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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)

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
IN RELATION TO
CERTAIN LEASE AGREEMENTS**

INTRODUCTION

Reference is made to the announcements of the Company dated 23 June 2023 and 30 June 2023 (collectively, the “**Announcements**”) in relation to certain lease agreements entered into between Jasen Services Limited as lessee and Evertone (Asia) Limited as lessor, particularly in relation to Lease Agreements A, Lease Agreement C and the Renewed Leases.

The terms of Lease Agreements A will expire on 30 September 2023 and the terms of Lease Agreement C expired on 31 August 2023. On 19 September 2023, Jasen Services Limited as lessee entered into the Second Renewed Lease Agreements with Evertone (Asia) Limited as lessor in relation to the Second Renewed Lease. As Evertone (Asia) Limited is an associate of Mr. C.S. Wong, it is regarded as a connected person of the Company. Therefore, the Second Renewed Lease Agreements and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

The principal terms of the Second Renewed Lease Agreements are as follows:

- Date:** 19 September 2023
- Parties:**
- (i) Evertone (Asia) Limited, as lessor
 - (ii) Jasen Services Limited, as lessee
- Subject Matter:** Eighteen Vehicles, which are identical to the Vehicles leased under Lease Agreements A and Lease Agreement C

Term:	One year from 1 October 2023 to 30 September 2024
Lease Payment:	Lease payments shall be settled by Jasen Services Limited during the lease term on a monthly basis. The aggregate amount of the lease payments for the one-year term payable by Jasen Services Limited to Evertone (Asia) Limited under the Second Renewed Lease Agreements is HK\$4,674,000.
Other Fees:	All licensing, insurance, repair and maintenance fees in respect of the eighteen Vehicles shall be payable by Evertone (Asia) Limited.

ANNUAL CAP AND BASIS OF DETERMINATION

As disclosed in the announcement of the Company dated 30 June 2023, the Revised Annual Cap of the total lease payments payable to Evertone (Asia) Limited under Lease Agreements A, Lease Agreement C and the Renewed Leases is HK\$6,300,000, comprising lease payments in the sum of HK\$1,626,000 payable for the entire term of the Renewed Lease Agreements, and lease payments in the total sum of HK\$4,674,000 payable for the entire terms of each of Lease Agreements A and Lease Agreement C. Since the Vehicles being leased under the Second Renewed Lease Agreements are identical to the Vehicles originally leased under Lease Agreements A and Lease Agreement C, and that the lease payments payable under the Second Renewed Lease Agreements are the same as Lease Agreements A and Lease Agreement C, the annual cap will remain unchanged at HK\$6,300,000.

The decision to remain the annual cap unchanged was determined with reference to the historical amount of lease payments under Lease Agreements A and Lease Agreement C. The lease payments payable under the Second Renewed Lease Agreements are the same as the lease payments payable under Lease Agreements A and Lease Agreement C.

GEM LISTING RULES IMPLICATIONS AND AGGREGATION OF CONTINUING CONNECTED TRANSACTIONS

As the entire issued share capital of Evertone (Asia) Limited is owned by Mr. C. S. Wong, an executive Director and a controlling shareholder of the Company, Evertone (Asia) Limited is a connected person to the Company. Jasen Services Limited is an indirect wholly-owned subsidiary of the Company. Therefore, the Renewed Lease Agreements and the Second Renewed Lease Agreements entered into between Jasen Services Limited and Evertone (Asia) Limited and the transactions contemplated thereunder constitute continuing connected transactions under Chapter 20 of the GEM Listing Rules.

Evertone (Asia) Limited is the lessor under the Renewed Lease Agreements and the Second Renewed Lease Agreements. Pursuant to Rules 20.79 and 20.80 of the GEM Listing Rules, the Renewed Lease Agreements and the Second Renewed 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 Renewed Lease Agreements and the Second Renewed Lease Agreements exceeds 5% but is below 25% and the total amount of the aggregated lease payments is less than HK\$10,000,000, the transactions contemplated under 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.

The Company will further comply with all the applicable requirements of reporting, disclosure and independent Shareholders' approval (if applicable) under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the Renewed Lease Agreements and the Second Renewed Lease Agreements.

INFORMATION ON THE GROUP AND JASEN SERVICES LIMITED

The Group is principally engaged in providing (i) street cleaning solutions which comprise street and public area cleaning, refuse collection point cleaning and pest control; (ii) building cleaning solution which comprise general building cleaning, refuse collection and waste disposal, toilet cleaning and janitorial services; (iii) bus and ferry cleaning solutions which comprise general depot and pier cleaning, vehicle and vessel cleaning, refuse collection and waste disposal, and toilet cleaning; and (iv) other cleaning services which include various one-off cleaning services such as external wall and window cleaning, confined space cleaning, as well as pest control and fumigation. Jasen Services Limited is an indirect wholly-owned subsidiary of the Company which is principally engaged in providing cleaning services in Hong Kong.

INFORMATION OF EVERTONE (ASIA) LIMITED

To the best of the knowledge, information and belief of the Directors, Evertone (Asia) Limited is a company incorporated in Hong Kong with limited liability, which is principally engaged in vehicle leasing business in Hong Kong. As at the date of this announcement, the entire issued share capital of Evertone (Asia) Limited is owned by Mr. C. S. Wong.

BASIS OF DETERMINATION OF LEASE PAYMENTS UNDER THE SECOND RENEWED LEASE AGREEMENTS

It was disclosed in the Announcements that the amount of lease payment under each of the lease agreements referred therein 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 Second Renewed Lease Agreements are the same vehicles previously leased under Lease Agreements A and Lease Agreement C, when determining the lease payments payable under the Second Renewed Lease Agreements, the parties had taken into consideration the historic lease payments paid by Jasen Services Limited under each of the Lease Agreements A and Lease Agreement C, and that there is no increase in lease payments payable under the Second Renewed Lease Agreements. Such determination was arrived at after arm's length negotiations between the parties. The parties had also taken into account the market rent of similar vehicles when the Second Renewed Lease Agreements were being negotiated, and that the amount of lease payment under each of the Second Renewed Lease Agreements are no more favourable to Evertone (Asia) Limited.

REASONS FOR AND BENEFITS OF THE SECOND RENEWED LEASE AGREEMENTS

The Group is principally engaged in, among other things, environmental protection and the provision of cleaning services. In light of the increase in the number of government contracts secured by the Group over the past year, the Group has to maintain a sufficient number of specialised vehicles to perform such tendering obligations. The Vehicles leased under the Second Renewed Lease Agreements will be utilised in the ordinary and usual course of business of the Group for its cleaning projects, in particular street and public area cleaning and refuse collection point cleaning.

The Directors (including the independent non-executive Directors) are of the view that (i) the Second Renewed Lease Agreements are conducted in the ordinary and usual course of business of the Group and on normal commercial terms; (ii) the terms of such transactions are fair and reasonable; and (iii) the entering into of the Second Renewed Lease Agreements are in the interests of the Company and its Shareholders as a whole.

DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Man Shing Global Holdings Limited (stock code: 8309), a company incorporated with limited liability in the Cayman Islands and the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Evertone (Asia) Limited”	Evertone (Asia) Limited, a company incorporated in Hong Kong with limited liability whose entire issued share capital is owned by Mr. C. S. Wong as at the date of the announcement
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jasen Services Limited”	Jasen Services Limited, a company incorporated in Hong Kong with limited liability and an indirectly wholly-owned subsidiary of the Company

“Lease Agreements A”	seventeen lease agreements entered into between Jasen Services Limited and Evertone (Asia) Limited on 23 June 2023 respectively in respect of the leases of seventeen Vehicles
“Lease Agreement C”	one lease agreement entered into between Jasen Services Limited and Evertone (Asia) Limited on 23 June 2023 respectively in respect of the lease of a Vehicle
“Mr. C. S. Wong”	Mr. Wong Chong Shing, an executive Director and a controlling shareholder of the Company
“Renewed Lease Agreements”	seven lease agreements entered into between Jasen Services Limited and Evertone (Asia) Limited on 30 June 2023 respectively in respect of the Renewed Leases
“Renewed Leases”	the leases of the seven Vehicles by Jasen Services Limited from Evertone (Asia) Limited under the Renewed Lease Agreements, which were originally leased from Evertone (Asia) Limited under Lease Agreement B, Lease Agreements D and Lease Agreements E
“Revised Annual Cap”	the annual cap for the Lease Agreements A, Lease Agreements C and Renewed Lease Agreements
“Second Renewed Lease Agreements”	eighteen lease agreements entered into between Jasen Services Limited and Evertone (Asia) Limited on 19 September 2023 respectively in respect of the Second Renewed Leases
“Second Renewed Leases”	the leases of the eighteen Vehicles by Jasen Services Limited from Evertone (Asia) Limited under the Second Renewed Lease Agreements, which were originally leased from Evertone (Asia) Limited under Lease Agreements A and Lease Agreement C
“Share(s)”	ordinary share(s) 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
“Vehicle(s)”	the vehicle(s) being leased by Jasen Services Limited from Evertone (Asia) Limited under the each of the lease agreements

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

Hong Kong, 19 September 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.

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