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**EVER GENIUS INTERNATIONAL EASY SMART GROUP HOLDINGS
GROUP LIMITED LIMITED**

(天賦國際集團有限公司)

*(Incorporated in the British Virgin Islands with
limited liability)*

(怡俊集團控股有限公司)

*(Incorporated in the Cayman Islands with
limited liability)*

(Stock Code: 2442)

JOINT ANNOUNCEMENT

**(1) THE SALE AND PURCHASE OF THE SHARES IN
EASY SMART GROUP HOLDINGS LIMITED;**

(2) COMPLETION OF THE SALE AND PURCHASE AGREEMENT;

(3) 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);

AND

(4) RESUMPTION OF TRADING

Financial Adviser to the Offeror



THE SALE AND PURCHASE AGREEMENT

The Board was notified by the Offeror that on 21 November 2025 (after trading hours), the Vendor as vendor, the Vendor's Guarantor as guarantor and the Offeror as purchaser entered into the Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the Sale Shares, being 306,000,000 Shares, representing 75% of the total issued share capital of the Company as at the date of this joint announcement, for a total cash consideration of HK\$230,000,000 (representing approximately HK\$0.7517 per Sale Share). Completion took place on the Completion Date, being 21 November 2025.

MANDATORY UNCONDITIONAL CASH OFFER

Immediately prior to Completion, none of the Offeror and parties acting in concert with it owns, control or has direction over any Share or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately following Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it are in aggregate interested in 306,000,000 Shares, representing 75% of the total issued share capital of the Company. Save for the above, none of the Offeror and the parties acting in concert with it was interested in any other Shares.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer for all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it.

Kingston Securities will make the Offer on behalf of the Offeror on the terms to be set out in the Composite Document to be issued in compliance with the Takeovers Code on the following terms:

Offer Price for each Offer Share HK\$0.7517 in cash

The Offer Price of HK\$0.7517 per Offer Share is the same as the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

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

As at the date of this joint announcement, the Company has 408,000,000 Shares in issue and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

Value of the Offer

Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.7517 per Offer Share, the total issued share capital of the Company is valued at HK\$306,693,600. The Offer will be made to the Independent Shareholders. As the Offeror and parties acting in concert with it hold in aggregate 306,000,000 Shares (representing 75% of the total issued share capital of the Company) immediately following Completion, 102,000,000 Shares (representing 25% of the total issued share capital of the Company) will be subject to the Offer. Based on the Offer Price of HK\$0.7517 per Offer Share, the consideration of the Offer would be HK\$76,673,400 in the event that the Offer is accepted in full. The Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer.

Confirmation of financial resources

The maximum amount of cash payable by the Offeror in respect of full acceptances of the Offer is HK\$76,673,400, assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offer.

The Offeror intends to finance the consideration payable by the Offeror under the Offer by the Loan Facility provided by Kingston Securities pursuant to Facility Agreement. The Offeror has entered into the Facility Agreement under which the Offeror is required to pledge all existing Shares held by the Offeror (including the Sale Shares) and all the Offer Shares that may be acquired by the Offeror pursuant to the Offer as collateral throughout the term of the Loan Facility.

Kingston Corporate Finance, the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration payable upon full acceptance of the Offer.

DESPATCH OF COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer; and (iv) the relevant Form(s) of Acceptance, will be despatched to the Shareholders within 21 days after the date of this joint announcement or such later date as the Executive may approve. Further announcement(s) will be made when the Composite Document is despatched.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 and Rule 2.8 of the Takeovers Code, the Independent Board Committee comprising all independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Lo Chi Wang, Prof. Pong Kam Keung and Ms. Cheng Shing Yan, has been established to advise the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

The Independent Financial Adviser will be appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer and, in particular, as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer. Further announcement(s) will be made by the Company upon the appointment of the Independent Financial Adviser. The advice of the Independent Financial Adviser and the recommendations of the Independent Board Committee will be included in the Composite Document to be despatched to the Shareholders.

TRADING HALT AND RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 1:01 p.m. on 21 November 2025 pending the release of this joint announcement. Application has been made by the Company for resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 3 December 2025.

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, 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 to the Independent Shareholders in respect of the Offer and the letter of advice from Independent Financial Adviser to the Independent Board Committee.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

The Board was notified by the Offeror that on 21 November 2025 (after trading hours), the Vendor as vendor, the Vendor's Guarantor as guarantor and the Offeror as purchaser entered into the Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the Sale Shares, being 306,000,000 Shares, representing 75% of the total issued share capital of the Company as at the date of this joint announcement, for a total cash consideration of HK\$230,000,000 (representing approximately HK\$0.7517 per Sale Share). Completion took place on the Completion Date, being 21 November 2025. Details of the Sale and Purchase Agreement are set out in the section headed "The Sale and Purchase Agreement" below in this joint announcement.

THE SALE AND PURCHASE AGREEMENT

Date

21 November 2025 (after trading hours)

Parties

- (i) Vendor: Lofty Profit Investments Limited;
- (ii) Vendor's Guarantor: Mr. Dave Ng;
- (iii) Purchaser: Ever Genius International Group Limited, being the Offeror

Immediately prior to the entering into of the Sale and Purchase Agreement, the Offeror, Mr. Chu and parties acting in concert with any of them are Independent Third Parties.

The Sale Shares

The Sale Shares comprise a total of 306,000,000 Shares, representing 75% of the total issued share capital of the Company as at the date of this joint announcement. The Sale Shares were acquired by the Offeror free from all encumbrances and together with all rights and benefits attached and accrued to them, including but not limited to all rights to any dividend or other distribution declared, made or paid, on or after the Completion Date.

Consideration for the Sale Shares

The Consideration for the sale and purchase of the Sale Shares under the Sale and Purchase Agreement shall be the aggregate sum of HK\$230,000,000, representing approximately HK\$0.7517 per Sale Share, which was agreed between the Offeror and the Vendor after arm's length negotiations, taking into account (i) the historical operating and financial performance of the Group; (ii) the Vendor is of the view that the Sale Shares represent 75% of the entire issued share capital of the Company, a controlling interest that would be impractical for the Vendor to sell on the open market in one time since the low trading volumes of the Shares; and (iii) certain premium to the net asset value per Share of HK\$0.5443 as at 30 June 2025.

The Consideration was fully settled by the Offeror by its internal resources, consisting of existing assets of the segregated portfolio of Galaxy Equity Investment SPC derived from (i) the realisation from time to time of its listed securities investments and (ii) investment funds provided by Set Castle.

Completion

Completion is not subject to any condition precedent. Completion took place on the Completion Date, being 21 November 2025.

MANDATORY UNCONDITIONAL CASH OFFER

The Offer

Immediately prior to Completion, none of the Offeror and parties acting in concert with it owns, control or has direction over any Share or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately upon Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it are in aggregate interested in 306,000,000 Shares, representing 75% of the total issued share capital of the Company. Save for the above, none of the Offeror and the parties acting in concert with it was interested in any other Shares.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer for all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it.

Kingston Securities will make the Offer on behalf of the Offeror on the terms to be set out in the Composite Document to be issued in compliance with the Takeovers Code on the following terms:

Offer Price for each Offer Share HK\$0.7517 in cash

The Offer Price of HK\$0.7517 per Offer Share is the same as the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

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

As at the date of this joint announcement, the Company has 408,000,000 Shares in issue and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.7517 per Offer Share, the total issued share capital of the Company is valued at HK\$306,693,600. The Offer will be made to the Independent Shareholders. As the Offeror and parties acting in concert with it hold in aggregate 306,000,000 Shares (representing 75% of the total issued share capital of the Company) immediately after Completion and as at the date of this joint announcement, 102,000,000 Shares (representing 25% of the total issued share capital of the Company) will be subject to the Offer. Based on the Offer Price of HK\$0.7517 per Offer Share, the consideration of the Offer would be HK\$76,673,400 in the event that the Offer is accepted in full. The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrance and together with all rights and benefits attached thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, that is, the date of despatch of the Composite Document.

The Company confirms that as at the date of this joint announcement, (i) it has not declared any dividend which is not yet paid; and (ii) it does not have any intention to declare or pay any future dividend or make other distributions prior to and including the date of closing of the Offer. If, after the date of this joint announcement, any dividend or other distribution is made or paid in respect of the Offer Shares, the Offeror will reduce the Offer Price by an amount equal to the gross amount of such dividend or other distribution receivable by the Independent Shareholders pursuant to Note 3 to Rule 26.3 and Note 11 to Rule 23.1 of the Takeovers Code. The Offer will be unconditional in all aspects when it is made.

The Offeror will not increase the Offer Price. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price and the Offeror does not reserve the right to increase the Offer Price.

Offer Price

The Offer Price of HK\$0.7517 per Offer Share is the same as the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

The Offer Price of HK\$0.7517 per Offer Share represents:

- a discount of approximately 84.40% to the closing price of HK\$4.82 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a discount of approximately 83.81% to the average closing price of approximately HK\$4.6420 per Share based on the daily closing prices as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- a discount of approximately 81.99% to the average closing price of approximately HK\$4.1740 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;
- a discount of approximately 77.80% to the average closing price of approximately HK\$3.3857 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day; and
- a premium of approximately 38.10% over the Group's audited consolidated net assets attributable to the Shareholders per Share of approximately HK\$0.5443 as at 30 June 2025 (based on a total of 408,000,000 Shares as at the date of this joint announcement and the Group's audited consolidated net assets attributable to the Shareholders of approximately HK\$222.057 million as at 30 June 2025).

Highest and lowest Share prices

During the six-month period immediately preceding the commencement of the Offer Period and up to the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$5.67 per Share on 19 November 2025, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$1.13 per Share on 21 May and 26 May 2025.

Value of the Offer

As at the date of this joint announcement, there are 408,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.7517 per Offer Share, the entire issued share capital of the Company would be valued at HK\$306,693,600.

Assuming that there is no change in the issued share capital of the Company before the Offer is closed, the aggregate value of the Offer is HK\$76,673,400 based on the Offer Price of HK\$0.7517 per Offer Share.

Confirmation of financial resources

The maximum amount of cash payable by the Offeror in respect of full acceptances of the Offer is HK\$76,673,400, assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offer.

The Offeror intends to finance the consideration payable by the Offeror under the Offer by the Loan Facility provided by Kingston Securities pursuant to Facility Agreement. The Offeror has entered into the Facility Agreement under which the Offeror is required to pledge all existing Shares held by the Offeror (including the Sale Shares) and all the Offer Shares that may be acquired by the Offeror pursuant to the Offer as collateral throughout the term of the Loan Facility.

Kingston Corporate Finance, the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration payable upon full acceptance of the Offer.

Effect of accepting the Offer

The Offer, if made, will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

Acceptance of the Offer by any Independent Shareholders will be deemed to constitute a warranty by such person that all the Shares sold by such person under the Offer are fully paid and free from all encumbrances and with all rights and benefits at any time accruing and attached to them, including the rights to receive all dividends and distributions declared, made or paid on or after the date on which the Offer is made, that is, the date of despatch of the Composite Document. Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Payment

Payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event no later than seven (7) business days (as defined in the Takeovers Code) after the date of receipt of a duly completed Form of Acceptance. Relevant documents evidencing title of the Offer Shares must be received by or on behalf of the Offeror to render such acceptance of the Offer complete and valid.

No fractions of a cent will be payable and the amount of the consideration payable to an Independent Shareholder who accepts the Offer will be rounded up to the nearest cent.

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).

Overseas Shareholders

As the Offer to persons not being 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 sole responsibility of the 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 the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdictions).

Any acceptance of the Offer by such Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror that the applicable local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

As at the date of this joint announcement, there is no Overseas Shareholder.

Taxation advice

The Independent 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, the Vendor, Kingston Securities, Kingston Corporate Finance and their respective ultimate beneficial owners, directors, 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 INTERESTS IN SECURITIES OF THE COMPANY

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

- (a) save for the 306,000,000 Sale Shares, none of the Offeror, its ultimate beneficial owners or parties acting in concert with any of them owned or had control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities;
- (b) save for the 306,000,000 Sale Shares, none of the Offeror, its ultimate beneficial owners or any person acting in concert with any of them had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities during the six (6) months prior to the Last Trading Day up to and including the date of this joint announcement;
- (c) save for the Sale and Purchase Agreement and the Facility Agreement, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;
- (d) there is no agreement or arrangement to which the Offeror, its ultimate beneficial owners or any person acting in concert with any of them, is a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (e) neither the Offeror, its ultimate beneficial owners or any person acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (f) neither the Offeror, its ultimate beneficial owners or any person acting in concert with any of them has received any irrevocable commitment to accept the Offer;
- (g) there is no agreement or arrangement in relation to outstanding derivative in respect of the securities in the Company which has been entered into by the Offeror, nor its ultimate beneficial owners or any person acting in concert with any of them;
- (h) other than the Consideration, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror, its ultimate beneficial owners or any parties acting in concert with any of them to the Vendor, its ultimate beneficial owner or any party acting in concert with any of them in connection with the sale and purchase of the Sale Shares under the Sale and Purchase Agreement;

- (i) save for the Sale and Purchase Agreement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror, Mr. Chu and any parties acting concert with any of them on the one hand, and the Vendor, Mr. Dave Ng and any parties acting in concert with any of them on the other hand; and
- (j) save for the Sale and Purchase Agreement, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder (including the Vendor) on one hand; and (ii) the Offeror and/or parties acting in concert with it, on the other hand.

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

INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands with limited liability and its issued shares have been listed on the Main Board of the Stock Exchange since 9 May 2023. The Group is a subcontractor principally engaged in passive fire protection works in Hong Kong. The Group focuses on the provision of passive fire protection and ancillary works. The passive fire protection works generally involve the design, selection, procurement and installation of appropriate materials and components in a building to reduce or prevent the spread and effects of fire, heat or smoke without requiring detection or activation upon detection. Examples of passive fire protection materials and components include fire rated boards, fire resistant paints and fire resistant plasters. Given the application of passive fire protection works may involve ancillary works, such as, metal works for supporting frame and fixings of the relevant passive fire protection materials and components, the Group will generally perform such works as part of the Group's services.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this joint announcement, the authorised share capital of the Company was HK\$50,000,000 divided into 5,000,000,000 ordinary shares, and there are 408,000,000 Shares in issue. The Company does not have any outstanding options, warrants or derivatives or other relevant securities in the Company (as defined in Note 4 to Rule 22 of the Takeovers Code).

The shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately following the Completion and as at the date of this joint announcement and are set forth as follows:

	Immediately prior to Completion		Immediately following Completion and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>% of the total issued Shares</i>	<i>Number of Shares</i>	<i>% of the total issued Shares</i>
The Offeror and parties acting in concert with it				
– Offeror	–	–	306,000,000	75.00
Sub-total	–	–	306,000,000	75.00
Vendor (<i>Note 1</i>)	306,000,000	75.00	–	–
Independent Shareholders	102,000,000	25.00	102,000,000	25.00
Total	408,000,000	100.00	408,000,000	100.00

Notes:

1. The Vendor is beneficially owned 100% by Mr. Dave Ng, who is the Chairman of the Board, the Chief Executive Officer and an executive Director of the Company, and the sole director of the Vendor.
2. Save for Mr. Dave Ng, no Director holds any relevant securities of the Company as at the date of this joint announcement.

FINANCIAL INFORMATION ON THE GROUP

Set out below is a summary of the unaudited consolidated financial results of the Group for the six months ended 31 December 2023 and 31 December 2024 as extracted from the interim report of the Company for the six months ended 31 December 2024 and the audited consolidated financial results of the Group for the financial years ended 30 June 2024 and 30 June 2025 as extracted from the annual report of the Company for the financial years ended 30 June 2025:

	For the six months ended or as at 31 December		For the year ended or as at 30 June	
	2023 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)	2024 HK\$'000 (audited)	2025 HK\$'000 (audited)
Total revenue	176,917	183,166	352,922	314,469
(Loss) Profit before taxation	29,962	2,408	42,980	(68)
(Loss) Profit and total comprehensive (expense) income for the year/period	24,675	2,235	35,826	(476)
Net assets	292,709	224,768	292,709	222,057

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in the British Virgin Islands on 13 November 2025 with limited liability. It is a special purpose vehicle under a segregated portfolio of Galaxy Equity Investment SPC.

Galaxy Equity Investment SPC was incorporated in the Cayman Islands on 9 December 2024 as an exempted company limited by shares and registered as a segregated portfolio company for an unlimited duration. It is registered with the Cayman Islands Monetary Authority as a private fund under the Private Funds Act (2021 Revision) of the Cayman Islands. As at the date of this joint announcement, the fund size is US\$40,000,000. The investment objective of the segregated portfolio is to maximise capital appreciation and investment return by investing in a wide range of instruments, including but not limited to fixed-income debt securities such as bonds, listed and unlisted equities, and equity-related instruments, and controlling stakes in companies listed on the Stock Exchange. It is controlled, advised and managed by Galaxy Equity Management Limited in its capacity as investment manager.

As at the date of this joint announcement, the authorised share capital of Galaxy Equity Investment SPC comprises one management share owned by Galaxy Equity Management Limited which carries voting rights, and 394,588 participating non-voting shares, all of which are owned by Set Castle, a passive investor. The ultimate beneficial owner of Set Castle is Ms. Yeung.

Ms. Yeung, holds a degree in Bachelor of Business Administration from University of Management & Technology and is an individual investor with a diversified investment portfolio that includes real estate in Hong Kong and overseas markets, listed securities primarily in Asia, and investments in private funds. Her investment in the segregated portfolio of Galaxy Equity Investment SPC was funded from her own internal resources, consisting of proceeds from the realisation from time to time of certain of her real estate and securities investments, together with her personal funds, and such investment was made solely in reliance on Mr. Chu's expertise and in response to a capital call made by the investment manager. She has no experience in the business conducted by the Group or the industries in which it operates. Ms. Yeung has confirmed that she has no intention, and will not, participate in the management or control of Galaxy Equity Investment SPC, the Offeror or the Company, and will remain a purely passive investor at all times.

Galaxy Equity Management Limited is a company incorporated in the British Virgin Islands and is registered as an approved investment manager under the Securities and Investment Business Act of the British Virgin Islands and the Investment Business (Approved Managers) Regulations of the British Virgin Islands. It is wholly owned and controlled by Mr. Chu, who, along with Ms. Chu Wenjuan, serves as a director.

Galaxy Equity Management Limited acts as the investment manager of Galaxy Equity Investment SPC (for its segregated portfolio) under an investment management agreement. It manages the portfolios on a fully discretionary basis and is authorised to deal with administrators, custodians, brokers, dealers and counterparties as it considers appropriate in performing its duties. Both Set Castle and Ms. Yeung (as passive investor) take no part in the control, investment decisions, strategy or day-to-day management of Galaxy Equity Investment SPC or the Offeror. The decision to pursue the Acquisition was made solely by Mr. Chu in his capacity as the person who controls the investment manager of Galaxy Equity Investment SPC.

Mr. Chu, as one of the directors of the Galaxy Equity Management Limited, is the key person responsible for making all operating and financial decision of Galaxy Equity Investment SPC. He holds a tertiary qualification in Economics Management and brings over 20 years of extensive experience in business operations and strategic project management in the manufacturing and real estate sectors. He has held senior executive and entrepreneurial leadership roles, including founding and successfully managing a diverse portfolio of business.

INTENTIONS OF THE OFFEROR REGARDING THE GROUP

Immediately following Completion, the Offeror and parties acting in concert with it became the controlling shareholder of the Company and are interested in 75% of the issued share capital of the Company.

The Offeror intends to continue the employment of the existing management and employees of the Group (except for a proposed change to the members of the Board at a time no earlier than permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate). The Offeror will, depending on the business operations and development of the Group in the future, constantly review the employee structure of the Group so as to meet the needs of the Group from time to time. The Offeror also intends to continue the existing principal business of the Group immediately following Completion. However, the Offeror also intends to review the operation and business activities of the Group to formulate a long-term business strategy for the Group. Subject to the results of such review, the Offeror may explore other business opportunities suitable for the Group and/or seek to expand the geographical coverage or offering type of the principal business of the Group.

Save for the Offeror's intention regarding the Group as set out above, (i) the Offeror has no intention to make material changes to the employment of the employees of the Group (except for a proposed change to the members of the Board at a time no earlier than permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate); (ii) the Offeror has no intention to dispose of or re-deploy the assets of the Group other than those in its ordinary and usual course of business; and (iii) as at the date of this joint announcement, no investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any assets or business into the Group.

As at the date of this announcement, the Offeror has not formulated any concrete or detailed plan for any acquisition of assets and/or business, and/or disposal of any assets and/or existing business of the Group.

The Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Listing Rules and the Takeovers Code or such later date as the Offeror considers to be appropriate. As at the date of this joint announcement, the Offeror has not identified any potential candidate to be appointed as new director(s) to the Board. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offer.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public at all times, or if the Stock Exchange believes that: (a) a false market exists or may exist in the trading of the Shares; or (b) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend dealings in the Shares.

The Offeror intends the Company to remain listed on the Stock Exchange. The Offeror and the new Director(s) to be appointed to the Board will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in Shares after the close of the Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Independent Board Committee

Pursuant to Rule 2.1 and Rule 2.8 of the Takeovers Code, the Independent Board Committee comprising all independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Lo Chi Wang, Prof. Pong Kam Keung and Ms. Cheng Shing Yan, has been established to advise the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

Independent Financial Adviser

The Independent Financial Adviser will be appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer and, in particular, as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer. Further announcement(s) will be made by the Company upon the appointment of the Independent Financial Adviser. The advice of the Independent Financial Adviser and the recommendations of the Independent Board Committee will be included in the Composite Document to be despatched to the Shareholders.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer; and (iv) the relevant Form(s) of Acceptance, will be despatched to the Shareholders within 21 days after the date of this joint announcement or such later date as the Executive may approve. Further announcement(s) will be made when the Composite Document is despatched.

The Independent Shareholders are encouraged to read the Composite Document carefully, including the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders and the recommendation from the Independent Board Committee to the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company or the Offeror (including persons holding 5% or more of a class of relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company or the Offeror) are reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

The full text of Note 11 of Rule 22 of the Takeovers Code is reproduced below pursuant to Rule 3.8 of the Takeovers Code:

“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 an 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 7 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.”

TRADING SUSPENSION AND RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 1:01 p.m. on 21 November 2025 pending the release of this joint announcement. Application has been made by the Company for resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 3 December 2025.

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, 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 to the Independent Shareholders in respect of the Offer and the letter of advice from Independent Financial Adviser to the Independent Board Committee.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisition”	the purchase of the Sale Shares by the Offeror from the Vendor in accordance with the terms and conditions of the Sale and Purchase Agreement
“acting in concert”	has the meaning given to it under the Takeovers Code
“associates”	has the meaning given to it under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“BVI”	the British Virgin Islands
“Company”	Easy Smart Group Holdings Limited (怡俊集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability whose ordinary shares are listed on the Main Board of the Stock Exchange (stock code: 2442)
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement
“Completion Date”	the date on which Completion took place, being 21 November 2025

“Composite Document”	the composite offer and response document to be jointly issued by the Offeror and the Company to the Shareholders in connection with the Offer in compliance with the Takeovers Code containing, among other things, details of the Offer (accompanied by the forms of acceptance and transfer) and the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser of the Company
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consideration”	the amount of HK\$230,000,000, being consideration payable by the Offeror to the Vendor or the Vendor’s nominee as may be directed by the Vendor for the acquisition of the Sale Shares
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate for the time being of the Executive Director
“Facility Agreement”	the loan facility agreement dated 21 November 2025 entered into by Kingston Securities as the lender, the Offeror as the borrower and Mr. Chu as guarantor in relation to a guaranteed and secured loan facility, which is secured by all existing Shares owned by the Offeror, the Sale Shares and the Offer Shares to be acquired by the Offeror under the Offer (if any), in the principal amount of up to HK\$78,000,000 for financing the settlement of the consideration payable by the Offeror pursuant to the Offer
“Form(s) of Acceptance”	the form of acceptance and transfer in respect of the Offer accompanying the Composite Document
“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”	an independent committee of the Board comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer, has been established for the purpose of advising the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer
“Independent Financial Adviser”	the independent financial adviser to be appointed for the purpose of advising the Independent Board Committee and the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer
“Independent Third Party(ies)”	party(ies) independent of and not connected with the Company and its connected persons
“Independent Shareholder(s)”	holder(s) of Share(s) other than the Offeror and parties acting in concert with it
“Kingston Corporate Finance”	Kingston Corporate Finance Limited, a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the financial adviser to the Offeror in respect of the Offer
“Kingston Securities”	Kingston Securities Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) regulated activity under the SFO, being the agent making the Offer for and on behalf of the Offeror
“Last Trading Day”	21 November 2025, being the last trading day of the Shares prior to their suspension in trading on the Stock Exchange pending the publication of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Loan Facility”	the loan facility granted by Kingston Securities as lender to the Offeror as borrower in an aggregate amount of up to HK\$78,000,000 for the financing of the Offer in accordance with the Facility Agreement
“Main Board”	the main board maintained and operated by the Stock Exchange

“Mr. Chu”	Mr. Chu Huafeng, the ultimate beneficial owner and one of the directors of Galaxy Equity Management Limited, which is the investment manager of the Offeror
“Mr. Dave Ng”	Mr. Ng Wing Woon Dave (吳榮煥), who held 306,000,000 Shares, representing 75% of the total number of issued Shares immediately prior to Completion, is the Vendor’s Guarantor, the Chairman of the Board, the Chief Executive Officer and an executive Director of the Company
“Ms. Yeung”	Ms. Yeung Olivia, the ultimate beneficial owner and the sole director of Set Castle
“Offer”	the mandatory unconditional cash offer to be made by Kingston Securities, on behalf of the Offeror, to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it subject to the conditions summarised in this joint announcement and in accordance with the Takeovers Code
“Offer Period”	has the meaning ascribed to it under the Takeovers Code which commences from the date of this joint announcement and ends on the date on which the Offer closes or lapses
“Offer Price”	the price of HK\$0.7517 payable by the Offeror for each Offer Share
“Offer Share(s)”	all of the issued Share(s), other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it
“Offeror”	Ever Genius International Group Limited (天賦國際集團有限公司), a company incorporated in the BVI with limited liability, being the purchaser under the Sale and Purchase Agreement
“Overseas Shareholder”	Independent Shareholder(s) whose address(es), as shown on the register of members of the Company is/are outside Hong Kong, and “Overseas Shareholder” shall be construed accordingly
“PRC”	the People’s Republic of China, which, for the purpose of this joint announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Sale and Purchase Agreement”	the agreement for the sale and purchase of the Sale Shares dated 21 November 2025 and entered into among the Vendor, the Vendor’s Guarantor and the Offeror in relation to the sale and purchase of the Sale Shares
“Sale Shares”	the 306,000,000 Shares sold by the Vendor and acquired by the Offeror pursuant to the terms and conditions of the Sale and Purchase Agreement, representing 75% of the entire issued share capital of the Company as at the date of this joint announcement
“Set Castle”	Set Castle Limited, a company incorporate in the British Virgin Islands with limited liability, being the sole non-voting participating shareholder and passive investor of Galaxy Equity Investment SPC
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
“Vendor”	Lofty Profit Investments Limited (鼎潤投資有限公司), a company incorporated in the BVI with limited liability, being the Vendor under the Sale and Purchase Agreement. Lofty Profit Investments Limited is ultimately beneficially owned 100% by Mr. Dave Ng
“Vendor’s Guarantor”	Mr. Dave Ng

“%”

per cent.

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, 2 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 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.