 50.57% of the entire issued share capital of the Company as at the date of this joint announcement.

Save for the purchase of Sale Shares pursuant to the Share Purchase Agreement, the Specific Mandate Subscription and the valid acceptances under the Offer as disclosed above, the Offeror and parties acting in concert with it (i) did not hold, own, control or have direction over any Shares or rights over Shares before the commencement of the Offer Period; (ii) had not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before the Completions; (ii) immediately after the Completions; and (iii) immediately after the close of the Offer (assuming due registration by the Share Registrar of the transfer of the Shares in respect of which valid acceptances were received) and as at the date of this joint announcement.

Shareholders	Immediately before the Completions		Immediately after the Completions		Immediately after the close of the Offer and as at the date of this joint announcement	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
The Offeror	–	–	314,750,000	50.56%	314,778,050	50.57%
<i>Subtotal of the Offeror and parties acting in concert with it</i>	<u>–</u>	<u>–</u>	<u>314,750,000</u>	<u>50.56%</u>	<u>314,778,050</u>	<u>50.57%</u>
Vendor A	151,812,500	29.27%	38,812,500	6.23%	38,812,500	6.23%
Vendor B	97,500,000	18.80%	55,500,000	8.92%	55,500,000	8.92%
Vendor C	86,250,000	16.63%	30,250,000	4.86%	30,250,000	4.86%
<i>Subtotal of the Vendors</i>	<u>335,562,500</u>	<u>64.70%</u>	<u>124,562,500</u>	<u>20.01%</u>	<u>124,562,500</u>	<u>20.01%</u>
Public Shareholders	183,187,500	35.30%	183,187,500	29.43%	183,159,450	29.42%
Total	<u>518,750,000</u>	<u>100.00%</u>	<u>622,500,000</u>	<u>100.00%</u>	<u>622,500,000</u>	<u>100.00%</u>

Note:

1. ICBCI and relevant members of the ICBCI Group which hold the Shares (or options, warrants or derivatives in respect of them) are presumed to be acting in concert with the Offeror in accordance with class (5) of the definition of “acting in concert” under the Takeovers Code (except in respect of the Shares (or options, warrants or derivatives in respect of them) held on behalf of non-discretionary investment clients of the ICBCI Group). As at the date of this joint announcement, members of the ICBCI Group did not hold, own, control or have direction over any Shares.

PUBLIC FLOAT OF THE COMPANY

Immediately upon the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Share Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, 183,159,450 Shares, representing approximately 29.42% of the entire issued Share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

All time and date references contained in this joint announcement refer to Hong Kong time and dates.

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, 12 August 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*