

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Man Shing Global Holdings Limited
萬成環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8309)

SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO
CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

Reference is made to the announcements of the Company dated 1 December 2021 (the “**Original Announcement**”), 23 June 2023 (the “**First Announcement**”) and 30 June 2023 (the “**Second Announcement**”, collectively, the “**Announcements**”). Unless the context requires otherwise, terms defined in the Announcements shall have the same meanings when used herein.

BACKGROUND

In the Original Announcement, it was disclosed that lease agreements for 19 specialised vehicles were entered for a one-year term from 1 October 2021 to 30 September 2022 between Evertone (Asia) Limited as lessor and Jasen Services Limited as lessee, and that as a result of the acquisition of the entire issued share capital of Evertone (Asia) Limited by Mr. C. S. Wong, the transactions contemplated by those lease agreements constituted continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

In the First Announcement, it was disclosed that the Lease Agreements A, Lease Agreement B, Lease Agreement C, Lease Agreements D and Lease Agreements E were entered into on 23 June 2023 between Evertone (Asia) Limited as lessor and Jasen Services Limited as lessee, with different commencement dates and each for a fixed term of one year from their respective commencement date.

In the Second Announcement, it was disclosed that the Lease Agreement B, Lease Agreements D and Lease Agreements E expired on 31 May 2023, 30 June 2023 and 31 March 2023, respectively. On 30 June 2023, the Renewed Lease Agreements were entered into between Evertone (Asia) Limited as lessor and Jasen Services Limited as lessee to renew the Lease Agreement B, Lease Agreements D and Lease Agreements E on the same terms for a term of one year, commencing from 1 July 2023.

AGGREGATION OF CONTINUING CONNECTED TRANSACTIONS

Evertone (Asia) Limited is the lessor under the Previous Lease Agreements, the Lease Agreements and the Renewal Lease Agreements. The Board wishes to clarify that pursuant to Rules 20.79 and 20.80 of the GEM Listing Rules:

- (a) the Previous Lease Agreements, Lease Agreements E, Lease Agreement B, Lease Agreements D and Lease Agreement C shall be aggregated, as the transactions contemplated by these lease agreements commenced on dates within a 12-month period; and
- (b) the Lease Agreement C, Lease Agreements A and Renewal Lease Agreements shall be aggregated, as the transactions contemplated by these lease agreements commenced on dates within a 12-month period.

As the highest applicable percentage ratio in respect of the aggregated lease payments payable under the Previous Lease Agreements, Lease Agreements E, Lease Agreement B, Lease Agreements D and Lease Agreement C exceeds 5% but are below 25% and the total amount of the aggregated lease payments is less than HK\$10,000,000, the transactions contemplated by these lease agreements are subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

As the highest applicable percentage ratio in respect of the aggregated lease payments payable under the Lease Agreement C, Lease Agreements A and Renewal Lease Agreements exceeds 5% but are below 25% and the total amount of the aggregated lease payments is less than HK\$10,000,000, the transactions contemplated by these lease agreements are subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

BASIS OF DETERMINATION OF LEASE PAYMENTS UNDER THE LEASE AGREEMENTS

In the First Announcement, it was disclosed that the amount of lease payment under each of the Lease Agreements was arrived at after arm's length negotiations between the parties and was determined based on the historical fees paid for leasing similar vehicles in the past. When the terms of each of the Lease Agreements were being negotiated, the parties had taken into account the market rent of similar vehicles, and that the amount of lease payment under each of the Lease Agreements are not more favourable to Evertone (Asia) Limited.

BASIS OF DETERMINATION OF LEASE PAYMENTS UNDER THE RENEWED LEASE AGREEMENTS

In the Second Announcement, it was disclosed that the amount of lease payment under each of the Lease Agreements A, Lease Agreement C and the Renewed Lease Agreements was arrived at after arm's length negotiations between the parties and was determined based on the historical fees paid for leasing similar vehicles in the past. As the vehicles leased under the Renewed Lease Agreements are the same vehicles previously leased under the Lease Agreement B, Lease Agreements D and Lease Agreements E, when determining the lease payments payable under the Renewed Lease Agreements, the parties had taken into consideration the historic lease payments paid by Jasen Services Limited under each of Lease Agreement B, Lease Agreements D and Lease Agreements E, and that there is no increase in lease payments payable under the Renewed Lease Agreements. The parties had also taken into account the market rent of similar vehicles when the Renewed Lease Agreements were being negotiated, and that the amount of lease payment under each of the Renewed Lease Agreements are not more favourable to Evertone (Asia) Limited.

CLARIFICATIONS

The Board would take this opportunity to clarify that the aggregate amount of monthly lease payments payable by Jasen Services Limited under each of the Lease Agreements and Renewed Lease Agreements as disclosed in the First Announcement and the Second Announcement are in fact the total lease payments payable by Jasen Services Limited for the whole one-year term of each of the Lease Agreements and Renewed Agreements, which are in aggregate HK\$6,300,000 and HK\$1,626,000, respectively.

COMPLIANCE WITH GEM LISTING RULES

The transactions under each of the Lease Agreements commenced on the dates set out below:

Lease Agreements	Commencement date of the transactions thereunder:
Lease Agreements A	1 October 2022
Lease Agreement B	1 June 2022
Lease Agreement C	1 September 2022
Lease Agreements D	1 July 2022
Lease Agreements E	1 April 2022

Under Rules 20.29 and 20.32 of the GEM Listing Rules, the Group must enter into written agreement(s) for continuing connected transactions. As the Group only entered into the Lease Agreements on 23 June 2023, the Company has not complied with Rule 20.32 of the GEM Listing Rules due to its inadvertent oversight of realizing that the transactions under each of the Lease Agreements are continuing connected transactions. The Company also has not complied with Rule 20.33 of the GEM Listing Rules as it did not timely publish the relevant announcements as required under the GEM Listing Rules for each of the Lease Agreements.

In order to avoid future non-compliance of the similar kind, the Board will strengthen the Group's internal control procedures and (i) provide periodic training sessions to its senior management to refresh and enhance their knowledge of the relevant requirements under the GEM Listing Rules; and (ii) require all transactions between the Group and any connected persons or their associates to be jointly pre-approved by an executive Director and the company secretary of the Company before they can be entered into or conducted.

By order of the Board
Man Shing Global Holdings Limited
Wong Chong Shing
Chairman of the Board

Hong Kong, 1 August 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Wong Chong Shing, Mr. Wong Man Sing and Mr. Wong Chi Ho; and three independent non-executive Directors Mr. Lee Pak Chung, Mr. Au-Yeung Tin Wah and Mr. Chiu Ka Wai.

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 “Latest Listed Company Information” page of The Stock Exchange of Hong Kong Limited website at www.hkexnews.hk for at least 7 days from the date of its posting and be posted on the website of the Company at www.manshing.com.hk