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## **MS CONCEPT LIMITED**

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

**(Stock Code: 8447)**

### **ANNOUNCEMENT IN RELATION TO PUBLIC FLOAT**

This announcement is made by MS Concept Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.37E(1)(b) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to a shortfall in the minimum public float requirement under Rule 17.37B(1) of the GEM Listing Rules (the “**Public Float Shortfall**”).

#### **PUBLIC FLOAT SHORTFALL**

Pursuant to Rule 17.37B(1) of the GEM Listing Rules, at all times, the Company must maintain a minimum prescribed percentage of 25% of its issued share capital in the hands of the public (as defined under the GEM Listing Rules) (the “**Minimum Prescribed Percentage**”).

Based on the Company’s review of its shareholding structure, the Company has become aware that the Company’s public float has fallen below the Minimum Prescribed Percentage on 11 February 2026 and has therefore been in non-compliance with Rule 17.37B(1) of the GEM Listing Rules since around 24 August 2020 and up to the date of this announcement.

The Public Float Shortfall arose as a result of Mr. Kwok Yiu Chung (an independent non-executive director of the Company (the “**INED**”)) acquiring 1,170,000 shares of the Company (the “**Shares**”), representing approximately 0.12% of the Company’s issued share capital (the “**INED Shares**”), on 24 August 2020. As the INED is a director of the Company (and therefore a core connected person for GEM Listing Rules purposes), the INED Shares are not regarded as being held by the public for the purpose of calculating the public float.

Accordingly, as at the date of this announcement, the Shares held by the public amount to approximately 248,830,000 Shares, representing approximately 24.88% of the Company’s issued share capital, which is below the Minimum Prescribed Percentage.

Although the public float of the Company is below the Minimum Prescribed Percentage, the Shares held by the public represent a market capitalisation of approximately HK\$10.70 million based on the closing price of HK\$0.043 per Share as at 11 February 2026. The Company is of the view that there remains an open market for trading in the Shares.

## SHAREHOLDING STRUCTURE

The table below sets out the shareholding structure of the Company as at the date of this announcement:

<b>Shareholder</b>	<b>Number of Shares</b>	<b>Approximate % of total issued Shares</b>
Future More Company Limited <sup>(Note 1)</sup>	750,000,000	75.00%
Mr. Kwok Yiu Chung <sup>(Note 2)</sup>	1,170,000	0.12%
Public shareholders	<u>248,830,000</u>	<u>24.88%</u>
<b>Total</b>	<b><u><u>1,000,000,000</u></u></b>	<b><u><u>100.00%</u></u></b>

*Notes:*

1. Pursuant to the concert party deed dated 23 November 2017, Mr. Kwong Tai Wah, Ms. Ingrid Ip, Ms. Kwong Man Yui, Mr. Joseph Kwong and Ms. Melanie Kwong have agreed to acknowledge and confirm that, among other things, each of them has acted and will continue to act in concert in respect of each of Meric Investment Limited, Lord Master Limited and the Company. As such, pursuant to the parties acting in concert arrangement, each of Mr. Kwong Tai Wah, Ms. Ingrid Ip, Ms. Kwong Man Yui, Mr. Joseph Kwong and Ms. Melanie Kwong is deemed to be interested in the Shares registered in the name of Future More Company Limited (i.e. 75% of the issued Shares by virtue of the SFO).
2. Mr. Kwok Yiu Chung is an independent non-executive director of the Company and therefore a core connected person of the Company. The Shares held by him are not regarded as being held by the public for the purpose of calculating the Company's public float.

## REMEDIAL MEASURES AND EXPECTED TIMETABLE

The Company has procured that the INED has executed a sale order and disposed of all of the INED Shares (approximately 0.12%) by on-market transactions on 11 February 2026. Subject to settlement on the third trading day after the trade date (T+3), the Company expects the public float will be restored to not less than 25% and the Company will re-comply with Rule 17.37B(1) of the GEM Listing Rules on or about 16 February 2026.

## **REASONS FOR THE PUBLIC FLOAT SHORTFALL AND REMEDIAL ACTIONS TO PREVENT RE-OCCURRENCE OF SIMILAR INCIDENT**

The Company regrets that the Public Float Shortfall arose due to inadvertent and unintentional oversight of the public float implications arising from an isolated director dealing of Shares, in circumstances where the controlling shareholder of the Company i.e. Future More Company Limited has been holding 75% of the Company's issued Shares, leaving little buffer to the minimum public float requirement.

To strengthen its internal control procedures and avoid any occurrence of similar incidents in the future, the Company will implement the following measures with immediate effect:

- (a) The Company will enhance its directors' securities dealing clearance procedures so that, in addition to the procedures adopted pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, the Company will perform a public float impact assessment before granting any dealing clearance to a director, and will not grant clearance for any dealing that may cause (or further worsen) a public float shortfall.
- (b) The Company will conduct periodic review(s) (at least monthly) of the Company's shareholding structure and public float position and will promptly escalate any potential public float issue to the Board for consideration and, where appropriate, timely disclosure and remedial action.
- (c) The Company will arrange refresher briefing/training for directors on (i) the minimum public float requirement; (ii) directors' securities dealing procedures; and (iii) disclosure of interests, and will issue periodic reminders that directors should consult the Company prior to any dealing in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules.

Regarding the timetable for implementation of the above measures, the enhanced dealing pre-clearance checklist (including a public float impact assessment) will apply immediately to any new director dealing request, and the updated written checklist will be circulated to all Directors within 5 business days from the date of this announcement. The Company will commence month-end monitoring of the public float position starting from end of February 2026 with a standing escalation protocol to the Board if the public float approaches the Minimum Prescribed Threshold. A written briefing note will be issued to all Directors within 5 business days from the date of this announcement, and a refresher briefing session will be completed within 30 days after the date of this announcement, with Directors reminded to consult the Company prior to any dealing.

The Board considers that the remedial measures set out above are sufficient and effective to (i) restore compliance with the minimum public float requirement and (ii) avoid recurrence of a similar incident in the future, on the basis that the Company has taken immediate steps with a clear settlement timetable to restore the public float to not less than 25% and will be able to verify compliance upon settlement, and that the enhanced internal control measures (including a public float impact check as part of directors' dealing pre-clearance procedures, periodic monitoring of the public float position with escalation to the Board where appropriate, and refresher briefing/training for Directors) will provide an effective safeguard against future non-compliance.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 11 February 2026

*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](http://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.mrstreak.com.hk](http://www.mrstreak.com.hk)).*

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