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安能ane 

ANE (Cayman) Inc.

安能物流集團有限公司

CELESTIA BIDCO LIMITED

(A company incorporated in the Cayman Islands with limited liability)

(A company incorporated in the Cayman Islands with limited liability)

(Stock code: 9956)

**JOINT ANNOUNCEMENT
SANCTION OF THE SCHEME BY THE GRAND COURT**

IN RELATION TO

**(1) PROPOSAL FOR THE DELISTING OF
ANE (CAYMAN) INC. BY CELESTIA BIDCO LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT UNDER
SECTION 86 OF THE COMPANIES ACT**

**(2) OPTION OFFER AND RSU OFFER TO CANCEL ALL OUTSTANDING
SHARE OPTIONS AND RSUS**

(3) PROPOSED WITHDRAWAL OF LISTING

AND

(4) SPECIAL DEALS

Financial Adviser to the Offeror

J.P.Morgan

Independent Financial Adviser to the Independent Board Committee

ANGLO CHINESE 
CORPORATE FINANCE, LIMITED

INTRODUCTION

References are made to (i) the composite scheme document dated 18 December 2025 jointly issued by Celestia BidCo Limited (the “**Offeror**”) and ANE (Cayman) Inc. (the “**Company**”) in relation to, among other things, the Proposal, the Scheme, the Option Offer, the RSU Offer and the Special Deals (the “**Scheme Document**”); and (ii) the announcement dated 9 January 2026 jointly issued by the Offeror and the Company in relation to, among other things, the results of the Court Meeting and the EGM. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

SANCTION OF THE SCHEME BY THE GRAND COURT

The Scheme was sanctioned (without modification) by the Grand Court on Friday, 30 January 2026 (Cayman Islands time).

UPDATE ON CONDITIONS OF THE PROPOSAL AND THE SCHEME

As at the date of this announcement, the implementation of the Proposal and the Scheme are still subject to the fulfilment (or, where applicable, the waiver) of Conditions (d) and (f) to (j) as set out in the section headed “*5. Conditions to the Proposal and the Scheme*” in Part VII — Explanatory Memorandum of the Scheme Document, and therefore the Proposal may or may not be implemented and the Scheme may or may not become effective.

Set out below are further details of Conditions (d) and (f) to (j):

- (d) the Grand Court’s sanction of the Scheme (with or without modifications) and the delivery to the Registrar of Companies in the Cayman Islands of a copy of the order of the Grand Court for registration;
- (f) all necessary authorisations, registrations, filings, rulings, consents, opinions, permissions and approvals in connection with the Proposal having been obtained from, given by or made with (as the case may be) the Relevant Authorities, in the Cayman Islands, Hong Kong and any other relevant jurisdictions;
- (g) all necessary authorisations, registrations, filings, rulings, consents, opinions, permissions and approvals in connection with the Proposal remaining in full force and effect without variation, and all necessary statutory or regulatory obligations in all relevant jurisdictions having been complied with and no requirement having been imposed by any Relevant Authorities which is not expressly provided for, or is in addition to requirements expressly provided for, in relevant laws, rules, regulations or codes in connection with the Proposal or any matters, documents (including circulars) or things relating thereto, in each aforesaid case up to and at the time when the Scheme becomes effective;
- (h) all necessary consents which may be required for the implementation of the Proposal and the Scheme under any existing contractual obligations of the Company having been obtained or waived by the relevant party(ies), where any failure to obtain such consent or waiver would have a material adverse effect on the business of the Group;

- (i) no government, governmental, quasi-governmental, statutory or regulatory body, court or agency in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry or enacted, made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order that would make the Proposal or the Scheme or its implementation in accordance with its terms void, unenforceable, illegal or impracticable (or which would impose any material and adverse conditions or obligations with respect to the Proposal or the Scheme or its implementation in accordance with its terms), other than such actions, proceedings, suits, investigations or enquiries as would not have a material adverse effect on the legal ability of the Offeror to proceed with the Proposal or the Scheme; and
- (j) between the date of the Announcement up to immediately prior to the time when the Scheme becomes effective, there having been no adverse change in the business, assets, financial or trading positions, profits or prospects of any member of the Group (to an extent which is material in the context of the Group taken as a whole or in the context of the Proposal).

A copy of the order of the Grand Court sanctioning the Scheme is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, 5 February 2026 (Cayman Islands time), whereupon Condition (d) will be fulfilled.

As at the date of this announcement, save for Conditions (d) and (f) to (j) as set out above, all of the Conditions as set out in the section headed “5. *Conditions to the Proposal and the Scheme*” in Part VII — Explanatory Memorandum of the Scheme Document have been fulfilled.

EXPECTED EFFECTIVE DATE OF THE SCHEME, THE SCHEME RECORD DATE, THE OPTION OFFER RECORD DATE AND THE RSU OFFER RECORD DATE

Subject to the fulfilment or waiver (as applicable) of the outstanding Conditions, it is expected that the Scheme will become effective on Thursday, 5 February 2026 (Cayman Islands time). A further announcement will be made when the Scheme has become effective.

The Option Offer and the RSU Offer are conditional upon the Scheme becoming effective. The Option Offer and the RSU Offer will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

The Scheme Record Date for determining the entitlements of the Scheme Shareholders under the Scheme, the Option Offer Record Date for determining entitlements of the Optionholders under the Option Offer, and the RSU Offer Record Date for determining entitlements of the RSU-holders under the RSU Offer was on Thursday, 29 January 2026.

EXPECTED DATE OF WITHDRAWAL OF LISTING OF THE SHARES

The Company has applied to the Stock Exchange, and the Stock Exchange has granted its approval, for the withdrawal of the listing of the Shares from the Main Board of the Stock Exchange with effect from 4:00 p.m. on Monday, 9 February 2026, subject to the Scheme becoming effective.

EXPECTED TIMETABLE

The expected timetable of the Proposal set out below is indicative only and is subject to change. Further announcement(s) will be made if there is any change to the following expected timetable. Unless otherwise specified, all times and dates refer to Hong Kong local dates and times.

**Hong Kong time
(unless otherwise specified)**

Election Time (being latest time for lodging the
Election Form for election of the Cash Alternative or
the Share Alternative or a combination of both) ^(Note 1) 4:30 p.m. on
Monday, 2 February 2026

Effective Date ^(Note 2) Thursday, 5 February 2026
(Cayman Islands time)

Option Offer and RSU Offer becoming unconditional. Thursday, 5 February 2026
(Cayman Islands time)

Announcement of the Effective Date, the withdrawal
of the listing of the Shares on the Stock Exchange and
the results of the Option Offer and the RSU Offer no later than 8:30 a.m. on
Friday, 6 February 2026

Expected withdrawal of the listing of Shares on the
Stock Exchange becoming effective 4:00 p.m. on
Monday, 9 February 2026

Latest time to (i) despatch cheques for cash payment
or physical certificates for the TopCo Class A Shares
under the Scheme, (ii) make electronic bank transfer for
cash payment for valid acceptances under the Option Offer
in respect of all Share Options (other than the Excluded Share
Options) that have vested on or before the Scheme Record Date
(but remain unexercised on the Scheme Record Date), and
(iii) make electronic bank transfer for cash payment for
valid acceptances under the RSU Offer in respect of all
RSUs that have vested on or before the Scheme Record
Date but the corresponding Shares have not been transferred
to the underlying RSU-holders or otherwise held by the 2023
Scheme Trustee on trust for the underlying RSU-holders as at
the Scheme Record Date ^(Note 3) on or before
Monday, 16 February 2026

Notes:

1. The Election Form, duly completed in accordance with the instructions thereon, must be lodged with the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than the time and date stated above (or such later time and/or date as may be notified through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange), failing which an Election Form shall not be treated as valid and the Shareholders purporting to make the election shall not, for any purpose, be entitled to receive the Share Alternative but shall instead receive the Cash Alternative if the Scheme becomes effective. Any election of the Share Alternative by a Scheme Shareholder should also be accompanied by such KYC Documents of the Scheme Shareholder as set out in the section headed “3. Terms of the Proposal – Share Alternative – Election by Registered Owners” in Part VII – Explanatory Memorandum of the Scheme Document or such additional evidence or documents as may be required by the Offeror, failing which such election shall not be valid and the Scheme Shareholder will instead receive the Cash Alternative if the Scheme becomes effective.

2. The Scheme shall become effective upon all the Conditions set out in the section headed “5. *Conditions to the Proposal and the Scheme*” in Part VII – Explanatory Memorandum of the Scheme Document having been fulfilled or (to the extent permitted) waived (as the case may be).
3. Cheques for the cash payment in respect of the Cash Alternative or physical certificates for TopCo Class A Shares in respect of the Share Alternative will be sent as soon as possible but in any event no later than seven (7) Business Days after the Effective Date by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses or, in the case of joint holders, to the registered address of that joint holder whose name stands first in such registers in respect of the joint holding.

The aggregate Cancellation Consideration in the form of cash payment in respect of the Shares held by the EIP Trustee, the 2022 Scheme Trustees and 2023 Scheme Trustee on the Scheme Record Date (other than the Rollover Shares held by the EIP Trustee) shall be paid by the Offeror to the EIP Trustee, the 2022 Scheme Trustees and the 2023 Scheme Trustee within seven (7) Business Days after the Effective Date, after which: (a) the EIP Trustee will then pay the Cancellation Consideration to the holders of vested share awards in respect of which the underlying Shares have not been transferred to such holders as at the Scheme Record Date; (b) the 2022 Scheme Trustees will then return to the Company any excess amount of the aggregate Cancellation Consideration received by the 2022 Scheme Trustees that corresponds to the number of Shares held by it to be used to satisfy future grants of share awards, upon termination of the 2022 Share Award Scheme as soon as reasonably practicable after the Effective Date; and (c) the 2023 Scheme Trustee will then (i) pay the “see-through” price (being the Cash Alternative minus the relevant exercise price of the Excluded Share Options) to the holders of the Excluded Share Options, (ii) pay the Cancellation Consideration to the holders of vested RSUs in respect of which the underlying Shares have not been transferred to such holders, and (iii) any excess amount representing the exercise price of the Excluded Share Options will be returned to the Company upon termination of the 2023 Share Incentive Scheme as soon as reasonably practicable after the Effective Date.

Electronic bank transfers for cash payments under the Option Offer in respect of validly completed Option Offer Forms of Acceptance received before 4:30 p.m. on Thursday, 29 January 2026 for all Share Options (other than the Excluded Share Options) that have vested on or before the Scheme Record Date (but remain unexercised on the Scheme Record Date) will be made to the Optionholders within seven (7) Business Days following the Effective Date. Payment will be made by electronic bank transfer into bank accounts as customarily used by the Optionholders to receive other compensation from the Group. Cash payments under the Option Offer in respect of validly completed Option Offer Forms of Acceptance for all Share Options that remain unvested on the Scheme Record Date will be paid by the Company by electronic bank transfer into bank accounts as customarily used by the Optionholders to receive other compensation from the Group, on a staggered basis in accordance with their existing vesting schedules, provided that (i) the relevant Optionholder remains an employee of the Group on the relevant vesting date(s), or (ii) the relevant Optionholder has ceased to be an employee of the Group as a Good Leaver, in which case such Optionholder would be entitled to full payment of the Option Offer Price even though he is no longer employed by the Group on the relevant vesting date(s). For the avoidance of doubt, any Optionholder who has ceased to be an employee of the Group on the relevant vesting date(s) as a Bad Leaver or who has voluntarily resigned from his position with the Group prior to the relevant vesting date(s) will not be entitled to the Option Offer Price, even if such Optionholder has accepted the Option Offer. The Offeror has applied to the Executive for a waiver from strict compliance with Rule 20.1 of the Takeovers Code in relation to settlement of the Option Offer Price payable for the Share Options that remain unvested on the Scheme Record Date, and the waiver has been granted.

Electronic bank transfers for cash payments under the RSU Offer in respect of validly completed RSU Offer Forms of Acceptance received before 4:30 p.m. on Thursday, 29 January 2026 for all RSUs that have vested on or before the Scheme Record Date but the corresponding Shares have not been transferred to the underlying RSU-holders or otherwise held by the 2023 Scheme Trustee on trust for the underlying RSU-holders as at the RSU Offer Record Date will be made to the RSU-holders within seven (7) Business Days following the Effective Date. Payment will be made by electronic bank transfer into bank accounts as customarily used by the RSU-holders to receive other compensation from the Group. Cash payments under the RSU Offer in respect of validly completed RSU Offer Forms of Acceptance for all RSUs that remain unvested on the Scheme Record Date will be paid by the Company by electronic bank transfer into bank accounts as customarily used by the RSU-holders to receive other compensation from the Group, on a staggered basis in accordance with their existing vesting schedule, provided that (i) the relevant RSU-holder remains an employee of the Group on the relevant vesting date(s), or (ii) the relevant RSU-holder has ceased to be an employee of the Group as a Good Leaver, in which case such RSU-holder would be entitled to full payment of the RSU Offer Price even though he is no longer employed by the Group on the relevant vesting date(s). For the avoidance of doubt, any RSU-holder who has ceased to be an employee of the Group on the relevant vesting date(s) as a Bad Leaver or who has voluntarily resigned from his position with the Group prior to the relevant vesting date(s) will not be entitled to the RSU Offer Price, even if such RSU-holder has accepted the RSU Offer. The Offeror has applied to the Executive for a waiver from strict compliance with Rule 20.1 of the Takeovers Code in relation to settlement of the RSU Offer Price payable for the RSUs that remain unvested on the Scheme Record Date, and the waiver has been granted.

All such aforementioned cheques or share certificates will be posted at the risk of the person(s) entitled thereto and none of the Offeror, the Offeror Concert Parties, the Company, J.P. Morgan, the Independent Financial Adviser, the Share Registrar or the share registrar of TopCo, or their respective nominees, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal will be responsible or liable for any loss or delay in receipt.

If there is a tropical cyclone warning signal No. 8 or above, a “black” rainstorm warning issued by the Hong Kong Observatory, or an extreme conditions warning announced by the Government of Hong Kong:

- (a) in force in Hong Kong before 12:00 noon and no longer in force at or after 12:00 noon on the latest date for despatching cheques for the cash payment in respect of the Cash Alternative or physical certificates for the TopCo Class A Shares in respect of the Share Alternative by ordinary post, such date will remain on the same Business Day; or
- (b) in force in Hong Kong at 12:00 noon and/or thereafter on the latest date for despatching cheques for the cash payment in respect of the Cash Alternative or physical certificates for the TopCo Class A Shares in respect of the Share Alternative by ordinary post, such date will be rescheduled to the following Business Day which will not have any of such warnings or conditions in force in Hong Kong at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

WARNING

Shareholders, Optionholders, RSU-holders and/or potential investors of the Company should be aware that the implementation of the Proposal will only become effective after all of the Conditions being satisfied or waived (as applicable) and thus the Proposal may or may not be implemented, the Scheme may or may not become effective, and the Option Offer and the RSU Offer may or may not be implemented. Shareholders, Optionholders, RSU-holders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By Order of the board of
Celestia BidCo Limited
Mr. Chen Weihao
Director

By Order of the board of
ANE (Cayman) Inc.
Ms. Sha Sha
Director

Hong Kong, 2 February 2026

As at the date of this announcement, the Board comprises Mr. Qin Xinghua and Mr. Jin Yun as executive Directors; Mr. Chen Weihao, Mr. Zhang Yinghao and Mr. Wei Bin as non-executive Directors; and Mr. Li Wilson Wei, Mr. Geh George Shalchu, Ms. Sha Sha and Mr. Hung Cheung Fuk as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to TopCo, HoldCo, the Offeror, the Centurium Entities and the Equity Investor Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the sole director of the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the sole director of the Offeror is Mr. Chen Weihao.

The sole director of the Offeror and Mr. Li Hui jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to TopCo, HoldCo and the Offeror and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the sole director of the Offeror (other than those expressed by him in his capacity as a Director) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the directors of Advance Step are Mr. Chan Fai Hung and Mr. Liu Jun.

The directors of Advance Step and Mr. Li Hui jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Centurium Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of Advance Step have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the directors of Centurium Fund Entity are Mr. Fai Hung Chan and Mr. Liu Jun.

The directors of Centurium Fund Entity and Mr. Li Hui jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Centurium Fund Entity and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of Centurium Fund Entity have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the directors of Temasek are Yibing Wu and Tan Sin Oon, Gregory.

The directors of Temasek jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Temasek and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of Temasek have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the directors of True Light are Ang Xue'e, Yeo Chee Kian, and Leow Li San, Serene.

The directors of True Light jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to True Light and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of True Light have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.