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環球戰略集團有限公司

GLOBAL STRATEGIC GROUP LIMITED

環球戰略集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8007)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING – STRATEGIC COOPERATION

This announcement is made by Global Strategic Group Limited (the “**Company**”, collectively with its subsidiaries, the “**Group**”) on a voluntary basis for the purpose of keeping the shareholders of the Company (the “**Shareholders**”) and potential investors informed of the latest business update of the Group.

MEMORANDUM OF UNDERSTANDING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 10 January 2024 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Shanghai Paradise Garden Healthy Food Co., Ltd. (上海天萃庭健康食品有限公司) (the “**Potential Partner**”), in relation to the potential cooperation in selling meat products to Japan, Korea, or other countries/regions (the “**Proposed Cooperation**”).

The Company and the Potential Partner are in the process of discussing possible ways of cooperation. The Potential Partner may supply meat products to the Group, for sale by the Group to business entities in designated countries or regions. Alternatively, the Potential Partner and the Group may establish a new joint venture company in designated countries or regions, and conduct sales operations locally. As at the date of the MOU, none of the material terms or the form of business cooperation has been finalised and no legally binding agreement in relation to the cooperation has been entered into between the parties.

Exclusivity

During the period of 90 days from the date of MOU (or such later date(s) as the parties to the MOU may agree in writing) (the “**Exclusivity Period**”), each of the Company and the Potential Partner agrees not to enter into negotiations, whether formal or informal, with any party other than the Company or the Potential Partner concerning the Proposed Cooperation, and each of the Company and the Potential Partner shall promptly notify the other party of any inquiries by any third parties regarding the foregoing.

Formal Agreement

Each of the parties to the MOU agrees to use all reasonable endeavours to negotiate the terms and conditions of a legally binding cooperation agreement between the relevant parties in relation to the Proposed Cooperation (the “**Formal Agreement**”).

Termination

The parties to the MOU agree that:

- (i) if the signing of the Formal Agreement does not take place within the Exclusivity Period, the MOU shall be terminated with immediate effect; or
- (ii) if the Company and the Potential Partner enter into the Formal Agreement within the Exclusivity Period, the MOU shall be terminated with immediate effect.

The MOU shall be terminated at the occurrence of any of the above two events, whichever is earlier.

Profit sharing and Designated countries/areas

The profit sharing and designated countries/areas shall be further negotiated between the Company and the Potential Partner and be determined in the Formal Agreement.

BACKGROUND OF THE POTENTIAL PARTNER

The Potential Partner is a company established in the PRC with limited liability. It principally engages in food sales and food production in the PRC.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Potential Partner and its ultimate beneficial owners are independent third parties and are not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”)).

REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Group is principally engaged in (i) natural gas operations; and (ii) sales and leasing business. The Board consider that it is beneficial for the Group to seek investment opportunities from time to time to develop its existing business portfolio and engage in a new line of business with growth potential and broaden its source of income. The Directors are of the view that the possible cooperation between the Group and the Potential Partner, if materialised, represents an opportunity for the Group to diversify the revenue stream of the Group and is in the interests of the Company and the Shareholders as a whole.

NATURE OF THE MOU

The MOU does not constitute any legally binding commitment in respect of the possible business cooperation, save and except that each party agrees to be legally bound by certain clauses including confidentiality and the governing law. The possible business cooperation between the Group and the Potential Partner will only be finalised after the conclusion of negotiation and execution of the Formal Agreement between the relevant parties.

GENERAL

The Board wishes to emphasise that the Proposed Cooperation contemplated under the MOU may or may not proceed and that the parties have not entered into a legally binding agreement in relation to the transactions contemplated under the MOU as at the date of this announcement. If the transactions contemplated under the MOU materialise, the Company will make further announcements as and when appropriate in accordance with the GEM Listing Rules.

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

By order of the Board
Global Strategic Group Limited
Wang Wenzhou

Executive Director and Chief Executive Officer

Hong Kong, 10 January 2024

As at the date of this announcement, the Executive Directors are Mr. Wang Wenzhou (Chief Executive Officer), Mr. Wu Guoming and Mr. Wu Chunyao; the Non-executive Director is Mr. Chen Long; and the Independent Non-executive Directors are Mr. Leung Oh Man, Martin, Dr. Chung Ling Cheong Dicky and Dr. Cheng Chak Ho.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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’s website at www.hkexnews.hk for at least seven days from the day of its publication and on the Company’s website at www.globalstrategicgroup.com.hk.