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CELESTIA BIDCO LIMITED

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

安能ane 

ANE (Cayman) Inc.

安能物流集團有限公司

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

(Stock code: 9956)

JOINT ANNOUNCEMENT

**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**

(1) EFFECTIVE DATE OF THE SCHEME

**(2) THE OPTION OFFER AND THE RSU OFFER BECOMING
UNCONDITIONAL**

(3) RESULTS OF THE OPTION OFFER AND THE RSU OFFER

(4) WITHDRAWAL OF LISTING

AND

**(5) DELIVERY OF CHEQUES AND SHARE CERTIFICATES
UNDER THE SCHEME
AND PAYMENTS UNDER THE OPTION OFFER AND
THE RSU OFFER**

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**”); (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; and (iii) the announcement dated 2 February 2026 jointly issued by the Company and the Offeror in relation to the sanction of the Scheme by the Grand Court. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

EFFECTIVE DATE OF THE SCHEME

The Scheme was sanctioned without modification by the Grand Court on Friday, 30 January 2026 (Cayman Islands time). A copy of the order of the Grand Court sanctioning the Scheme was delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, 5 February 2026 (Cayman Islands time).

As at the date of this announcement, all of the Conditions to the Proposal and the Scheme as set out in the section headed “*5. Conditions to the Proposal and the Scheme*” in Part VII — Explanatory Memorandum of the Scheme Document were fulfilled and the Scheme became effective in accordance with its terms on Thursday, 5 February 2026 (Cayman Islands time).

OPTION OFFER AND RSU OFFER BECOMING UNCONDITIONAL

The Option Offer and the RSU Offer are conditional upon the Scheme becoming effective. Accordingly, the Option Offer and the RSU Offer became unconditional on Thursday, 5 February 2026 (Cayman Islands time).

In respect of Share Options (vested or unvested and for the avoidance of doubt, including the Excluded Share Options) that have not been accepted in the Option Offer or exercised on the Scheme Record Date and RSUs (vested or unvested) that have not been accepted in the RSU Offer, they lapsed automatically on the Scheme Record Date.

RESULTS OF THE OPTION OFFER AND THE RSU OFFER

As at 4:30 p.m. on Thursday, 29 January 2026, being the latest time and date for lodging the Option Offer Form of Acceptance, valid acceptances of the Option Offer had been received in respect of 31,530,073 Share Options, which in aggregate represent 100% of the total number of Share Options (excluding the Excluded Share Options) as at the Option Offer Record Date.

As at 4:30 p.m. on Thursday, 29 January 2026, being the latest time and date for lodging the RSU Offer Form of Acceptance, valid acceptances of the RSU Offer had been received in respect of 26,560,041 RSUs, which in aggregate represent 100% of the total number of RSUs as at the RSU Offer Record Date.

RESULTS OF ELECTION OF THE CANCELLATION CONSIDERATION AND IMPLEMENTATION OF THE PRO RATA DOWNWARD ADJUSTMENT MECHANISM

As at the Election Time, i.e. 4:30 p.m. on Monday, 2 February 2026 (Hong Kong time), being the latest time by which the Registered Owner may lodge the Election Form for election of the Cash Alternative or the Share Alternative or a combination of both with the Share Registrar, the Offeror had received valid elections from the Scheme Shareholders for the Share Alternative in respect of a total of 103,082,280 Scheme Shares, representing approximately 8.80% of the total number of Scheme Shares and approximately 8.74% of the total number of issued Shares (excluding Treasury Shares) as at the Scheme Record Date, which exceed the Share Alternative Cap of 58,806,553 Scheme Shares.

As set out in the section headed “3. TERMS OF THE PROPOSAL – Share Alternative – Share Alternative Cap” in Part VII – Explanatory Memorandum of the Scheme Document, in the event that the total number of Scheme Shares, in respect of which valid elections for the Share Alternative have been received by the Offeror, exceeds the Share Alternative Cap, the number of Scheme Shares, in respect of which valid elections for the Share Alternative have been made, that will be cancelled in exchange for the Share Alternative as Cancellation Consideration, for each Share Alternative Electing Shareholder shall be reduced on a pro rata basis pursuant to the Pro Rata Downward Adjustment Mechanism set out below, and the Cancellation Consideration for the remaining portion of such Share Alternative Electing Shareholder’s Scheme Shares will be in the form of the Cash Alternative.

- (a) The number of Scheme Shares of each Share Alternative Electing Shareholder, in respect of which valid election for the Share Alternative has been made, that will be cancelled in exchange for TopCo Class A Shares under the Share Alternative shall be calculated as follows:

$$NS = \frac{A}{B} \times C$$

“NS” = number of Scheme Shares of a Share Alternative Electing Shareholder, in respect of which valid election for the Share Alternative has been made, that will be cancelled in exchange for the Share Alternative

“A” = Share Alternative Cap (being 58,806,553 Scheme Shares)

“B” = aggregate number of Scheme Shares of all Share Alternative Electing Shareholders, in respect of which valid elections for the Share Alternative have been made

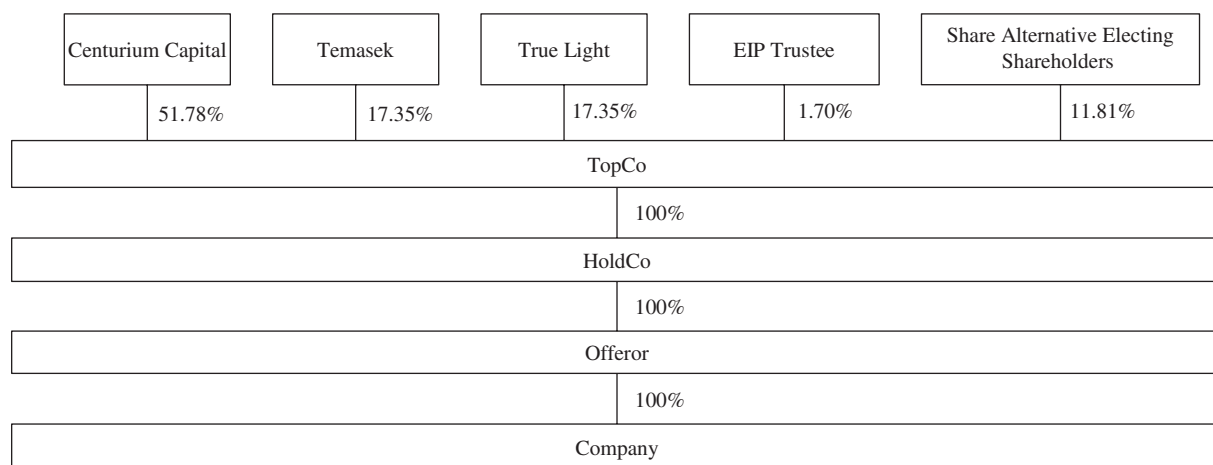
“C” = total number of Scheme Shares held by the relevant Share Alternative Electing Shareholder, in respect of which valid election for the Share Alternative has been made

- (b) the remaining number of Scheme Shares, in respect of which valid election for the Share Alternative has been made by such Share Alternative Electing Shareholder, shall be cancelled in exchange for the Cash Alternative as Cancellation Consideration.

No fractions of a TopCo Class A Share or a cent will be issued or paid, respectively, and the number of TopCo Class A Shares issuable to a Scheme Shareholder who validly elects the Share Alternative will be rounded down to the nearest TopCo Class A Share, whilst payments in cash, if any, will be rounded up to the nearest cent.

As a result of the implementation of the Pro Rata Downward Adjustment Mechanism and taking into account the treatment of fractional TopCo Class A Share, an aggregate of 58,806,550 Scheme Shares (representing approximately 5.02% of the total number of Scheme Shares and approximately 4.98% of the total number of issued Shares (excluding Treasury Shares) as at the Scheme Record Date) were cancelled and extinguished on the Effective Date in exchange for the Share Alternative as Cancellation Consideration, with 58,806,550 TopCo Class A Shares being allotted and issued to the Share Alternative Electing Shareholders. The remaining 926,622,591 Scheme Shares (other than the 185,954,093 Centurium Scheme Shares held by Topaz Gem which were cancelled and extinguished on the Effective Date in exchange for the Centurium Cancellation Consideration, being the crediting of the unpaid TopCo Class A Shares held by Topaz Gem as being fully paid in the amount of the Cash Alternative of HK\$12.18 per TopCo Class A Share), representing approximately 79.10% of the total number of Scheme Shares and approximately 78.54% of the total number of issued Shares (excluding Treasury Shares) as at the Scheme Record Date, were cancelled and extinguished on the Effective Date in exchange for the Cash Alternative as Cancellation Consideration.

The shareholding structure chart of the Company immediately upon completion of the Proposal and the transfer of the Rollover Shares is set out below:



WITHDRAWAL OF LISTING OF THE SHARES

The withdrawal of listing of the Shares on the Stock Exchange is expected to become effective at 4:00 p.m. on Monday, 9 February 2026 (Hong Kong time).

DELIVERY OF CHEQUES AND SHARE CERTIFICATES UNDER THE SCHEME AND PAYMENTS UNDER THE OPTION OFFER AND THE RSU OFFER

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 despatched to the relevant Shareholders as soon as possible but in any event no later than seven (7) Business Days after the Effective Date (i.e. on or before Monday, 16 February 2026).

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 (i.e. on or before Monday, 16 February 2026), 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 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 remained unexercised on the Scheme Record Date) will also be made on or before Monday, 16 February 2026. 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 remained 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 schedule, 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.

Electronic bank transfers for cash payments 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 RSU Offer Record Date will also be made on or before Monday, 16 February 2026. 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 remained 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.

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.

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, 6 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.