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JUMBO GROWTH TRADING LIMITED

(Incorporated in Samoa with limited liability)



ETS GROUP LIMITED

易通訊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8031)

JOINT ANNOUNCEMENT

**(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY
DL SECURITIES (HK) LIMITED
FOR AND ON BEHALF OF JUMBO GROWTH TRADING LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
ETS GROUP LIMITED**

**(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED
TO BE ACQUIRED BY JUMBO GROWTH TRADING LIMITED
AND 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

**AMASSE CAPITAL
寶 積 資 本**

Amasse Capital Limited

References are made to (i) the joint announcement published by the Offeror and the Company dated 19 January 2026, in relation to, among others, the Sale and Purchase Agreement and the Offer (the “**Rule 3.5 Announcement**”); (ii) the joint announcement published by the Offeror and the Company dated 23 January 2026 to clarify certain matters in the Rule 3.5 Announcement; (iii) the composite offer and response document jointly issued by the Offeror and the Company dated 27 February 2026 in relation to the Offer (the “**Composite Document**”); and (iv) the joint announcement published by the Offeror and the Company dated 27 February 2026 in relation to the publication of the Composite Document and the expected timetable of the Offer. Unless otherwise stated, terms used in this joint announcement 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 Friday, 20 March 2026 and was not revised or extended by the Offeror.

RESULT OF THE OFFER

As at 4:00 p.m. on Friday, 20 March 2026, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror received 6 valid acceptances in respect of a total of 15,867,000 Offer Shares under the Offer, representing approximately 5.37% of the total issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and as at the date of this joint announcement (assuming that the transfer of the Offer Shares under acceptance has been completed), the Offeror, Mr. Siu and the parties acting in concert with any of them are interested in an aggregate of 225,901,000 Shares, representing approximately 76.41% of the total issued share capital of the Company.

SETTLEMENT OF THE OFFER

Based on the 6 valid acceptances in respect of 15,867,000 Offer Shares under the Offer at the Offer Price of HK\$0.276 per Offer Share, the total cash consideration for the Offer is HK\$4,379,292.

Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptance of the Offer) 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 after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code.

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

The latest date for posting remittances in respect of valid acceptances received under the Offer is Tuesday, 31 March 2026.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following Completion and before the commencement of the Offer Period as well as the commencement of the opening for acceptance of the Offer on 27 February 2026, the Offeror, Mr. Siu and parties acting in concert with any of them held a total of 210,034,000 Shares, representing approximately 71.05% of the entire issued share capital of the Company.

Immediately following the close of the Offer and taking into account the 6 valid acceptances in respect of 15,867,000 Offer Shares under the Offer (representing approximately 5.37% of the entire issued share capital of the Company) and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror, Mr. Siu and parties acting in concert with any of them are interested in an aggregate of 225,901,000 Shares, representing approximately 76.41% 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 opening for acceptance 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:

	Immediately following Completion and before the commencement of the opening for acceptance of the Offer		Immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror, Mr. Siu and parties acting in concert with any of them				
– The Offeror ^(Note 1)	210,000,000	71.04	225,867,000	76.40
– Mr. Siu	34,000	0.01	34,000	0.01
Subtotal	210,034,000	71.05	225,901,000	76.41
Public Shareholders	85,591,000	28.95	69,724,000	23.59
Total	295,625,000	100.00	295,625,000	100.00

Note:

- The Offeror is incorporated in Samoa and its entire issued share capital is owned by Mr. Siu.

Save as disclosed above, the Offeror, Mr. Siu and parties acting in concert with any of them (i) did not hold, own, control or have direction over any Shares or rights over Shares before the commencement of the Offer Period; (ii) had not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to and including the date of this joint announcement.

PUBLIC FLOAT OF THE COMPANY

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 in respect of which valid acceptances were received, an aggregate of 69,724,000 Shares, representing approximately 23.59% 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 GEM Listing Rules).

In view of the above, and considering that the market value of the Company is below HK\$1,000,000,000, the minimum public float requirement of 25% as set out in Rule 17.37B(1) of the GEM Listing Rule or the alternative threshold as set out in Rule 17.37B(2) of the GEM Listing Rules is not satisfied. However, there is no significant public float shortfall as defined in Rule 17.37F of the GEM Listing Rules.

As disclosed in the Composite Document, the sole director of the Offeror has undertaken and the new directors to be appointed to the Board would jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure the Company's compliance with Rule 17.37B of the GEM Listing Rules at the earliest possible moment.

The Company has made an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 17.37B 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 and in any event, within 15 business days from the date of this joint announcement, in accordance with the GEM Listing Rules.

By order of the board of director of
Jumbo Growth Trading Limited
Siu Man On
Director

By order of the Board of
ETS Group Limited
Tang Yiu Sing
*Executive Director and
Chief Executive Officer*

Hong Kong, 20 March 2026

As at the date of this joint announcement, the Board comprises Mr. Tang Yiu Sing and Mr. Siu Man On as Executive Director; and Mr. Wong Kam Tai, Ms. Kwong Yuk Ying and Ms. Tsang Lee Mei as Independent Non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror, Mr. Siu and parties acting in concert with any of them) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the sole director of the Offeror) in this joint announcement 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 sole director of the Offeror is Mr. Siu Man On.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed (other than those expressed by the Directors) in this joint announcement 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 joint announcement will remain on the “Latest Listed Company Information” page of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least seven days from the date of its posting. This joint announcement will also be published on the Company’s website at <https://www.etsgroup.com.hk>.