Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Fameglow Holdings Limited nor shall there be any sale, purchase or subscription for securities of Fameglow Holdings Limited in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

SHENG ZHAN INTERNATIONAL LIMITED
(Incorporated in the British Virgin Islands with limited liability)

Fameglow Holdings Limited
亮晴控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3774)

JOINT ANNOUNCEMENT
(1) ACQUISITION OF CONTROLLING INTEREST IN FAMEGLOW HOLDINGS LIMITED BY SHENG ZHAN INTERNATIONAL LIMITED
(2) UNCONDITIONAL MANDATORY CASH OFFER BY OCTAL CAPITAL LIMITED AND GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF SHENG ZHAN INTERNATIONAL LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF FAMEGLOW HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR, MR. MAN AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)
(3) ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE
(4) APPOINTMENT OF THE INDEPENDENT FINANCIAL ADVISER AND
(5) RESUMPTION OF TRADING

Financial Adviser to the Offeror

八方金融有限公司
OCTAL Capital Limited

Joint Offer Agents

八方金融有限公司
OCTAL Capital Limited

結好證券有限公司
GET NICE SECURITIES LIMITED

Independent Financial Adviser to the Independent Board Committee

INCU
INCU Corporate Finance Limited

THE SALE AND PURCHASE AGREEMENT

The Company was informed by the Vendor that on 23 October 2026, the Offeror, the Vendor and the Vendor Guarantors entered into the Sale and Purchase Agreement pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the Sale Shares, representing approximately 56.93% of the total issued share capital of the Company as at the date of this joint announcement, at a cash consideration of HK$349,650,000 (equivalent to HK$0.75 per Sale Share).

Completion was not subject to any condition and took place immediately upon the signing of the Sale and Purchase Agreement on 23 October 2026. Immediately upon Completion, the Vendor ceased to hold any interest in the Company.

UNCONDITIONAL MANDATORY CASH OFFER

Immediately prior to Completion, the Offeror, Mr. Man and parties acting in concert with any of them did not hold, own, have control or direction over any voting rights or rights over the Shares or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Upon Completion and as at the date of this joint announcement, the Offeror, Mr. Man and parties acting in concert with any of them beneficially own 466,200,000 Shares, representing approximately 56.93% of the total issued share capital of the Company.

In accordance with Rule 26.1 of the Takeovers Code, the Offeror is required to make an unconditional mandatory cash offer for the Offer Shares, being all the Shares in issue, other than those already owned by the Offeror, Mr. Man or parties acting in concert with any of them.

As at the date of this joint announcement, the Company has 818,920,000 Shares in issue. Save for the aforesaid, the Company did not have any outstanding securities, warrants, options or derivatives or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement in issue which may confer any rights to subscribe for, convert or exchange into Shares and has not entered into any agreement for the issue of such warrants, options, derivatives or securities which are convertible or exchangeable into Shares as at the date of this joint announcement.

The Joint Offer Agents, for and on behalf of the Offeror and in compliance with the Takeovers Code, will jointly make the Offer to acquire all the Offer Shares.

The Offer Price will be HK$0.75 per Offer Share which is the same as the price paid by the Offeror for each Sale Share pursuant to the Sale and Purchase Agreement. The principal terms of the Offer are set out under the section headed "UNCONDITIONAL MANDATORY CASH OFFER" in this joint announcement.

The Offer will be unconditional in all respects and will be for all existing issued Shares but excluding the Sale Shares and any other Shares already owned or agreed to be acquired by the Offeror, Mr. Man and parties acting in concert with any of them.

The Offeror will finance the consideration payable under the Offer in full by the Loan Facility granted to the Offeror by Get Nice.

Octal Capital, as the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration for the full acceptance of the Offer.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE

In accordance with Rule 2.1 of the Takeovers Code, the Company has established the Independent Board Committee comprising Mr. Kwok David, Mr. Chan Fong and Mr. Lee Pak Ming, being all the independent non-executive Directors, who have no direct or indirect interest in the Offer, to make a recommendation to the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to acceptance of the Offer.

APPOINTMENT OF THE INDEPENDENT FINANCIAL ADVISER

INCU Corporate Finance Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, has been appointed as the Independent Financial Adviser by the Company (with approval from the Independent Board Committee) to advise the Independent Board Committee in relation to the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code. The letter of advice from INCU to the Independent Board Committee in respect of the Offer will be included in the Composite Document to be despatched jointly by the Company and the Offeror to the Shareholders pursuant to the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the respective boards of director(s) of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document in accordance with the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document should be despatched within 21 days of the date of this joint announcement or such later date as may be permitted by the Takeovers Code and approved by the Executive and in compliance with the requirements of the Takeovers Code and other applicable regulations. It is expected that the Composite Document shall be despatched on or before 20 November 2026.

The Composite Document will contain, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer and accompanying therewith the acceptance and transfer form); (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders 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 other relevant information on the Offeror and the Group as required under the Takeovers Code.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 1:00 p.m. on 23 October 2026 pending the publication of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 2 November 2026.

WARNING

This joint announcement is made in compliance with the Takeovers Code for the purpose of, among other things, informing the Independent Shareholders of the Offer to be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee in respect of the Offer and the letter of advice from the Independent Financial Adviser to the Independent Board Committee.

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

THE SALE AND PURCHASE AGREEMENT

The Company was informed by the Vendor that on 23 October 2026, the Offeror, the Vendor and the Vendor Guarantors entered into the Sale and Purchase Agreement pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the Sale Shares, representing approximately 56.93% of the total issued share capital of the Company as at the date of this joint announcement, at a cash consideration of HK$349,650,000 (equivalent to HK$0.75 per Sale Share), free from all encumbrances and together with all rights now or hereafter attaching to them as at Completion, including all rights to any dividend or other distribution which may be declared, made or paid on or after the date of Completion. The total consideration has been paid by the Offeror to the Vendor in cash upon Completion.

The consideration of the Sale Shares was determined between the Offeror and the Vendor after arm's length negotiation and taking into account the business fundamentals, the historical financial performance and financial position of the Group, and with reference to the valuation, in terms of price-to-earnings multiples and price-to-book multiples, of other Hong Kong listed companies engaging in the provision of beauty services and related beauty businesses.

Completion was not subject to any condition and took place immediately upon the signing of the Sale and Purchase Agreement on 23 October 2026. Immediately upon Completion, the Vendor ceased to hold any interest in the Company.

The Vendor is beneficially owned as to 50% by Mr. Yip and 50% by Ms. Fu.

Immediately after Completion, the Vendor no longer holds, owns, controls or has direction over any Shares or any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately before entering into the Sale and Purchase Agreement and as at the date of this joint announcement, the Offeror and Mr. Man are third parties independent of, and not connected with, either the Company or any of its connected persons, and not a party acting in concert with any of them, save that the Offeror has become a controlling Shareholder upon Completion. For further information of the Offeror, please refer to the paragraph headed "INFORMATION ON THE OFFEROR" below.

UNCONDITIONAL MANDATORY CASH OFFER

Offer for the Offer Shares

Immediately prior to Completion, the Offeror, Mr. Man and parties acting in concert with any of them did not hold, own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Upon Completion and as at the date of this joint announcement, the Offeror, Mr. Man and parties acting in concert with any of them beneficially own 466,200,000 Shares, representing approximately 56.93% of the total issued share capital of the Company.

In accordance with Rule 26.1 of the Takeovers Code, the Offeror is required to make an unconditional mandatory cash offer for the Offer Shares, being all the Shares in issue, other than those already owned by the Offeror, Mr. Man or parties acting in concert with any of them.

As at the date of this joint announcement, the Company has 818,920,000 Shares in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

The Joint Offer Agents, for and on behalf of the Offeror and in compliance with the Takeovers Code, will jointly make the Offer to acquire the Offer Shares on the following basis:

For each Offer Share..... HK$0.75 in cash

The Offer Price is the same as the price paid by the Offeror for each Sale Share pursuant to the Sale and Purchase Agreement.

The Offer will be extended to all Independent Shareholders in accordance with Rule 26.1 of the Takeovers Code. The Offer Shares to be acquired under the Offer shall be fully paid and shall be acquired free from all encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offer is made (i.e. being the date of despatch of the Composite Document).

The Offer will be unconditional in all respects and will be for all existing issued Shares but excluding the Sale Shares and any other Shares already owned or agreed to be acquired by the Offeror, Mr. Man and parties acting in concert with any of them.

Comparisons of Value

The Offer Price of HK$0.75 per Offer Share represents:

(1) a discount of approximately 98.06% to the closing price of HK$38.70 per Share as quoted on the Stock Exchange on the Last Trading Day (i.e. 23 October 2026);

(2) a discount of approximately 97.99% to the closing price of HK$37.30 per Share as quoted on the Stock Exchange on the Last Full Trading Day (i.e. 22 October 2026);

(3) a discount of approximately 97.91% to the average closing price of HK$35.84 per Share as quoted on the Stock Exchange for the last five consecutive Trading Days up to and including the Last Trading Day;

(4) a discount of approximately 97.68% to the average closing price of approximately HK$32.27 per Share as quoted on the Stock Exchange for the last 10 consecutive Trading Days up to and including the Last Trading Day;

(5) a discount of approximately 97.16% to the average closing price of approximately HK$26.45 per Share as quoted on the Stock Exchange for the last 30 consecutive Trading Days up to and including the Last Trading Day; and

(6) a premium of approximately 196.44% over the audited consolidated net assets value per Share of approximately HK$0.253 as at 31 March 2026, the date on which the latest audited financial results of the Group were made up (based on the Company's audited consolidated net asset value of approximately HK$207,063,000 as at 31 March 2026 and 818,920,000 Shares in issue as at the date of this joint announcement).

Highest and Lowest Share Prices

The Shares were listed on GEM on 15 October 2018 and were transferred from GEM to the Main Board on 30 June 2026. During the six-month period immediately preceding the date of this joint announcement and up to and including the Last Trading Day, the highest closing price of the Shares was HK$38.70 per Share as quoted on the Stock Exchange on 23 October 2026 and the lowest closing price of the Shares was HK$4.80 per Share as quoted on the Stock Exchange on 7 May 2026 (at the time when its Shares were listed on GEM).

Total value of the Offer

On the basis of 818,920,000 Shares in issue as at the date of this joint announcement and the Offer Price, the entire issued share capital of the Company is valued at HK$614,190,000. Excluding the 466,200,000 Sale Shares acquired by the Offeror under the Sale and Purchase Agreement, 352,720,000 Shares will be subject to the Offer and the Offer is valued at HK$264,540,000 based on the Offer Price.

Financial Resources

The Offeror will finance the consideration payable under the Offer in full by the Loan Facility granted by Get Nice. The Loan Facility is secured by (i) a share charge of all the Sale Shares held by the Offeror upon Completion and all the Shares to be acquired and owned by the Offeror under the Offer in favour of Get Nice; and (ii) a subordination agreement (which primarily states that the Offeror is obliged to first repay all outstanding amount under the Loan Facility due to Get Nice as the lender before any repayment of shareholder's loans (if any)) executed by the Offeror and Mr. Man.

Octal Capital, as the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration for the full acceptance of the Offer as described above.

Effect of Accepting the Offer

The Offer is unconditional in all respects and is not conditional upon acceptance being received in respect of a minimum number of Shares or any other conditions.

By accepting the Offer, the Independent Shareholders (being the Shareholders other than the Offeror, Mr. Man and the parties acting in concert with any of them) will sell to the Offeror the Offer Shares free from all liens, charges, options, claims, equity, rights of pre-emption and any other third party rights or encumbrances of any nature whatsoever and together with all rights attaching to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offer is made (i.e. being the date of despatch of the Composite Document). Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

As at the date of this joint announcement, the Company has not declared any dividend which remains unpaid, and the Company does not intend to declare, make or pay any dividend or other distributions prior to the close of the Offer.

The Offer will be made in compliance with the Takeovers Code which is administered by the Executive.

Independent Shareholders are reminded to read the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser which will be included in the Composite Document.

Overseas Shareholders

As the Offer to persons not resident in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibility of Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including but not limited to the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Shareholder in respect of such jurisdictions as a result of the acceptance of the Offer). Acceptance of the relevant Offer by such Shareholders will constitute a representation and

warranty to the Offeror that legal and regulatory requirements of all relevant territories in connection with the acceptance of the Offer have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

Hong Kong Stamp Duty

Seller's ad valorem stamp duty at a rate of 0.1% of the market value of the Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the sellers' ad valorem stamp duty on behalf of the accepting Independent Shareholders and pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Payment

Payment (after deducting the accepting Shareholders' share of stamp duty) in cash in respect of acceptances of the Offer will be made as soon as possible but in any event within seven (7) business days (being a day on which the Stock Exchange is open for the transaction of business) of the receipt of duly completed acceptances. Relevant documents of title must be received by the Registrar to render each acceptance of the Offer complete and valid.

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.

Taxation advice

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, Octal Capital, Get Nice and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Dealing and interest in the Company's securities

Save for the acquisition of the Sale Shares by the Offeror, none of the Offeror, Mr. Man, or parties acting in concert with any of them have dealt in any Shares, convertible securities, warrants, options or derivatives of the Company during the six-month period immediately prior to the date of this joint announcement and up to and including the date of this joint announcement.

Other Arrangements

The Offeror confirms that as at the date of this joint announcement:

(a) save for the Offeror's interest in the Sale Shares, none of the Offeror, Mr. Man and/or parties acting in concert with any of them owns or has control or direction over any voting rights or rights over the Shares or convertible securities, options, warrants or derivatives of the Company;

(b) the Offeror, Mr. Man and/or parties acting in concert with any of them have not received any irrevocable commitment to accept the Offer;

(c) there is no outstanding derivative in respect of the securities in the Company which has been entered into by the Offeror, Mr. Man and/or parties acting in concert with any of them;

(d) save for the Sale and Purchase Agreement, there is no arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offer;

(e) other than the consideration paid to the Vendor under the Sale and Purchase Agreement, there is no other consideration, compensation or benefits in whatever form provided or to be provided by the Offeror, Mr. Man or their respective concert parties to the Vendor, the Vendor Guarantors or their respective concert parties in connection with the Sale Shares;

(f) there is no agreement or arrangement to which the Offeror is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;

(g) save for the share charge under the Loan Facility, there is no other agreement, arrangement or understanding that any securities acquired in pursuance of the Offer would be transferred, charged or pledged to any other persons;

(h) there is no understanding, arrangement or agreement or special deal under Rule 25 of the Takeovers Code between the Offeror, Mr. Man or their respective concert parties on the one hand and the Vendor and its concert parties on the other hand; and

(i) the Offeror, Mr. Man and parties acting in concert with any of them have not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

The Company confirms that, as at the date of this joint announcement, there is no understanding, arrangement or agreement or special deal under Rule 25 of the Takeovers Code between any Shareholders on the one hand, and the Company, its subsidiaries or associated companies on the other hand.

INFORMATION ON THE GROUP

The Company is an investment holding company incorporated in the Cayman Islands with limited liability and its Shares were listed on GEM on 15 October 2018 and were transferred from GEM to the Main Board on 30 June 2026.

The Group is principally engaged in provision of beauty treatment services and sale of skincare products in Hong Kong. It operates medical aesthetic centres in prime locations including Causeway Bay, Tsim Sha Tsui, Mong Kok, Central, Kowloon Tong, Kowloon Bay, Wan Chai and Lai Chi Kok providing non-surgical medical aesthetic services.

The following table is a summary of certain audited consolidated financial information of the Group for the two financial years ended 31 March 2026 as extracted from the Company's annual report published on 19 May 2026:

	Year ended 31 March	
	2025	**2026**
	HK$'000	*HK$'000*
	(audited)	*(audited)*
Revenue	435,274	589,794
Profit before tax	55,003	62,007
Profit for the year	45,728	54,641

	As at 31 March	
	2025	**2026**
	HK$'000	*HK$'000*
	(audited)	*(audited)*
Consolidated net asset value	106,089	207,063

Shareholding structure of the Company

As at the date of this joint announcement, there are a total of 818,920,000 Shares in issue. Save as disclosed above, the Company has no other outstanding warrants, options, derivatives or securities convertible into Shares. The table below sets out the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion and as at the date of this joint announcement:

	Immediately prior to Completion		**Immediately after Completion and as at the date of this joint announcement**	
Shareholder	*Number of Shares*	*% of issued share capital*	*Number of Shares*	*% of issued share capital*
Offeror, Mr. Man and parties acting in concert with any of them				
The Offeror *(Note 1)*	—	—	466,200,000	56.93%
Parties acting in concert with the Offeror and Mr. Man	—	—	—	—
Subtotal	—	—	466,200,000	56.93%
The Vendor *(Note 2)*	466,200,000	56.93%	—	—
Other Shareholders	352,720,000	43.07%	352,720,000	43.07%
Total	818,920,000	100.00%	818,920,000	100.00%

1. The Offeror is a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by Mr. Man.

2. The Vendor is beneficially owned as to 50% by each of Mr. Yip and Ms. Fu. As at the date of this joint announcement, Mr. Yip, Ms. Fu and Mr. Chu Chun Ting are directors of the Vendor.

INFORMATION ON THE OFFEROR

The Offeror, Sheng Zhan International Limited, is a company incorporated in the British Virgin Islands, with limited liability. The Offeror is an investment holding company and has not conducted any business since its incorporation. As at the date of this joint announcement, (i) the Offeror is directly wholly owned by Mr. Man; and (ii) the sole director of the Offeror is Ms. Chen.

Mr. Man has over 30 years of experience in fitting-out industry in Hong Kong. He was a controlling shareholder of Yield Go Holdings Ltd. ("**Yield Go**") (currently renamed as Metaspacex Ltd.) until 29 April 2022 and its chairman until 3 January 2024. Yield Go is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1796). Yield Go is an investment holding company principally engaged in the provision of fitting-out services. In 2023, Mr. Man, in his capacity as chargee under a share charge, exercised his power of sale and disposed of the controlling interest in Yield Go.

Ms. Chen, holding a Master of Business Administration (MBA) degree from the University of Hong Kong, has over 16 years of experience in banking, financial and capital market as well as corporate consulting and management. Ms. Chen spent four years in a senior retail banking role at two leading banks in the PRC. Ms. Chen is currently the Chairman of the board of Grande Group Limited ("**Grande**"), a company whose shares are listed on the Nasdaq Capital Market in the United States of America and was its Chief Executive Officer until 7 September 2026. Grande, through its subsidiaries, is principally engaged in providing comprehensive financial services in Hong Kong as well as offering executive training programs covering corporate management and financial markets. Ms. Chen is also a substantial shareholder of the holding company controlling the majority interest in Grande. As Mr. Man is also a strategic investor of Grande, Mr. Man and Ms. Chen have established a close business relationship. Given Mr. Man's need to focus on his other business activities and with a view to capitalising on Ms. Chen's strong corporate management and financial market experience, together with her role as a leading female executive, Mr. Man considers Ms. Chen suitable for appointment as the sole director of the Offeror, which would provide a proportionate and efficient management structure of the Offeror as an investment holding company with limited activities and Mr. Man also intends to appoint her as an executive Director.

Each of the Offeror, Mr. Man, and Ms. Chen is an Independent Third Party prior to Completion.

Immediately before Completion, none of the Offeror, Mr. Man, Ms. Chen and the parties acting in concert with any of them held any Shares. Immediately after Completion and as at the date of this joint announcement, none of the Offeror, Mr. Man, Ms. Chen and the parties

acting in concert with any of them holds any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, save for the 466,200,000 Sale Shares which the Offeror holds.

THE OFFEROR'S INTENTIONS IN RELATION TO THE GROUP

Regarding the business assets and employees of the Group

Following the close of the Offer, the Offeror intends to continue the existing principal businesses of the Group. The Offeror has no intention to (i) discontinue the employment of any employees of the Group (except for the proposed change to the members of the Board set out below); or (ii) redeploy the fixed assets of the Company other than those in its ordinary and usual course of business. The Offeror will continue to monitor and review the Group's business and operations from time to time, and may take steps that it deems necessary or appropriate to optimise the value of the Group.

Notwithstanding that Mr. Man has no direct experience in the Group's principal business, Mr. Man, as a passive investor, is optimistic about the Group's business prospects. He believes that the acquisition of the Sale Shares could deliver long-term growth and returns and aims to capitalise on the Group's solid business fundamentals, capture new development opportunities through strategic investments, and drive synergistic growth.

Regarding the Board composition

As at the date of this joint announcement, the Board is made up of six Directors, comprising three executive Directors, being Mr. Yip Chun Kwok Danny, MH, Ms. Fu Chi Ching and Mr. Chung Cheuk Man, and three independent non-executive Directors, being Mr. Kwok David, Mr. Chan Fong and Mr. Lee Pak Ming.

It is expected that the Offeror will nominate Ms. Chen and other new Director(s), which have yet to be determined, to the Board from the earliest time permitted under the Takeovers Code. The Offeror has not reached any decision as to the final composition of the Board. Any changes to the Board will be made in compliance with the Takeovers Code and the Listing Rules. The appointment of Director(s) nominated by the Offeror will not take effect earlier than the posting of the Composite Document in compliance with Rule 26.4 of the Takeovers Code.

Further announcement(s) will be published by the Company in respect of the changes to the Board pursuant to the Takeovers Code and Listing Rules as and when appropriate.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

Pursuant to the Listing Rules, the Stock Exchange has stated that:

(a) if, at the close of the Offer, the Stock Exchange believes that:

    (i) a false market exists or may exist in the trading of the Shares; or

    (ii) an orderly market does not exist or may not exist;

    it will consider exercising its discretion to suspend dealings in the Shares; and

(b) if, at the close of the Offer, the Company has a Significant Public Float Shortfall, then:

(i) the Stock Exchange will add a designated marker to the stock name of the Shares; and

(ii) the Stock Exchange will cancel the listing of the Shares if the Company fails to re-comply with Rule 13.32B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

Therefore, it should be noted that upon close of the Offer, there may be insufficient public float of the Shares and the trading in the Shares may be suspended until sufficient public float exists for the Shares. The Company will make an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 13.32B of the Listing Rules in case less than 25% of the issued share capital of the Company will be held by the public upon the close of the Offer in accordance with Rule 13.33 of the Listing Rules. Appropriate steps will be taken to ensure public float will be restored as soon as possible after the close of the Offer.

Further announcement(s) regarding the restoration of public float will be made by the Company as and when appropriate.

It is the intention of the Offeror to maintain the listing of the Company on the Main Board following the close of the Offer. The sole director of the Offeror and the new Directors to be appointed (if any) will jointly and severally undertake to the Stock Exchange that if, at the close of the Offer, the Company fails to comply with the requirement of Rule 13.32B of the Listing Rules, they will take appropriate steps to ensure the Company's compliance with Rule 13.32B of the Listing Rules at the earliest possible moment.

DEALINGS DISCLOSURE

Under Rule 3.8 of the Takeovers Code, the respective associates (as defined in the Takeovers Code, including but not limited to persons who own or control 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or the Offeror) of the Company and of the Offeror are hereby reminded to disclose their dealings in any relevant securities of the Company pursuant to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

"Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of the offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any seven-day period is less than HK$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.''

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE

In accordance with Rule 2.1 of the Takeovers Code, the Company has established the Independent Board Committee comprising Mr. Kwok David, Mr. Chan Fong and Mr. Lee Pak Ming, being all the independent non-executive Directors, who have no direct or indirect interest in the Offer, to make a recommendation to the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to acceptance of the Offer.

APPOINTMENT OF THE INDEPENDENT FINANCIAL ADVISER

INCU Corporate Finance Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, has been appointed as the Independent Financial Adviser by the Company (with approval from the Independent Board Committee) to advise the Independent Board Committee in relation to the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code. The letter of advice from INCU to the Independent Board Committee in respect of the Offer will be included in the Composite Document to be despatched jointly by the Company and the Offeror to the Shareholders pursuant to the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the respective boards of director(s) of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document in accordance with the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document should be despatched within 21 days of the date of this joint announcement or such later date as may be permitted by the Takeovers Code and approved by the Executive and in compliance with the requirements of the Takeovers Code and other applicable regulations. It is expected that the Composite Document shall be despatched on or before 20 November 2026.

The Composite Document will contain, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer and accompanying therewith the acceptance and transfer form); (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders 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 other relevant information on the Offeror and the Group as required under the Takeovers Code.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 1:00 p.m. on 23 October 2026 pending the publication of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 2 November 2026.

WARNING

This joint announcement is made in compliance with the Takeovers Code for the purpose of, among other things, informing the Independent Shareholders of the Offer to be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee in respect of the Offer and the letter of advice from the Independent Financial Adviser to the Independent Board Committee.

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

DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context otherwise requires:

''acting in concert''	has the meaning ascribed to it in the Takeovers Code
''associate(s)''	has the meaning ascribed to it in the Takeovers Code
''Board''	the board of Directors
''Company''	Fameglow Holdings Limited, a limited liability company incorporated in the Cayman Islands, whose Shares are listed on the Main Board of the Stock Exchange (Stock code: 3774)
''Completion''	the completion of the Sale and Purchase Agreement which took place on 23 October 2026
''Composite Document''	the composite offer and response document in connection with the Offer to be jointly despatched by the Offeror and the Company to the Shareholders in accordance with the Takeovers Code
''connected person(s)''	has the meaning ascribed to it in the Listing Rules

''controlling shareholder(s)''	has the meaning ascribed to it in the Listing Rules
''Director(s)''	the director(s) of the Company from time to time
''Executive''	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
''GEM''	GEM operated by the Stock Exchange
''Get Nice''	Get Nice Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO, who (i) has granted the Loan Facility to the Offeror for its payment obligation under the Offer; and (ii) is one of the Joint Offer Agents to the Offeror in respect of the Offer
''Group''	the Company and its subsidiaries
''HK$''	Hong Kong dollars, the lawful currency of Hong Kong
''Hong Kong''	the Hong Kong Special Administrative Region of the PRC
''Independent Board Committee''	the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Kwok David, Mr. Chan Fong and Mr. Lee Pak Ming, which has been established in accordance with the Takeovers Code to advise the Independent Shareholders in respect of the Offer
''Independent Financial Adviser'' or ''INCU''	INCU Corporate Finance Limited, a licensed corporation to carry on business in Type 6 (advising on corporate finance) regulated activity as defined under the SFO, who is the independent financial adviser appointed with the approval by the Independent Board Committee to make a recommendation to the Independent Board Committee in relation to the Offer
''Independent Shareholders''	Shareholders other than the Offeror, Mr. Man and parties acting in concert with any of them
''Independent Third Party(ies)''	party(ies) independent of and not connected with the Company and its connected persons
''Joint Offer Agents''	Octal Capital and Get Nice, being the agents making the Offer for and on behalf of the Offeror

"Last Full Trading Day"	22 October 2026, being the last full trading day of the Shares on the Stock Exchange immediately prior to the suspension of trading in the Shares with effect from 1:00 p.m. on Friday, 23 October 2026, pending the publication of this joint announcement
"Last Trading Day"	23 October 2026, being the last trading day of the Shares on the Stock Exchange immediately prior to the suspension of trading in the Shares with effect from 1:00 p.m. on Friday, 23 October 2026, pending the publication of this joint announcement
"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
"Loan Facility"	the standby facility of up to HK$280,000,000 granted by Get Nice to the Offeror (including the arrangement of (i) a share charge of all the Sale Shares held by the Offeror upon Completion and all the Shares to be acquired and owned by the Offeror under the Offer in favour of Get Nice; and (ii) a subordination agreement (which primarily states that the Offeror is obliged to first repay all outstanding amount under the Loan Facility due to Get Nice as the lender before any repayment of shareholder's loans (if any)) executed by the Offeror and Mr. Man) to finance the consideration payable under the Offer
"Mr. Man"	Mr. Man Hoi Yuen (文海源), the sole shareholder of the Offeror
"Mr. Yip"	Mr. Yip Chun Kwok Danny, MH (葉振國), the Chairman of the Company and an executive Director
"Ms. Chen"	Ms. Chen Yujie (陳妤婕), the sole director of the Offeror
"Ms. Fu"	Ms. Fu Chi Ching (符芷晴), the Chief Executive Officer of the Company and an executive Director
"Octal Capital"	Octal Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO, who (i) is the financial adviser to the Offeror in respect of the Offer; and (ii) is one of the Joint Offer Agents to the Offeror in respect of the Offer
"Offer"	the unconditional mandatory cash offer to be made by the Joint Offer Agents for and on behalf of the Offeror to acquire all the Offer Shares pursuant to Rule 26.1 of the Takeovers Code

"Offer Price"	the price of HK$0.75 per Offer Share payable in cash by the Offeror on the terms of the Offer
"Offer Share(s)"	all the Shares in issue, other than those already owned by the Offeror, Mr. Man or parties acting in concert with any of them, being 352,720,000 Shares
"Offeror"	Sheng Zhan International Limited (昇展國際有限公司), a limited liability company incorporated in the British Virgin Islands, which is wholly owned by Mr. Man
"Overseas Shareholder(s)"	Shareholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
"PRC"	the People's Republic of China (for the purpose of this joint announcement, excluding Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan)
"Registrar"	Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong
"Sale and Purchase Agreement"	the sale and purchase agreement dated 23 October 2026 entered into by the Offeror, the Vendor and the Vendor Guarantors in relation to the Share Transfer
"Sale Share(s)"	466,200,000 Shares acquired by the Offeror pursuant to the Sale and Purchase Agreement, representing approximately 56.93% of the total issued share capital of the Company as at the date of this joint announcement
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Share Transfer"	the transfer of the Sale Shares by the Vendor to the Offeror pursuant to the terms and conditions of the Sale and Purchase Agreement
"Shareholder(s)"	holder(s) of Shares
"Significant Public Float Shortfall"	has the meaning ascribed to it in the Listing Rules
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	the Code on Takeovers and Mergers issued by the SFC in Hong Kong in force and as amended, supplemented or other modified from time to time
"Trading day"	a day on which the Stock Exchange is open for the business of dealings in securities
"Vendor"	Equal Joy Holdings Limited, a limited liability company incorporated in the British Virgin Islands, a controlling Shareholder holding approximately 56.93% of the issued share capital of the Company immediately prior to Completion, and is beneficially owned as to 50% by each of Mr. Yip and Ms. Fu
"Vendor Guarantors"	Mr. Yip and Ms. Fu
"%"	per cent.

By Order of the Board
SHENG ZHAN INTERNATIONAL LIMITED
Chen Yujie
Sole director

By Order of the Board
Fameglow Holdings Limited
Yip Chun Kwok Danny, MH
Chairman and Executive Director

Hong Kong, 30 October 2026

As at the date of this joint announcement, the Board comprises Mr. Yip Chun Kwok Danny, MH, Ms. Fu Chi Ching and Mr. Chung Cheuk Man as executive Directors and Mr. Kwok David, Mr. Chan Fong and Mr. Lee Pak Ming as 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 any information relating to the Offeror, Mr. Man and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those 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 statements in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Ms. Chen Yujie and the sole shareholder of the Offeror is Mr. Man Hoi Yuen.

The sole director of the Offeror and the sole shareholder of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Company, the Vendor and their respective associates and parties acting in concert with them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those 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 statements in this joint announcement misleading.

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