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Hong Kong Liye Group Co., Limited
香港立業集團有限公司
(Incorporated in Hong Kong with limited liability)

Peiport Holdings Ltd.
彼岸控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2885)

JOINT ANNOUNCEMENT

(1) COMPLETION OF THE SALE AND PURCHASE AGREEMENT BETWEEN THE OFFEROR AND THE VENDOR IN RELATION TO 70.0% OF THE TOTAL ISSUED SHARE CAPITAL OF THE COMPANY; AND (2) UNCONDITIONAL MANDATORY CASH OFFER BY SHENWAN HONGYUAN CAPITAL (H.K.) 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, ITS ULTIMATE BENEFICIAL OWNERS AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)

Financial Adviser to the Offeror

Shenwan Hongyuan Capital (H.K.) Limited

Independent Financial Adviser to the Independent Board Committee

Reference is made to the joint announcement dated 9 November 2026 issued by Hong Kong Liye Group Co., Limited (the "**Offeror**") and Peiport Holdings Ltd. (the "**Company**") in relation to, among other things, the Sale and Purchase Agreement and the Offer (the "**Joint Announcement**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

COMPLETION OF THE SALE AND PURCHASE AGREEMENT

The Offeror and the Company (which was informed of the Completion by the Vendor) are pleased to announce that all conditions precedent under the Sale and Purchase Agreement have been fulfilled and Completion took place on 16 November 2026 in accordance with the terms and conditions of the Sale and Purchase Agreement.

Pursuant to the Sale and Purchase Agreement, the Offeror purchased the Sale Shares, being 280,000,000 Shares, representing 70.0% of the total issued share capital of the Company as at the date of this joint announcement, for a total cash consideration of HK$233,800,000 (equivalent to HK$0.835 per Sale Share).

Immediately before Completion, none of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them were interested in any Shares. Immediately following Completion and as at the date of this joint announcement, (i) the Offeror, its ultimate beneficial owners and parties acting in concert with any of them were interested in an aggregate of 280,000,000 Shares, representing 70.0% of the total issued share capital of the Company as at the date of this joint announcement; and (ii) the Vendor held an aggregate of 20,000,000 Shares, representing 5.0% of the total issued share capital of the Company as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately upon Completion but before the Offer is made, assuming there is no change in the issued share capital of the Company from the date of this joint announcement:

Shareholders	**Immediately prior to Completion**		**Immediately upon Completion but before the Offer is made**	
	Number of Shares	*Approximate % of issued Shares*	*Number of Shares*	*Approximate % of issued Shares*
The Offeror, its ultimate beneficial owners and parties acting in concert with any of them[(1)]	—	—	280,000,000	70.0
The Vendor[(2)]	300,000,000	75.0	20,000,000	5.0
Public Shareholders	100,000,000	25.0	100,000,000	25.0
Total	400,000,000	100.0	400,000,000	100.0

Notes:

1. The Offeror is a company incorporated in Hong Kong with limited liability. As at the date of this joint announcement, the Offeror is wholly owned by Shenzhen Liye, which in turn is owned as to 99.9% and 0.1% by Mr. Lin and Ms. Zhong, respectively. Mr. Lin is the son of Ms. Zhong.

2. The Vendor is a company incorporated in the BVI with limited liability. As at the date of this joint announcement, the Vendor is owned as to 50%, 30% and 20% by Mr. Yeung Lun Ching (an executive Director), Ms. Wong Kwan Lik (an executive Director) and Mr. Yeung Chun Tai (an executive Director), respectively. Mr. Yeung Lun Ching and Ms. Wong Kwan Lik are spouses and are parents of Mr. Yeung Chun Tai. The directors of the Vendor are Mr. Yeung Lun Ching and Ms. Wong Kwan Lik.

3. As at the date of this joint announcement, save for Mr. Yeung Lun Ching, Ms. Wong Kwan Lik and Mr. Yeung Chun Tai, each being an executive Director and an ultimate beneficial owner of the Vendor, no other Director holds any interest in any Shares.

UNCONDITIONAL MANDATORY CASH OFFER

Following Completion, the Offeror is required under Rule 26.1 of the Takeovers Code to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror, its ultimate beneficial owners and parties acting in concert with any of them).

Shenwan Hongyuan will make, for and on behalf of the Offeror, the Offer in compliance with the Takeovers Code on the following basis:

Offer Price for each Offer Share ..... HK$0.835 in cash

The Offer will be unconditional in all respects and will not be subject to any minimum level of acceptance.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) further details of the Offer and the procedures for acceptance; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Offer; and (iii) the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Offer, together with the accompanying Form of Acceptance, is expected to be despatched to the Independent Shareholders on or before 30 November 2026. Further announcement will be made by the Offeror and the Company upon despatch of the Composite Document in accordance with the Takeovers Code.

WARNING

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. Shareholders are reminded to read the Composite Document, including the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offer, before deciding whether or not to accept the Offer.

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
Hong Kong Liye Group Co., Limited
Lin Li
Sole director

By order of the Board
Peiport Holdings Ltd.
Yeung Lun Ching
Chairman and Executive Director

Hong Kong, 16 November 2026

As at the date of this joint announcement, the executive Directors are Mr. Yeung Lun Ching, Ms. Wong Kwan Lik and Mr. Yeung Chun Tai, and the independent non-executive Directors are Mr. Niu Zhongjie, Ms. Yeung Hiu Fu Helen and Mr. Hou Min.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Lin Li.

As at the date of this joint announcement, the directors of Shenzhen Liye are Mr. Lin Li, Mr. Lin Cong and Ms. Zhong Juqing.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror, its ultimate beneficial owners 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 opinions expressed by the sole director of the Offeror and the directors of Shenzhen Liye) 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 sole director of the Offeror and the directors of Shenzhen Liye jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group and the Vendor) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors and the directors of the Vendor) 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.