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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

(1) CLOSE OF 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);

(2) RESULTS OF THE OFFER;

(3) SETTLEMENT OF THE OFFER;

(4) PUBLIC FLOAT OF THE COMPANY;

AND

(5) CHANGE OF DIRECTORS

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



References are made to the composite offer and response document jointly issued by Ever Genius International Group Limited (the “**Offeror**”) and Easy Smart Group Holdings Limited (the “**Company**”) dated 23 December 2025 (the “**Composite Document**”) together with the accompanying form of acceptance (the “**Form of Acceptance**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 13 January 2026, and the Offer was not further revised or extended by the Offeror.

RESULTS OF THE OFFER

At 4:00 p.m. on Tuesday, 13 January 2026, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received one valid acceptance in respect of a total of one Offer Share under the Offer, representing approximately 0.000000245% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the one valid acceptance in respect of one Offer Share under the Offer at the Offer Price of HK\$0.7517 per Offer Share, the total consideration of the Offer is HK\$0.7517.

Remittances in respect of the cash consideration (after deducting the Hong Kong seller’s ad valorem stamp duty in respect of acceptance of the Offer) payable for the Offer Shares tendered under the Offer have been despatched to the Independent Shareholder accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than 7 business days (as defined in the Takeovers Code) after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code.

The latest date for posting of remittances for the amounts due in respect of valid acceptance received under the Offer is Thursday, 22 January 2026.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following the Completion on 21 November 2025 and before the commencement of the Offer Period on 2 December 2025, the Offeror and parties acting in concert with it, are interested in 306,000,000 Shares, representing 75% of the entire issued share capital of the Company.

Immediately following the close of the Offer, taking into account the one valid acceptance in respect of one Offer Share under the Offer, representing approximately 0.000000245% of the entire issued share capital of the Company as at the date of this joint announcement, and subject to the due registration by the Registrar of the transfer of the Offer Shares, the Offeror and parties acting in concert with it are interested in 306,000,001 Shares, representing approximately 75.000000245% of the entire 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 after Completion and before the commencement of the Offer; and (ii) immediately following the close of the Offer (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

Shareholders	Immediately after Completion and before the commencement of the Offer		Immediately following the close of the Offer and as at the date of this joint announcement (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed)	
	Number of Shares	% of issued Shares	Number of Shares	% of issued Shares
<i>Subtotal of the Offeror and parties acting in concert with it</i>	306,000,000 <i>(note)</i>	75.00	306,000,001	75.000000245
Public Shareholders	102,000,000	25.00	101,999,999	24.999999755
Total	408,000,000	100.00	408,000,000	100.00

Note: These Shares are directly held by the Offeror, which is a special purpose vehicle under a segregated portfolio of Galaxy Equity Investment SPC, which is controlled, advised and managed by Galaxy Equity Management Limited in its capacity as investment manager. Galaxy Equity Management Limited is wholly owned and controlled by Mr. Chu. By virtue of Part XV of the SFO, Mr. Chu is deemed to be interested in all the Shares held by the Offeror.

Save for the acquisition of the Sale Shares as disclosed in the shareholding table above, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any Shares or rights over Shares during the Offer Period and up to and including the date of this joint announcement; (ii) has acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period and up to and including the date of this joint announcement; nor (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares, an aggregate of 101,999,999 Shares, representing approximately 24.999999755% of the total 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).

In view of the above, and considering that the market value of the Company is below HK\$1,000,000,000, the minimum public float requirement of 25% as set out in Rule 13.32B(1) of the Listing Rules or the alternative threshold as set out in Rule 13.32B(2) of the Listing Rules is not satisfied. However, there is no significant public float shortfall as defined in Rule 13.32F of the Listing Rules.

As disclosed in the Composite Document, the sole director of the Offeror has undertaken and the new directors to be appointed to the Board would jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares following the close of the Offer. The steps that the Offeror may take including placing down or selling the Shares it acquired from the Offer to selected Independent Third Parties or in the market.

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. The Offeror and the Company will take appropriate steps to restore the required minimum public float as soon as possible following the close of the Offer. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate and in any event, within 15 business days from the date of this joint announcement, in accordance with the Listing Rules.

CHANGE OF DIRECTORS

Resignation of Director

The Board announces that with effect from the close of the Offer on 13 January 2026, Mr. Ng Wing Shing (“**Mr. Ng**”) has resigned as an executive Director of the Company.

The resignation of Mr. Ng was due to the change in control of the Company after Completion and the close of the Offer. Mr. Ng has confirmed that he has no disagreement with the Board and there are no matters in respect of his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its appreciation to Mr. Ng for his invaluable contributions to the Group during his tenure of office.

Appointment of Director

Following the resignation of Mr. Ng, the Board further announces that with effect from the close of the Offer on 13 January 2026, Mr. Qu Rong (瞿鎔) (“**Mr. Qu**”) has been appointed as an executive Director.

The biographical details of Mr. Qu are set out below:

Mr. Qu Rong, aged 37, has more than 15 years of experience in pharmaceutical industry investment and mergers and acquisitions in the PRC. Mr. Qu is currently an executive director of 中國泰壹國際投資控股集團有限公司 (China Taiyi International Investment Holding Group Co., Ltd.*) and 深圳泰壹投資有限公司 (Shenzhen Taiyi Investment Co., Ltd.*), and a director of 北京東方高聖控股股份有限公司 (Beijing Orient Gaosheng Holding Co., Ltd.*) since July 2024.

From June 2013 to June 2024, Mr. Qu held various senior positions at 北京東方高聖控股股份有限公司 (Beijing Orient Gaosheng Holding Co., Ltd.*) for 11 years, including pharmaceutical investment analyst, vice president, board secretary, general manager of the general management department, general manager of the pharmaceutical investment and mergers and acquisitions business, and managing partner. During this period, he led or participated in the establishment, investment and exit of multiple pharmaceutical investment and mergers and acquisitions funds.

Mr. Qu obtained a bachelor's degree in Business Administration (Industrial and Commercial Management) from 北京中醫藥大學 (Beijing University of Chinese Medicine*) in July 2011. He completed graduate courses in Finance (Corporate Finance and Investment and Financing direction) at 對外經濟貿易大學 (the University of International Business and Economics*) from December 2012 to January 2015. He obtained the 董事會秘書資格證書 (Board Secretary Qualification Certificate*) issued by the Shenzhen Stock Exchange in June 2016.

Mr. Qu will enter into a service agreement with the Company pursuant to which his initial term of service commences from 13 January 2026 for a term of two years, unless terminated by either party giving to the other not less than one month's notice in writing and in accordance with the terms of the service agreement and subject to the rotational retirement and re-election requirements at the general meetings of the Company pursuant to the articles of association of the Company (the “**Articles**”), or earlier determination in accordance with the Articles and/or any applicable laws and regulations. Mr. Qu will be entitled to a director's fee of RMB600,000 per annum and discretionary bonus, which are to be determined by the Board with reference to his yearly performance, qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks, which will be subject to review by the Remuneration Committee of the Board from time to time.

As at the date of this announcement, Mr. Qu does not have any interests in shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong). Save as disclosed above, as at the date of this announcement, Mr. Qu (i) does not hold other positions with the Company or the Group; (ii) has not hold (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iii) does not have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders of the Company.

Save as disclosed above, Mr. Qu confirmed that there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. The Board would like to extend its warmest welcome to Mr. Qu on his appointment.

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, 13 January 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Ng Wing Woon Dave and Mr. Qu Rong; 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.

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.

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