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MS CONCEPT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8447)

DISCLOSEABLE TRANSACTION IN RELATION TO THE LEASE RENEWAL OF THE PREMISES IN RESPECT OF AN EXISTING RESTAURANT

THE LEASE RENEWAL OF THE PREMISES IN RESPECT OF AN EXISTING RESTAURANT

The Board announces that Lord Concept (a wholly-owned subsidiary of the Company) as tenant, has signed and returned the Offer Letter to MTR (an Independent Third Party) as landlord, on 19 August 2024 for renewal of the lease in respect of the Premises for a term of one year and two months commencing from 10 August 2024 to 9 October 2025 (both days inclusive).

LISTING RULES IMPLICATIONS

Pursuant to HKFRS 16 *Leases*, the Company if entering into lease transaction as lessee will recognise a right-of-use asset in its consolidated financial statements. Such transaction will be regarded as acquisition of capital asset for the purpose of the GEM Listing Rules.

As one or more than one of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the Lease based on the value of the right-of-use asset recognised by the Group is more than 5% but below 25%, the Lease constitutes a discloseable transaction of the Company, and is therefore subject to notification and announcement requirements but exempt from Shareholders' approval requirements pursuant to Chapter 19 of the GEM Listing Rules.

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Details of the principal terms of the Offer Letter are set out below:

- Parties** : (1) MTR Corporation Limited, an Independent Third Party, as landlord; and
(2) Lord Concept Limited, a wholly-owned subsidiary of the Company, as tenant
- Premises** : Shop Units 415-417, Telford Plaza II, 33 Wai Yip Street, Kowloon Bay, Kowloon, Hong Kong
- Term** : 10 August 2024 to 9 October 2025 (both days inclusive)
- Total amount payable** : The aggregate amount payable under the Lease is approximately HK\$3.1 million (inclusive of promotion fee, air-conditioning and management charges) subject to additional turnover rent representing the amount by which 12% of the monthly gross sales turnover exceeds the monthly basic rent of each calendar month in accordance with the Lease, which will be satisfied by internal resources of the Group.

The rent is determined after arm's length negotiations between MTR and Lord Concept after taking into consideration the prevailing market price of comparable premises in the vicinity of the Premises.

THE RIGHT-OF-USE ASSET

The value of the right-of-use asset recognised by the Company under the Lease amounted to approximately HK\$2.2 million, which is calculated with reference to the present value of the aggregated lease payments to be made under the Lease in accordance with HKFRS 16 *Leases*.

Since the turnover rent under the Lease can only be reliably estimated according to the gross sales turnover generated from the operation of the Restaurant, such amount constitutes variable lease payments and were not included in the measurement of the lease liability at initial recognition under HKFRS 16 *Leases*. Therefore, no right-of-use asset related to the turnover rent is recognised, and the turnover rent will be charged to the profit or loss of the Group in accordance with HKFRS 16 *Leases*.

REASONS FOR AND BENEFITS OF THE LEASE RENEWAL

The Group is principally engaged in the provision of catering services in Hong Kong.

The Group leased the Premises for the operation of its Restaurant under the Current Lease and the lease term of which was expired on 9 August 2024. In evaluating the renewal of the Lease, the Directors considered that (i) the Restaurant has been operated in the Premises for approximate eight years; (ii) the monthly rental per square feet of gross floor area of the Premises is fair and reasonable; and (iii) the entering into of the Offer Letter as acceptance to lease the Premises will enable the Group to continue its operation of the Restaurant at the Premises.

The Directors, including the independent non-executive Directors, considered that the transactions contemplated under the Lease was entered into in the ordinary and usual course of business of the Group, and the Lease was entered into on normal commercial terms after arm's length negotiations between the parties, and the terms of the transactions contemplated under the Lease are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES

Information on the Group and Lord Concept

The Group is principally engaged in the provision of catering services in Hong Kong.

Lord Concept is a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Company. Lord Concept is principally engaged in the business of providing catering services.

Information on MTR

MTR is a company incorporated in Hong Kong with limited liability and is listed on the Main Board of the Stock Exchange (stock code: 66). MTR is principally engaged in the following core businesses – railway design, construction, operation, maintenance and investment in Hong Kong, Macau, Mainland China and a number of overseas cities; project management in relation to railway and property development businesses in Hong Kong and Mainland China; station commercial business including leasing of station retail space, leasing of advertising space inside trains and stations and enabling of telecommunication services on the railway system in Hong Kong; property business including property development and investment, management and leasing management of investment properties (including shopping malls and offices) in Hong Kong and

Mainland China; investment in Octopus Holdings Limited; provision of railway management, engineering and technology training; and investment in relevant new technologies.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries and observations on the publicly available information, each of MTR and its ultimate beneficial owners is an Independent Third Party. There is, and in the past twelve months, there has been, no material loan arrangement between (a) MTR, any of its directors and legal representatives and/or any ultimate beneficial owner(s) of MTR who can exert influence on the transaction; and (b) the Company, any connected person at the Company's level and/or any connected person at the subsidiary level (to the extent that such subsidiary/subsidiaries is/are involved in the transaction).

LISTING RULES IMPLICATION

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As one or more than one of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the Lease is more than 5% but below 25%, the Lease constitutes a discloseable transaction for the Company, and is therefore subject to the notification and announcement requirements but exempt from Shareholders' approval requirements pursuant to Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the Board of Directors of the Company
“Current Lease”	the lease entered into between Lord Master Limited (a limited liability company incorporated in Hong Kong and being a wholly-owned subsidiary of the Company) and MTR on 5 July 2022 for the leasing of the Premises
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	Rules governing the Listing of Securities on GEM, as amended, modified, and supplemented from time to time

“Group”	the Company and its subsidiaries
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s) issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are not connected persons of the Company and is/are third party(ies) independent of the Company and its connected person(s) in accordance with the GEM Listing Rules
“Lease”	the lease of the Premises for the operation of the Restaurant by the acceptance of signing the Offer Letter
“Lord Concept”	Lord Concept Limited, a limited liability company incorporated in Hong Kong and being a wholly-owned subsidiary of the Company
“MTR”	MTR Corporation Limited, a company which was incorporated in Hong Kong under the Companies Ordinance on 26 April 2000 and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 66)
“Offer Letter”	the Offer Letter signed by Lord Concept and returned to MTR on 19 August 2024 in respect of the leasing of the Premises
“Premises”	Shop Units 415-417, Level 4, Telford Plaza II, 33 Wai Yip Street, Kowloon Bay, Kowloon, Hong Kong
“Restaurant”	the restaurant currently operated by the Group at the Premises under the brand “Mr. Steak”
“Shares”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“HK\$” or cents	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent

By Order of the Board
MS Concept Limited
Kwong Tai Wah
Chairman and Executive Director

Hong Kong, 19 August 2024

As at the date of this announcement, the executive Directors are Mr. Kwong Tai Wah (Chairman and Chief Executive Officer), Ms. Kwong Man Yui (Vice Chairlady) and Mr. Lam On Fai; and the independent non-executive Directors are Mr. Lai Ming Fai Desmond, Dr. Cheng Lee Lung and Mr. Kwok Yiu Chung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Listed Company Information” page of the website of the Stock Exchange (www.hkexnews.hk) for at least seven days from the date of its publication. This announcement will also be published on the website of the Company (www.mrsteak.com.hk).

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.