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THAC Group (BVI) Limited
一木集團 (BVI) 有限公司
(Incorporated in BVI with limited liability)

Classified Group (Holdings) Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8232)

JOINT ANNOUNCEMENT

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY
SILVERBRICKS SECURITIES COMPANY LIMITED FOR AND
ON BEHALF OF THAC GROUP (BVI) LIMITED TO
ACQUIRE ALL THE ISSUED SHARES OF
CLASSIFIED GROUP (HOLDINGS) LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY THE OFFEROR
AND/OR PARTIES ACTING IN CONCERT WITH IT)**
- (2) RESULTS OF THE OFFER**
- (3) SETTLEMENT OF THE OFFER**
- AND**
- (4) PUBLIC FLOAT OF THE COMPANY**

Joint Financial Advisers to the Offeror



Independent Financial Adviser to the Independent Board Committee



紅日資本有限公司
RED SUN CAPITAL LIMITED

References are made to the composite offer and response document jointly issued by THAC Group (BVI) Limited (the “**Offeror**”) and Classified Group (Holdings) Limited (the “**Company**”) dated 8 September 2025 (the “**Composite Document**”) together with the accompanying form of acceptance (the “**Form of Acceptance**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Monday, 29 September 2025, and was not further revised or extended by the Offeror.

RESULTS OF THE OFFER

At 4:00 p.m. on Monday, 29 September 2025, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received 6 valid acceptances in respect of a total of 5,676,500 Offer Shares, representing approximately 10.2% of the entire issued share capital of the Company under the Offer as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the 6 valid acceptances in respect of 5,676,500 Offer Shares and the Offer Price of HK\$1.318 per Offer Share, the total consideration of the Offer is HK\$7,481,627. Remittances in respect of the cash consideration (after deducting the Hong Kong seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer have been/will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk 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 by the Registrar or Offeror of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. The latest date for posting remittances in respect of valid acceptances received under the Offer is Friday, 10 October 2025.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following the Completion on 21 July 2025 and before the commencement of the Offer, the Offeror and parties acting in concert with it, are interested in 36,615,125 Shares, representing approximately 65.7% of the voting rights of the Company.

Immediately following the close of the Offer, taking into account the 6 valid acceptances in respect of 5,676,500 Offer Shares under the Offer, representing approximately 10.2% of the entire issued share capital of the Company as at the date of this joint announcement, and subject to the due registration by the Registrar of the transfer of the Offer Shares, the Offeror, its ultimate beneficial shareholders, and parties acting in concert with any of them are interested in 42,291,625 Shares, representing approximately 75.9% of the entire issued share capital of the Company as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately following the Completion and before the commencement of the Offer; and (ii) immediately following the close of the Offer (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

Shareholders	Immediately following the Completion and before the commencement of the Offer		Immediately following the close of the Offer (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Offeror, its ultimate beneficial shareholders and parties acting in concert with any of them	36,615,125	65.7	42,291,625	75.9
Vendor 1 ^{Note 1}	—	—	—	—
Vendor 2 ^{Note 2}	—	—	—	—
VMS Investment Group Limited ^{Note 3}	3,400,000	6.1	—	—
Public Shareholders	15,734,875	28.2	13,458,375	24.1
Total	<u>55,750,000</u>	<u>100.00</u>	<u>55,750,000</u>	<u>100.00</u>

Notes:

- (1) Mr. Pong Kin Yee, an executive Director, beneficially owns 100% equity interest in Vendor 1.
- (2) Mr. Wong Arnold Chi Chiu, an executive Director, beneficially owns 100% equity interest in Vendor 2.
- (3) Ms. Mak Siu Hang, Viola beneficially owns 100% equity interest in VMS Investment Group Limited.

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

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares, an aggregate of 13,458,375 Shares, representing approximately 24.1% of the total issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meaning of the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 11.23(7) of the GEM Listing Rules is not satisfied. The directors of the Offeror and the Directors have jointly and severally undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient

public float exists in the Shares. The Company will make an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23(7) of the GEM Listing Rules. The Offeror and the Company will take appropriate steps to restore the required minimum public float as soon as possible following the close of the Offer. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

All time and date references contained in this joint announcement refer to Hong Kong time and dates.

By order of the board
THAC Group (BVI) Limited
Kwok Chun Kwan
Director

By order of the Board
Classified Group (Holdings) Limited
WONG Arnold Chi Chiu
Chairman and Executive Director

Hong Kong, 29 September 2025

As at the date of this announcement, the executive directors of the Company are Mr. WONG Arnold Chi Chiu, Mr. PONG Kin Yee and Mr. LI Kai Leung and the independent non-executive directors of the Company are Dr. CHAN Kin Keung Eugene, Mr. NG Chun Fai Frank, Ms. WONG Tsui Yue Lucy and Mr. YUE Man Yiu Matthew.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Offeror and parties acting in concert with it) 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) 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 statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. Kwok Chun Kwan, Mr. Chan Benson, and Ms. Ho Helen Kayee. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group and the Directors) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those made 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 statement in this joint announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.classifiedgroup.com.hk.

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