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# CHEERWIN<sup>3</sup>

**Cheerwin Group Limited**

**朝雲集團有限公司**

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

**(Stock Code: 6601)**

**MAJOR TRANSACTION  
IN RELATION TO  
ACQUISITION OF THE ENTIRE EQUITY INTERESTS  
IN THE TARGET COMPANY**

**DELAY IN DESPATCH OF CIRCULAR  
AND  
GRANT OF WAIVER FROM STRICT COMPLIANCE  
WITH RULE 14.41(a) OF THE LISTING RULES**

Reference is made to the announcement of the Company dated 31 December 2025 (the “**Announcement**”) in relation to the Acquisition. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context herein requires otherwise.

As set out in the Announcement, a circular containing, among other things, further particulars of the Acquisition (the “**Circular**”), is expected to be despatched to the Shareholders within fifteen (15) business days after the publication of the Announcement, i.e., on or before 22 January 2026.

As additional time is required to prepare and finalise the information for inclusion in the Circular, the Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules for an extension of the deadline for the despatch of the Circular (the “**Waiver**”).

On 22 January 2026, the Stock Exchange granted the Waiver to the Company on the condition that the Company will despatch the Circular on or before 13 February 2026 and disclose the details of and reasons for the Waiver by way of an announcement. The Waiver applies to this case only and the Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

By order of the Board  
**Cheerwin Group Limited**  
**Chen Danxia**

*Executive Director, Chairman and Chief Executive Officer*

Hong Kong, 22 January 2026

*As at the date of this announcement, the Board comprises Ms. Chen Danxia, Ms. Wang Dong, Mr. Zhong Xuyi and Mr. Lv Yongji as executive Directors; Mr. Chen Zexing as non-executive Director; and Dr. Yu Rong, Mr. Guo Sheng and Mr. Chan Wan Tsun Adrian Alan as independent non-executive Directors.*