

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Offeror or the Company nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable laws or regulation.*

**Thing On Group Limited**

**晉安(集團)有限公司**

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



**Thing On Enterprise Limited**

**晉安實業有限公司**

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

**(Stock Code: 2292)**

**JOINT ANNOUNCEMENT  
DELAY IN DESPATCH OF SCHEME DOCUMENT IN RELATION TO  
PROPOSAL FOR THE PRIVATISATION OF  
THING ON ENTERPRISE LIMITED  
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT OF  
THE CAYMAN ISLANDS**

**Financial Adviser to the Offeror**



**軟庫中華**

**SBI China Capital**

**SBI China Capital Hong Kong Securities Limited**

**Independent Financial Adviser to the Independent Board Committee**

**VEDA | CAPITAL**

**智略資本**

Reference is made to the announcement jointly issued by Thing On Group Limited (the “**Offeror**”) and Thing On Enterprise Limited (the “**Company**”) dated 9 May 2025 (the “**Joint Announcement**”) in relation to, among other things, the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

## **DELAY IN DESPATCH OF THE SCHEME DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, in the case of a securities exchange offer, the Scheme Document should be despatched no later than 35 days after the date of the Joint Announcement, i.e. on or before 13 June 2025, unless consent to extend such deadline is obtained from the Executive.

As stated in the Joint Announcement, the implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions, amongst others, the approval of the Scheme by the Scheme Shareholders at the Court Meeting. As (i) additional time is required to finalise the contents of the Scheme Document; and (ii) a hearing of the Grand Court is required for the Grand Court to issue its directions for convening the Court Meeting, an application has been made for the consent of the Executive, and the Executive has granted its consent, to extend the deadline for the despatch of the Scheme Document to a date on or before 18 July 2025.

The Company will despatch to the Shareholders the Scheme Document containing, among other things, further details of the Proposal and the Scheme, the expected timetable, an explanatory memorandum as required under the Companies Act and the Grand Court, information regarding the Company, the recommendations from the Independent Board Committee with respect to the Proposal, the letter of advice of the Independent Financial Adviser to the Independent Board Committee, a notice of the Court Meeting and a notice of the EGM, together with forms of proxy and election forms in relation thereto, as soon as practicable and in compliance with the requirements of the Takeovers Code, the Companies Act and the Grand Court, and other applicable laws and regulations.

A detailed timetable for the implementation of the Proposal and the Scheme will be set out in the Scheme Document and in the announcement to be made by the Offeror and the Company upon despatch of the Scheme Document.

**WARNING: Shareholders and/or potential investors of the Company should note that the implementation of the Proposal and the Scheme are subject to the fulfillment or waiver (as applicable) of the Conditions. Accordingly, the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders 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 licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

By order of the board of directors of  
**Thing On Group Limited**  
**Wong Chung Tak Richard**  
*Director*

By order of the Board of  
**Thing On Enterprise Limited**  
**Wong Chung Tak Richard**  
*Chairman*

Hong Kong, 13 June 2025

*As at the date of this joint announcement, the directors of the Offeror are Mr. Wong Chung Tak Richard, Mr. Wong Fung Yuen, Mr. Wong Ka Yeung Roland and Mr. Wong Man Yeung Ryan.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as 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 joint announcement, the Board comprises Mr. Wong Chung Tak Richard as the chairman of the Board and a non-executive Director; Mr. Wong Ka Yeung Roland and Ms. Chan Choi Wan Rolie as executive Directors; and Ms. Chan Kam Ping, Mr. Wong King Wai Kirk and Mr. Hung Franklin Chi Yen as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror in their capacity as such) 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.*