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Pacific Crouch Limited
(Incorporated in BVI with limited liability)

Janco Holdings Limited
駿高控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8035)

JOINT ANNOUNCEMENT

(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFERS BY JIN YI FINANCIAL GROUP LIMITED FOR AND ON BEHALF OF PACIFIC CROUCH LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF JANCO HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT) AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS (2) RESULTS OF THE OFFERS (3) SETTLEMENT OF THE OFFERS AND (4) PUBLIC FLOAT OF THE COMPANY

Joint Financial Advisers to the Offeror

元庫證券有限公司 SILVERBRICKS SECURITIES CO., LTD.

ZTSC 中泰國際

Independent Financial Adviser to the Independent Board Committee

德健融資有限公司 DAKIN CAPITAL LIMITED

References are made to the composite offer and response document jointly issued by Pacific Crouch Limited (the "**Offeror**") and Janco Holdings Limited (the "**Company**") dated 18 July 2025 (the "**Composite Document**") together with the accompanying forms of acceptance (the "**Forms 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 OFFERS

The Offeror and the Company jointly announce that the Offers were closed at 4:00 p.m. on Friday, 8 August 2025, and were not further revised or extended by the Offeror.

RESULTS OF THE OFFERS

At 4:00 p.m. on Friday, 8 August 2025, being the latest time and date for acceptance of the Offers as set out in the Composite Document, the Offeror had received (i) 5 valid acceptances in respect of a total of 37,940,000 Offer Shares, representing approximately 6.32% of the entire issued share capital of the Company under the Share Offer as at the date of this joint announcement, and (ii) 1 valid acceptance in respect of a total of 1,500,000 Share Options under the Option Offer.

SETTLEMENT OF THE OFFERS

Based on (i) the 5 valid acceptances in respect of 37,940,000 Offer Shares and the Share Offer Price of HK$0.06 per Offer Share, and (ii) the 1 valid acceptance in respect of 1,500,000 Share Options and the Option Offer Price of HK$0.01, the total consideration of the Offers is HK$2,291,400.

Remittances in respect of the cash consideration (after deducting the Hong Kong seller's ad valorem stamp duty) payable for the Offer Shares and Options tendered under the Offers have been/will be despatched to the Independent Shareholders and the Optionholders accepting the Offers 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 Offers is Tuesday, 19 August 2025.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to the Purchase, the Offeror and parties acting in concert with it was interested in 173,460,000 Shares, representing approximately 28.91% of the issued share capital of the Company. Immediately following the completion of the Purchase on 22 April 2025 and before the commencement of the Offers, the Offeror and parties acting in concert with it, are interested in 326,454,000 Shares, representing approximately 54.41% of the voting rights of the Company.

Immediately following the close of the Offers, taking into account the 5 valid acceptances in respect of 37,940,000 Offer Shares under the Share Offer, representing approximately 6.32% 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, Mr. Cheng, Ms. Tai, and parties acting in concert with any of them are interested in 364,394,000 Shares, representing approximately 60.73% 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 of the Purchase and before the commencement of the Offers; and (ii) immediately following the close of the Offers (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offers has been completed) and as at the date of this joint announcement:

	Immediately following the completion of the Purchase and before the commencement of the Offers		**Immediately following the close of the Offers and as at the date of this joint announcement (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Share Offer has been completed)**	
Shareholders	*Number of Shares*	*% of issued Shares*	*Number of Shares*	*% of issued Shares*
Offeror and parties acting in concert with it				
— Million Venture Holdings Limited[(Note 1)]	170,300,000	28.38	170,300,000	28.38
— Mr. Cheng	3,160,000	0.53	3,160,000	0.53
— Offeror[(Note 2)]	152,994,000	25.50	190,934,000	31.82
Sub-total	**326,454,000**	**54.41**	**364,394,000**	**60.73**
Directors				
— Mr. Liang Yuxi	—	—	—	—
— Mr. Lo Wai Wah[(Note 3)]	2,150,000	0.36	—	—
Sub-total	**2,150,000**	**0.36**	**—**	**—**
Substantial Shareholder				
— Mr. Chan Chun Shing, Otto	—	—	—	—
Public Shareholders	**271,396,000**	**45.23**	**235,606,000**	**39.27**
Total	600,000,000	100.00	600,000,000	100.00

Note:

(1) Million Venture Holdings Limited is wholly-owned by Ms. Tai. Ms. Tai is a director of the Offeror and the spouse of Mr. Cheng.

(2) The Offeror is wholly-owned by Mr. Cheng.

(3) As at the date of this joint announcement, nil Share Option has been granted to Mr. Lo Wai Wah, an executive Director, as 1,500,000 Share Options held by Mr. Lo Wai Wah has been accepted under the Option Offer.

Save as disclosed above, none of the Offeror, Mr. Cheng, Ms. Tai, 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 Offers 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 235,606,000 Shares, representing approximately 39.27% 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 8.08(1)(a) of the Listing Rules is satisfied.

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

By order of the board
Pacific Crouch Limited
Cheng Hon Yat
Director

By order of the Board
Janco Holdings Limited
Tam Tsz Yeung Alan
Chairman and Non-executive Director

Hong Kong, 8 August 2025

As at the date of this joint announcement, the Executive Directors are Mr. Chan Kwok Wai, Mr. Lai Chung Wing and Mr. Lo Wai Wah, the Non-executive Directors are Mr. Tam Tsz Yeung Alan (Chairman), and Mr. Liang Yuxi, and the Independent Non-executive Directors are Ms. Chik Wai Chun, Mr. Moy Yee Wo Matthew and Mr. Yu Kwok Fai.

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. Cheng Hon Yat and Ms. Tai Choi Wan Noel. 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 expressed 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 joint announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange's website (www.hkexnews.hk) for at least 7 days from the date of its publication. This joint announcement will also be published on the Company's website (www.jancofreight.com).

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