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

**(Stock code: 540)**

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF  
THE TAKEOVERS CODE,  
RULE 13.09 OF THE LISTING RULES AND  
INSIDE INFORMATION PROVISION UNDER  
PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (“**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong).

The board of directors (“**Board**”) of Speedy Global Holdings Limited (“**Company**”, together with its subsidiaries, “**Group**”) wishes to inform the shareholders of the Company (“**Shareholders**”) and potential investors that, as informed by Mr. Huang Chih Shen (“**Mr. Huang**”), chairman, chief executive officer, executive director and controlling shareholder of the Company, that Sky Halo Holdings Limited (a company beneficially and wholly-owned by Mr. Huang (“**Sky Halo**”), Mr. Chan Hung Kwong, Patrick (“**Mr. Chan**”), Ms. Tang Wai Shan (“**Ms. Tang**”) and Mr. Au Wai Shing (“**Mr. Au**”) (together “**Selling Shareholders**”) entered into a memorandum of understanding (“**MOU**”) on 3 January 2023 with an independent third party (“**Potential Purchaser**”) regarding the possible sale of 402,550,665 ordinary shares in the share capital of the Company held by the Selling Shareholders, representing approximately 67.09% of the entire issued share capital of the Company as at the date of this announcement (“**Possible Transaction**”). The Potential Purchaser and its beneficial owners are third parties independent to and not connected with the Company and its connected persons (as defined under the Listing Rules).

**INFORMATION OF THE POTENTIAL PURCHASER**

The Potential Purchaser is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. The Potential Purchaser is wholly owned by Ms. Hou Yanli.

## MOU

The Possible Transaction is subject to the further negotiation and execution of a formal sale and purchase agreement between the parties. Under the MOU, the Selling Shareholders shall not directly or indirectly negotiate or agree with any other party relating to the Possible Transaction for a period commencing from the date of the MOU up to and including 30 April 2023 (“**Exclusive Period**”). Pursuant to the terms of the MOU, the Potential Purchaser is entitled to conduct and finish due diligence review on the Group (the “**Due Diligence**”) on or before 6 February 2023.

Pursuant to the MOU, the Potential Purchaser has agreed to pay a deposit in the sum of HK\$8,000,000 (the “**Earnest Money**”) by way of cash deposited into the bank account of the solicitors designated by the Selling Shareholders pursuant to an escrow agreement to be entered into between the Potential Purchaser, the Selling Shareholders and the escrow agent. The Earnest Money shall be paid within 14 days after entering into the MOU. If the parties have not entered into formal agreement on or before expiry of the Exclusive Period, the Earnest Money may be refunded to the Potential Purchaser under certain circumstances, otherwise they shall be absolutely forfeited to the Selling Shareholders.

The MOU shall terminate upon (i) expiry of the Exclusive Period; (ii) execution of the formal agreement relating to the Possible Transaction; (iii) the Potential Purchaser and the Selling Shareholders mutually agree; (iv) the Potential Purchaser confirms in writing on or before 6 February 2023 that the results of the Due Diligence are unsatisfactory and the negotiation of the Possible Transaction will be terminated; or (v) the Potential Purchaser does not pay the Earnest Money into the bank account of the solicitors designated by the Selling Shareholders within 14 days after entering into the MOU, whichever is earlier.

The MOU does not create legally binding obligations on the parties in relation to the Possible Transaction but is legally binding as to such terms relating to Exclusive Period, Earnest Money, confidentiality, expenses and governing law.

Save for the MOU, no formal or legally binding agreement has been entered into between the Selling Shareholders and the Potential Purchaser or any other parties in respect of the Possible Transaction.

**If the Possible Transaction materialises, it will lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no formal agreements have been entered into in respect of the Possible Transaction, and the discussion is still in progress and the Possible Transaction may or may not proceed.**

As at the date of this announcement, the Company has 600,000,000 ordinary shares (“**Share(s)**”) in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

Sky Halo currently directly and beneficially holds 327,242,688 Shares, Mr. Chan currently directly and beneficially holds 33,031,758 Shares, Ms. Tang currently directly and beneficially holds 15,428,853 Shares and Mr. Au currently directly and beneficially holds 26,847,366 Shares, representing approximately 54.54%, 5.51%, 2.57% and 4.47% respectively of the entire issued share capital of the Company as at the date of this announcement. The Selling Shareholders together holds 402,550,665 Shares, representing approximately 67.09% of the entire issued share capital of the Company as at the date of this announcement.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly update announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 3 January 2023.

In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company and the Potential Purchaser (as defined in the Takeovers Code, including among others, shareholders of the Company and shareholders of the Potential Purchaser having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Potential Purchaser respectively) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

**WARNING: THERE IS NO ASSURANCE THAT THE POSSIBLE TRANSACTION WILL MATERIALISE OR EVENTUALLY BE CONSUMMATED AND THE RELEVANT DISCUSSIONS MAY OR MAY NOT LEAD TO A GENERAL OFFER UNDER RULE 26.1 OF THE TAKEOVERS CODE. SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD 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 STOCK BROKERS, BANK MANAGERS, SOLICITORS OR OTHER PROFESSIONAL ADVISERS.**

By order of the Board  
**Speedy Global Holdings Limited**  
**Huang Chih Shen**  
*Chairman and Chief Executive Officer*

Hong Kong, 3 January 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Huang Chih Shen and Ms. Huang Li Hun, Serlina; the independent non-executive directors of the Company are Mr. Wong Ting Kon, Ms. Pang Yuen Shan, Christina, Mr. Chang Cheuk Cheung, Terence and Dr. Chan Chung Bun, Bunny, GBM, GBS, JP.*

*The Board jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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.*