

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (THE “UNITED STATES”) OR TO ANY U.S. PERSONS (AS DEFINED IN REGULATION S OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”)) OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) ASSUMES NO RESPONSIBILITY FOR THE CONTENTS OF THIS ANNOUNCEMENT, AND MAKES NO REPRESENTATION AS TO THE CORRECTNESS OF ANY OF THE STATEMENTS OR OPINIONS MADE OR CONTAINED IN THIS ANNOUNCEMENT.

Settlement Announcement of the Tender Offer

Mega Wisdom Global Limited (巨智環球有限公司)

(incorporated with limited liability under the laws of the British Virgin Islands)
(the “**Issuer**”)

relating to the 1.00 per cent. Guaranteed Perpetual Notes

(ISIN: XS2342977324)

(the “**Notes**”)

guaranteed by

Fortune Joy Ventures Limited (瑞喜創投有限公司)

(incorporated with limited liability under the laws of the British Virgin Islands)
(“**Fortune Joy**”)

and

Sino-Ocean Capital Holding Limited (遠洋資本控股有限公司)

(incorporated with limited liability under the laws of Hong Kong)

(“**Sino-Ocean Capital Holding**”, and together with Fortune Joy, the “**Guarantors**” and each a “**Guarantor**”)

Reference is made to the tender offer and consent solicitation memorandum dated 17 July 2024 (the “**Tender Offer and Consent Solicitation Memorandum**”), the notice of meeting dated 17 July 2024 (the “**Notice of Meeting**”) and the notice of adjourned meeting dated 8 August 2024 (the “**Notice of Adjourned Meeting**”) each in relation to the Notes and the announcements dated 8 August 2024 and 29 August 2024 made in accordance with “*Tender Offer and Consent Solicitation — Announcements*” in the Tender Offer and Consent Solicitation Memorandum (including made available on the Tender and Consent Website and distributed via the Clearing Systems) in relation to the Tender Offer and Consent Solicitation. Reference is also made to the announcement of the Issuer dated 5 September 2024 in relation to the settlement of the Consent Solicitation.

Capitalised terms used but not defined herein shall have the meanings given to them in the Tender Offer and Consent Solicitation Memorandum, the Notice of Meeting or the Notice of Adjourned Meeting.

The Issuer is pleased to announce that payment of the full Purchase Price for all Notes validly tendered and accepted by the Issuer has been made to the relevant Clearing System.

Pursuant to the Tender Offer, U.S.\$47,307,950¹ in aggregate principal amount of the Notes were purchased by the Issuer, and were cancelled pursuant to the terms and conditions of the Notes on 17 October 2024. After cancellation, the aggregate principal amount of the Notes outstanding as at the date of this announcement is U.S.\$52,092,050².

By Order of the Board
MEGA WISDOM GLOBAL LIMITED
(巨智環球有限公司)
Tang Runjiang
Director

17 October 2024

¹ Shown in the records of the Clearing System as U.S.\$236,539,750 in principal amount together with a Clearing System Pool Factor of 20 per cent.

² Shown in the records of the Clearing System as U.S.\$260,460,250 in principal amount together with a Clearing System Pool Factor of 20 per cent.