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**EVER GENIUS INTERNATIONAL
GROUP LIMITED**

(天賦國際集團有限公司)

(Incorporated in the British Virgin Islands with limited liability)

Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2442)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO
MANDATORY UNCONDITIONAL CASH OFFER BY**



**FOR AND ON BEHALF OF EVER GENIUS INTERNATIONAL GROUP LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
EASY SMART GROUP HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE
ACQUIRED BY EVER GENIUS INTERNATIONAL GROUP LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to the joint announcements dated 2 December 2025 and the composite document dated 23 December 2025 (the “**Composite Document**”) jointly issued by Offeror and the Company on in relation to, among other things, the Sale and Purchase Agreement and the Offer. Unless the context requires otherwise, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among others, (i) the expected timetable of the Offer; (ii) a letter from Kingston Securities to the Independent Shareholders; (iii) a letter from the Board; (iv) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer; (v) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer; and (vi) the terms and procedures for acceptance of the Offer together with the Form of Acceptance, have been despatched to the Shareholders on 23 December 2025 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE OFFER

The timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to changes. Further announcement(s) will be made jointly by the Offeror and the Company in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all references to times and dates contained in this joint announcement refer to Hong Kong time and dates.

Event	Time & Date
Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (<i>Note 2</i>)	Tuesday, 23 December 2025
Offer open for acceptance (<i>Note 2</i>)	Tuesday, 23 December 2025
Closing Date (<i>Notes 3 and 6</i>)	Tuesday, 13 January 2026
Latest time and date for acceptance of the Offer on the Closing Date (<i>Notes 3, 4 and 6</i>)	4:00 p.m. on Tuesday, 13 January 2026
Announcement of the results of the Offer (or as to whether the Offer has been revised or extended) to be posted on the websites of the Stock Exchange.	No later than 7:00 p.m. on Tuesday, 13 January 2026
Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer on the Closing Date (<i>Notes 5 and 6</i>)	Thursday, 22 January 2026

Notes:

1. Dates and deadlines stated in the Composite Document and the Forms of Acceptance for events in the timetable are indicative only and may be extended or varied. Any changes to the expected timetable will be announced as appropriate. All times and dates refer to Hong Kong local time.
2. The Offer, which is unconditional in all respects, is open for acceptance on and from Tuesday, 23 December 2025, being the date of posting the Composite Document, and is capable of acceptance on and from the date until 4:00 p.m. on the Closing Date, unless the Offeror revise or extend the Offer in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “4. Right of Withdrawal” in Appendix I to the Composite Document.
3. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer will be at 4:00 p.m. on Tuesday, 13 January 2026 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the Offer, which will contain a statement that the Offer will remain open until further notice.
4. Beneficial owners of Shares who hold their Shares 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.
5. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of the Offer Shares for which the Offer is accepted) payable for the Shares tendered under the Offer will be posted to the accepting Shareholders by ordinary post at his/her/its own risk. Payment will be made as soon as possible, but in any event no later than 7 Business Days after the date of receipt of all relevant documents to render the acceptance complete and valid by the Registrar in accordance with the Takeovers Code.
6. If any severe weather condition is in force in Hong Kong:
 - (a) 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 and/or the latest date for despatch of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the latest date for despatch of remittance will remain on the same Business Day; or
 - (b) at any local time at or after 12:00 noon on the latest date for acceptance of the Offer and/or the latest date for despatch of remittances for the amount due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time at 12:00 noon and/or thereafter and the latest date for despatch of remittances will be next following Business Day which does not have any of those warnings in force at 12:00 noon and/or thereafter or such other days as the Executive may approve in accordance with the Takeovers Code.

For the purpose of the Composite Document, “severe weather” refers to the scenario where Typhoon Signal No. 8 or above, or a Black Rainstorm Warning (as issued by the Hong Kong Observatory), or the “Extreme Conditions” warning (as announced by the Hong Kong government) is/are in force in Hong Kong.

Save as mentioned above, if the latest time for the acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of joint announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

Upon receipt of the Composite Document and the accompanying Form of Acceptance, Shareholders are encouraged to read it carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the letter from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer.

Persons who are in doubt as to the action to be taken should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

Shareholders and potential investors of the Company are reminded to monitor the announcements to be made jointly by the Offeror and the Company in respect of the progress of the Offer and are advised to exercise caution when dealing in the Shares. If the Shareholders and potential investors of the Company are in any doubt about their position, they should consult their stockbroker, bank manager, solicitor or other professional advisers.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

By order of the Board of
Ever Genius International Group Limited
Chu Huafeng
Sole Director

By order of the Board of
Easy Smart Group Holdings Limited
Ng Wing Woon Dave
Chairman and Executive Director

Hong Kong, 23 December 2025

As at the date of this joint announcement, the sole director of the Offeror, the directors of Galaxy Equity Investment SPC and Ms. Yeung accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Company, the Vendor, the Vendor's Guarantor and the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that 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.

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Ng Wing Woon Dave and Mr. Ng Wing Shing; and three independent non-executive Directors, namely Mr. Lo Chi Wang, Prof. Pong Kam Keung and Ms. Cheng Shing Yan.

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 that 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.

In the event of any inconsistency, the English text of this announcement shall prevail over the Chinese text.