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**SUPPLEMENTAL ANNOUNCEMENT REGARDING DISCLOSEABLE TRANSACTION:
ACQUISITION OF 51% EQUITY INTEREST IN GREENIE EDTECH CORPORATION,
ISSUANCE OF CONSIDERATION SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement of Vongroup Limited (the “**Company**”) dated 28 October 2021 (the “**Announcement**”) in relation to the acquisition of 51% equity interest in the Target Company, involving issue of Consideration Shares under the General Mandate. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

The Company would like to provide the following supplemental information regarding the Announcement.

FURTHER INFORMATION ON THE TARGET GROUP

As disclosed in the Announcement, the Target Group is the EdTech division of the Greenie Education Services Group. The Target Group’s business primarily generates revenue from fees for providing education technology solutions, software and services for e-learning and e-training purposes.

These include, amongst others, digitisation services in relation to traditional non-digitalised content and courses, as well as solutions and software for the web/mobile delivery of e-learning courses for education institutions and e-training courses for non-education organisations, driven by market demand for remote interactions as a result of the “new normal” of the COVID-19 pandemic and expected post-pandemic period.

The Target Group's EdTech solutions, software and services facilitate and improve e-learning and e-training experience and performance, for example through mobile learning; video-assisted e-learning/e-training; gamification; immersive e-learning/e-training with Virtual Reality (VR) and Augmented Reality (AR) to maximise interaction, participation, exploration and connection with abstract concepts; Artificial Intelligence (AI), including interactive interfaces, voice assistants, chatbots, and personalisation; and learning management systems that extend beyond basic e-learning/e-training platforms to offer smart online management and administration, deeper branding capabilities and white-label services, and integrations for educators, larger businesses and training companies.

The Target Group's major assets include, amongst others, the technology systems, platform, solutions, tools and software that are applied in its business, as referred to in this supplemental announcement, as well as the management experience and expertise in the integration of technology and education/training. Further, as disclosed in the Announcement, the Vendor will be engaged by the Company pursuant to an executive service agreement to continue to provide continuity of management experience and expertise in the EdTech industry.

The Greenie Education Services Group, of which the Target Group is the EdTech division, as disclosed in the Announcement, is principally engaged in managing and operating its offline and online education and education technology businesses, at multiple campuses and locations, managing and operating e-learning platforms, development of education, training and courses curricula, publishing, marketing and distributing content, and providing technology-enhanced EdTech solutions and services to clients.

THE CONSIDERATION

As disclosed in the Announcement, the Consideration was arrived at based on normal commercial terms after arm's length negotiations between the Purchaser and the Vendor, taking into account, among other things, the various factors that were highlighted in the Announcement.

Having considered these various factors which include, amongst others, industry-specific factors (for example, local and global market demand for EdTech solutions and related services in the "new normal" of the COVID-19 pandemic and the expected post-pandemic period), Target Group-specific factors (for example, the Target Group's management experience in the convergence of technology and education, offline and online, and e-learning platforms), and synergistic benefit factors (for example, cross-selling opportunities that we expect would open up for the Group and for the Target Company), the Company is of the view that the terms of the Acquisition, including the Consideration, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Based on the Target Group's unaudited consolidated profit of approximately HK\$0.87 million, as disclosed in the Announcement for the partial-year period from commencement of its business until 31 March 2021, the Consideration was determined with reference to an implied price-to-earnings ratio of approximately 19 times. The Company is of the view that such implied price-to-earnings ratio and the Consideration are fair and reasonable and in the interests of the Company and the Shareholders as a whole, in the context of price-to-earnings ratios for comparable technology companies whose businesses include business applications, digital solutions, IT systems, platforms, software, content management, consultancy, corporate training, e-learning or online education, and whose shares are traded on the Stock Exchange.

The information provided in this supplemental announcement supplements, but does not change, other information contained in Announcement.

As stated in the Announcement, Shareholders and potential investors should note that the Acquisition, which is subject to a number of conditions precedent, may or may not be completed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company and, in case of doubt, to seek independent advice from professional or financial advisers.

By Order of the Board
Vongroup Limited
Tsui Siu Hung Raymond
Company Secretary

Hong Kong, 17 December 2021

As at the date of this announcement, the Board comprises two executive Directors, namely Vong Tat Jeong David and Xu Siping; and three independent non-executive Directors, namely Fung Ka Keung David, Lam Lee G. and Wong Man Ngar Edna.

* *For identification purpose only*