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**1957 & Co. (Hospitality) Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8495)**

**UPDATE ON MAJOR AND CONNECTED TRANSACTION AND  
CONTINUING CONNECTED TRANSACTION  
IN RELATION TO  
RELOCATION OF GONPACHI RESTAURANT AND  
AN NAM RESTAURANT TO LEE GARDEN TWO**

References are made to the announcement of 1957 & Co. (Hospitality) Limited (the “**Company**”) dated 9 September 2022 (the “**Announcement**”) and the circular of the Company dated 29 September 2022 (the “**Circular**”) in relation to the Lease and Licence Agreements signed by a wholly owned subsidiary of the Company in respect of the Lee Garden Two Lease of the Premises for six years from 8 October 2022 to 31 January 2029. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular.

The Company would like to provide further information in relation to the duly executed Lease and Licence Agreements as received by the Company on 27 February 2023:

**1. Date of the Lease and Licence Agreements**

In respect of the lease agreement in relation to the leasing of the Premises, it was executed by the Landlord and was dated 27 January 2023.

In respect of the two licence agreements in relation to the licensing of the Premises, they were executed by the Landlord and were dated 9 February 2023.

**2. Terms of the Lease and Licence Agreements**

All terms of the Lease and Licence Agreements remained the same as disclosed in the Announcement and the Circular.

### 3. Implications under the GEM Listing Rules

#### *Major Transaction*

As disclosed in the announcements of the Company dated 30 August 2022 and 28 October 2022, the Group signed a lease agreement with a group company of Hysan Group to renew the lease of premises in Lee Garden Two to operate our restaurant under 10 Shanghai brand. For details, please refer to the announcements of the Company dated 30 August 2022 and 28 October 2022.

As the landlord and licensor for the Lee Garden Two Lease, the landlord for the 10-Shanghai Lease and the Landlord are all group companies of the Hysan Group, the transactions are aggregated and treated as if they were one transaction. As one or more applicable percentage ratios (as defined in the GEM Listing Rules) based on the value of the right-of-use asset to be recognised by the Group pursuant to HKFRS 16 in respect of (i) the Lee Garden Two Lease and (ii) the Lee Garden Two Lease in aggregation with the 10-Shanghai Lease exceeds 25% but all such applicable percentage ratios are less than 100%, the Lee Garden Two Lease (itself and in aggregation with the 10-Shanghai Lease) constitute a major transaction of the Company and is accordingly subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

Under Rule 19.44 of the GEM Listing Rules, Shareholders' approval for a major transaction may be obtained by way of written Shareholders' approval in lieu of holding a general meeting if (a) no Shareholder is required to abstain from voting if the Company was to convene a general meeting for the approval of the transaction; and (b) the written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the transaction. The Directors confirm that, to the best of their knowledge, information and belief after having made all reasonable enquiries, none of the Landlord and Hysan is a Shareholder and therefore no Shareholder is required to abstain from voting if the Company was to convene a general meeting for the approval of the Lee Garden Two Lease.

The Controlling Shareholder is beneficially interested in 274,350,000 Shares, representing 71.45% of the total number of issued Shares as at the date of this announcement, and it has given written approval to the Company to approve the Lee Garden Two Lease in lieu of a general meeting pursuant to Rule 19.44 of the GEM Listing Rules. The Controlling Shareholder has also confirmed that neither it nor any of its associates have any material interest in the Lee Garden Two Lease. Accordingly, no general meeting will be held by the Company for approving the Lee Garden Two Lease.

The Circular containing, among other things, details of the Lee Garden Two Lease has been despatched to the Shareholders in accordance with the GEM Listing Rules on 29 September 2022.

### *Connected Transaction*

As of the date of this announcement, the Group only operates a restaurant offering Shanghainese cuisine in Lee Garden Two in joint venture with Hysan Group. The joint venture company that operates the restaurant is the subsidiary of the Company and it is owned as to 29% by Hysan Group. Accordingly, Hysan Group (including the Landlord) is a connected person of the Company at the subsidiary level and the acquisition of right-of-use assets by the Group pursuant to HKFRS 16 under the Lee Garden Two Lease also constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules. None of the Directors have a material interest in the Lee Garden Two Lease or is required to abstain from voting on the resolution of the Board approving the Lee Garden Two Lease. Given that the Board has approved the Lee Garden Two Lease and the independent non-executive Directors have confirmed that the terms of the Lee Garden Two Lease are (i) fair and reasonable, (ii) on normal commercial terms or better and in the ordinary and usual course of business of the Group, and (iii) in the interests of the Company and its shareholders as a whole, the Lee Garden Two Lease, as a connected transaction, is exempted from the circular, independent financial advice and Shareholders' approval requirements pursuant to Rule 20.99 of the GEM Listing Rules. Particulars of the Lee Garden Two Lease will be included in the annual report of the Company for the year ended 31 December 2022.

### *Continuing Connected Transaction*

The payment of turnover rent and other charges to the Landlord under the Lee Garden Two Lease constitutes a continuing connected transaction of the Company under Chapter 20 of the GEM Listing Rules. Annual caps for Lee Garden Two Lease for the year ended 31 December 2022 and years ending 2023 and 2024 have been set according to Rule 20.51 of the GEM Listing Rules.

The new lease and licence term of the Premises will expire on 31 January 2029 under the Lease and Licence Agreements.

By order of the Board  
**1957 & Co. (Hospitality) Limited**  
**Kwok Chi Po**  
*Chief Executive Officer and Executive Director*

Hong Kong, 1 March 2023

*As of the date of this announcement, the executive directors are Mr. Wong Chi Wing Kinson, Mr. Kwok Chi Po, Mr. Lau Ming Fai, Ms. Tsui Ngan Fun and Ms. Lin Huiqin; the non-executive director is Mr. Chan Wai Fung; and the independent non-executive directors are Mr. Yim Hong Cheuk Foster, Mr. Huen, Felix Ting Cheung and Ms. Cheang Ana.*

*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 website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of publication and on the website of the Company at [www.1957.com.hk](http://www.1957.com.hk).*