

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.

MI MING MART HOLDINGS LIMITED

彌明生活百貨控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8473)

**(1) MAJOR AND CONNECTED TRANSACTIONS
IN RELATION TO
DISPOSALS OF THE JAPAN PROPERTY
AND THE US PROPERTY; AND
(2) PROPOSED DECLARATION OF SPECIAL DIVIDEND**

DISPOSAL OF THE JAPAN PROPERTY

The Board is pleased to announce that on 20 June 2025 (after trading hours), Rosy (a wholly-owned subsidiary of the Company) and Ms. Erica Yuen entered into the Sale and Purchase Agreement (Japan), pursuant to which Rosy has conditionally agreed to sell and Ms. Erica Yuen has conditionally agreed to purchase the Japan Property at the consideration of JPY586,000,000 (equivalent to approximately HK\$32,230,000).

DISPOSAL OF THE US PROPERTY

The Board is pleased to announce that on 20 June 2025 (after trading hours), Inwell US (a wholly-owned subsidiary of the Company) and Ms. Mimi Yuen entered into the Sale and Purchase Agreement (US), pursuant to which Inwell US has conditionally agreed to sell and Ms. Mimi Yuen has conditionally agreed to purchase the US Property at the consideration of US\$843,000 (equivalent to approximately HK\$6,575,000).

PROPOSED DECLARATION OF SPECIAL DIVIDEND

Subject to (i) approval of the Independent Shareholders at the EGM and (ii) Completion (Japan) and Completion (US) taking place, the Board intends to declare a Special Dividend of HK\$0.023 per Share to the Shareholders whose names appear on the register of members of the Company on a record date to be determined. Further announcement(s) regarding book close dates, record date and payment date of the Special Dividend will be made as and when appropriate.

GEM LISTING RULES IMPLICATIONS

As the Japan Property and the US Property are sold to Ms. Erica Yuen and Ms. Mimi Yuen, who are sisters and being parties connected with each other, respectively, and the Disposals are of similar nature, they constitute a series of transactions made within a 12-month period and shall be aggregated pursuant to Rule 19.22 of the GEM Listing Rules. As one or more of the applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Disposals (on an aggregated basis) exceed 25% but are less than 75%, the Disposals constitute major transactions of the Company and are subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

Ms. Erica Yuen is the Chairlady of the Board, the Chief Executive Officer of the Company and an executive Director and Ms. Mimi Yuen is an executive Director. As such, under Chapter 20 of the GEM Listing Rules, each of Ms. Erica Yuen and Ms. Mimi Yuen is a connected person of the Company. Accordingly, each of the Disposals constitute a connected transaction for the Company and subject to the reporting, announcement and independent shareholder's approval requirements under Chapter 20 of the GEM Listing Rules.

EGM

The EGM will be convened for the Independent Shareholders to consider and, if thought fit, to approve the Disposals and the proposed declaration of the Special Dividend. Prime Era (a company wholly and beneficially owned by Ms. Erica Yuen) and Webber (a company wholly and beneficially owned by Ms. Mimi Yuen) respectively holding 786,530,000 Shares and 47,000,000 Shares, representing approximately 70.23% and 4.2% of the existing issued share capital of the Company as at the date of this announcement, shall abstain from voting on the resolutions to approve the Disposals and the proposed declaration of the Special Dividend at the EGM. Save as aforementioned, to the best knowledge, information and belief of the Directors having made all reasonable enquiry, no other Shareholder has any material interest in the Disposals and the proposed declaration of the Special Dividend and would be required to abstain from voting at the EGM.

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders in respect of the Disposals, and to advise the Independent Shareholders as to whether the terms of the Disposals are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole, after taking into account the advice from the Independent Financial Adviser.

Octal Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to the foregoing matters.

GENERAL

A circular containing, among other things, further particulars of the Disposals and the proposed declaration of the Special Dividend together with the recommendations of the Independent Board Committee, a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, and a notice convening the EGM are expected to be despatched to the Shareholders within 15 business days after publication of this announcement on or before 14 July 2025.

Shareholders and potential investors should note that as the Disposals are subject to the approval of the Independent Shareholders at the EGM, the Disposals may or may not proceed to completion and the Special Dividend may or may not be declared. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE SALE AND PURCHASE AGREEMENT (JAPAN)

The salient terms of the Sale and Purchase Agreement (Japan) are summarised below:

Date: 20 June 2025 (after trading hours)

Parties:

- (a) Vendor: Rosy, a wholly-owned subsidiary of the Company; and
- (b) Purchaser: Ms. Erica Yuen, the Chairlady of the Board, the Chief Executive Officer of the Company and an executive Director.

Property to be disposed of:

The Japan Property is a residential unit situated at Room 1001, 10th Floor, Ark Hills Sengokuyama Residence, 1-9-18, Roppongi, Minato-ku, Tokyo, Japan* (日本東京都港区六本木1丁目9-18 アークヒルズ仙石山レジデンス10階1001号室). The total saleable area of the Japan Property is approximately 102.18 square meter.

The Japan Property is currently used by the Group for Director's accommodation.

The carrying value of the Japan Property as at 31 May 2025 is HK\$22,904,000.

Consideration:

The consideration for the disposal of the Japan Property is JPY586,000,000 (equivalent to approximately HK\$32,230,000), and shall be payable by Ms. Erica Yuen to Rosy in the following manner:

- (a) an initial deposit of JPY58,600,000 (equivalent to approximately HK\$3,223,000) has been paid by Ms. Erica Yuen to Rosy upon the signing of the Sale and Purchase Agreement (Japan); and
- (b) the balance of the consideration in the sum of JPY527,400,000 (equivalent to approximately HK\$29,007,000) shall be paid by Ms. Erica Yuen to Rosy upon Completion (Japan), which shall fall on 30 September 2025 (or such other date as agreed by the parties) subject to the fulfilment of the condition precedent set out in the Sale and Purchase Agreement (Japan).

The consideration for the disposal of the Japan Property was determined after arm's length negotiations between Rosy and Ms. Erica Yuen having taken into account, among others, (i) the prevailing market value of comparable properties in nearby locations; (ii) the valuation of the Japan Property of approximately JPY586,000,000 (equivalent to approximately HK\$32,230,000) as at 30 April 2025 provided by an independent property valuer; (iii) the carrying value of the Japan Property as at 31 May 2025; (iv) the acquisition consideration of the Japan Property of JPY420,000,000 (equivalent to approximately HK\$23,100,000); and (v) the reasons set forth under the paragraph "Reasons for and benefits of the Disposals" under this announcement.

**Condition
precedent:**

Completion of the Sale and Purchase Agreement (Japan) is conditional upon the approval by the Independent Shareholders at the EGM.

If the condition precedent cannot be fulfilled before the date of Completion (Japan), the Sale and Purchase Agreement (Japan) shall terminate and Rosy shall refund the deposit paid by Ms. Erica Yuen without interest.

Termination:

Each of Rosy and Ms. Erica Yuen may terminate the Sale and Purchase Agreement (Japan) before 4 July 2025. If the Sale and Purchase Agreement (Japan) is terminated by any of the parties before the aforesaid date, Rosy shall return to Ms. Erica Yuen the deposit paid by Ms. Erica Yuen under the Sale and Purchase Agreement (Japan) without any interest, cost or compensation, whereupon the Sale and Purchase Agreement (Japan) shall terminate and cease to be of effect, and neither Rosy nor Ms. Erica Yuen shall be liable to each other under the Sale and Purchase Agreement (Japan) save for any antecedent breach. No party may exercise the right of termination after 4 July 2025.

The Sale and Purchase Agreement (Japan) will also be terminated due to breach of contract by either Rosy or Ms. Erica Yuen, in which event the defaulting party shall pay a penalty to the non-defaulting party equivalent to 10% of the consideration, or force majeure events where completion of the Sale and Purchase Agreement (Japan) becomes impracticable, in which event Rosy shall promptly refund all the funds received from Ms. Erica Yuen under the Sale and Purchase Agreement (Japan) with no interest.

Completion:

Subject to the fulfilment of the condition precedent under the Sale and Purchase Agreement (Japan), completion of the Sale and Purchase Agreement (Japan) will take place on 30 September 2025 (or such other date as agreed by the parties)

THE SALE AND PURCHASE AGREEMENT (US)

The salient terms of the Sale and Purchase Agreement (US) are summarised below:

Date: 20 June 2025 (after trading hours)

Parties:

- (a) Vendor: Inwell US, a wholly-owned subsidiary of the Company; and
- (b) Purchaser: Ms. Mimi Yuen, an executive Director.

Property to be disposed of: The US Property is a residential unit situated at 8738 Stella Nova Street, Las Vegas, NV 89139, the United States of America. The US Property comprises a 2-storey house with a floor area of approximately 4,344 square feet and a site area of approximately 6,098 square feet.

The US Property is currently used by the Group for Director's accommodation.

The carrying value of the US Property as at 31 May 2025 is HK\$6,123,000.

Consideration: The consideration for the disposal of the US Property is US\$843,000 (equivalent to approximately HK\$6,575,000), and shall be payable by Ms. Mimi Yuen to Inwell US in the following manner:

- (a) an initial deposit of US\$25,000 (equivalent to approximately HK\$195,000) has been paid by Ms. Mimi Yuen to Inwell US upon the signing of the Sale and Purchase Agreement (US); and
- (b) the balance of the consideration in the sum of US\$818,000 (equivalent to approximately HK\$6,380,000) shall be paid by Ms. Mimi Yuen to Inwell US upon Completion (US), which shall fall on or before 30 September 2025 (or such other date as agreed by the parties) subject to the fulfilment of the condition precedent set out in the Sale and Purchase Agreement (US).

The consideration for the disposal of the US Property was determined after arm's length negotiations between Inwell US and Ms. Mimi Yuen having taken into account, among others, (i) the prevailing market value of comparable properties in nearby locations; (ii) the valuation of the US Property of approximately US\$843,000 (equivalent to approximately HK\$6,575,000) as at 30 April 2025 provided by an independent property valuer; (iii) the carrying value of the US Property as at 31 May 2025; (iv) the acquisition consideration of the US Property of US\$850,000 (equivalent to approximately HK\$6,630,000); and (v) the reasons set forth under the paragraph "Reasons for and benefits of the Disposals" under this announcement.

**Condition
precedent:**

Completion of the Sale and Purchase Agreement (US) is conditional upon the approval by the Independent Shareholders at the EGM.

If the condition precedent cannot be fulfilled before the date of Completion (US), the Sale and Purchase Agreement (US) shall terminate and Inwell US shall refund the deposit paid by Ms. Mimi Yuen without interest.

Termination:

Ms. Mimi Yuen is entitled to terminate the Sale and Purchase Agreement (US) if she makes an objection to the preliminary title report provided by the title insurance company and such objection remains unresolved within the time specified in the Sale and Purchase Agreement (US), upon which, Ms. Mimi Yuen is entitled to a refund of the deposit paid under the Sale and Purchase Agreement (US).

Furthermore, as the US Property is subject to Common Interest Community under and as defined in the laws of the State of Nevada, pursuant to the Sale and Purchase Agreement (US), Ms. Mimi Yuen may terminate the Sale and Purchase Agreement (US) without penalty if Ms. Mimi Yuen does not receive from the vendor the relevant legal documents as required by the laws of the State of Nevada within fifteen calendar days following the date of accepting the Sale and Purchase Agreement (US) on 20 June 2025. Under the laws of the State of Nevada, Ms. Mimi Yuen is also entitled to cancel the Sale and Purchase Agreement (US) until midnight of the fifth calendar day following the date of receipt of such legal documents. If Ms. Mimi Yuen elects to terminate the Sale and Purchase Agreement (US) as mentioned above, a written notice of cancellation shall be delivered by Ms. Mimi Yuen as required by the laws of the State of Nevada, upon which, Ms. Mimi Yuen shall promptly receive a refund of the deposit paid under the Sale and Purchase Agreement (US).

Completion: Subject to the fulfilment of the condition precedent under the Sale and Purchase Agreement (US), completion of the Sale and Purchase Agreement (US) will take place on or before 30 September 2025 (or such other date as agreed by the parties)

The Disposals are not inter-conditional upon each other. As a result, termination of or failure to fulfil the condition precedent of the Sale and Purchase Agreement (Japan) will not automatically preclude the completion of the Sale and Purchase Agreement (US), or vice versa.

FINANCIAL EFFECT OF THE DISPOSALS

The net losses attributable to the Japan Property and the US Property for the years ended 31 March 2023 and 31 March 2024 are set out below:

	For the year ended 31 March	
	2023	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Net profits/(losses) before taxation and extraordinary items		
– Japan Property	222	(45)
– US Property	(251)	(242)
Net profits/(losses) after taxation and extraordinary items		
– Japan Property	222	(45)
– US Property	(251)	(242)

It is estimated that the Company will record a preliminary net profit on the Disposals of approximately HK\$8,033,000, comprising (i) a preliminary net profit on the disposal of the Japan Property of approximately HK\$7,737,000; and (ii) a preliminary net profit on the disposal of the US Property of approximately HK\$296,000.

The preliminary net profit on the Disposals represents the difference between (i) the aggregated consideration being converted into Hong Kong dollars received from the Disposals after deducting the estimated expenses and tax expenses in relation to the Disposals of approximately HK\$37,060,000; and (ii) the aggregated carrying value of the Japan Property and the US Property of approximately HK\$29,027,000 as at 31 May 2025.

The actual figures will be subject to audit by the auditors of the Company and therefore may be different from the aforementioned amount.

INTENDED USE OF PROCEEDS

The Directors expect that after deducting the estimated taxes and expenses of approximately HK\$1,745,000, the net proceeds to be received from the Disposals is estimated to be approximately HK\$37,060,000.

The Directors currently intend to apply such net proceeds in the following manner.

- (i) approximately HK\$11,300,000, representing approximately 30.5% of the net proceeds, will be used as general working capital of the Group; and
- (ii) approximately HK\$25,760,000, representing approximately 69.5% of the net proceeds, will be used for distribution of the Special Dividend to the Shareholders.

PROPOSED DECLARATION OF SPECIAL DIVIDEND

Subject to (i) approval of the Independent Shareholders at the EGM and (ii) Completion (Japan) and Completion (US) taking place, the Board intends to declare a Special Dividend of HK\$0.023 per Share to the Shareholders whose names appear on the register of members of the Company on a record date to be determined.

As at the date of this announcement, the total number of issued Shares (assuming no issue of new Shares or repurchase of Shares on or before the record date of the Special Dividend) of the Company is 1,120,000,000. The total amount of the Special Dividend, if paid out, will be approximately HK\$25,760,000. Further announcement(s) regarding book close dates, record date and payment date of the Special Dividend will be made as and when appropriate.

REASONS FOR AND BENEFITS OF THE DISPOSALS

The Japan Property and the US Property were acquired by the Group in 2022 and 2021, respectively. Over the past years, the Japan Property has appreciated in value, and the Board considers that by disposing of the Japan Property, the Group will be able to realise the appreciation in value of the Japan Property gained over time. While the value of the US Property remained relatively stable as compared to its acquisition consideration, the proceeds from the Disposals will generate additional working capital for the Group and allow the Group to allocate more resources to the existing business operations of the Group.

As both the Japan Property and the US Property are currently being used by the Group for residential purposes as a benefit for its Directors, the Disposals will allow the Group to cut its ongoing expenses incurred from maintaining the Japan Property and the US Property. In addition, after the Disposals, the Company will be able to return to its Shareholders by enabling the Shareholders to earn a Special Dividend of HK\$0.023 per Share.

The terms of the Disposals were arrived at after arm's length negotiation between Rosy and Ms. Erica Yuen (with respect to the Japan Property) and Inwell US and Ms. Mimi Yuen (with respect to the US Property), respectively. In view of the above, the Directors (other than the views of the independent non-executive Directors representing the Independent Board Committee with regard to the Disposals which shall be set out in the circular) consider that the terms of the Disposals are on normal commercial terms and are fair and reasonable and in the interest of the Company and its shareholders as a whole.

INFORMATION ON THE PARTIES

The Group is primarily a multi-brand retailer, which operates nine retail stores under the brand of “MI MING MART” (“彌明生活百貨”) in Hong Kong. The Group offers a wide range of beauty and health products, which can mainly be categorised into (i) skincare products; (ii) cosmetics products; and (iii) food and health supplements.

Rosy is an investment holding company incorporated in British Virgin Islands with limited liability and is a wholly-owned subsidiary of the Company.

Inwell US is a company incorporated in the United States with limited liability and is a wholly-owned subsidiary of the Company.

Ms. Erica Yuen is the Chairlady of the Board, the Chief Executive Officer of the Company and an executive Director. Under Chapter 20 of the GEM Listing Rules, Ms. Erica Yuen is therefore a connected person of the Company. Ms. Erica Yuen is the sister of Ms. Mimi Yuen.

Ms. Mimi Yuen is an executive Director. Under Chapter 20 of the GEM Listing Rules, Ms. Mimi Yuen is therefore a connected person of the Company. Ms. Mimi Yuen is the sister of Ms. Erica Yuen.

GEM LISTING RULES IMPLICATIONS

As the Japan Property and the US Property are sold to Ms. Erica Yuen and Ms. Mimi Yuen, who are sisters and being parties connected with each other, respectively, and the Disposals are of similar nature, they constitute a series of transactions made within a 12-month period and shall be aggregated pursuant to Rule 19.22 of the GEM Listing Rules. As one or more of the applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Disposals (on an aggregated basis) exceed 25% but are less than 75%, the Disposals constitute major transactions of the Company and are subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

Ms. Erica Yuen is the Chairlady of the Board, the Chief Executive Officer of the Company and an executive Director and Ms. Mimi Yuen is an executive Director. As such, under Chapter 20 of the GEM Listing Rules, each of Ms. Erica Yuen and Ms. Mimi Yuen is a connected person of the Company. Accordingly, each of the Disposals constitute a connected transaction for the Company and subject to the reporting, announcement and independent shareholders approval requirements under Chapter 20 of the GEM Listing Rules.

As Ms. Erica Yuen and Ms. Mimi Yuen, being the purchaser under the Sale and Purchase Agreement (Japan) and the Sale and Purchase Agreement (US) respectively, are considered to have a material interest in the Disposals and the proposed declaration of the Special Dividend, they have abstained from voting on the relevant Board resolutions. Each of Mr. Lam Yue Yeung Anthony and Mr. Cheung Siu Hon Ronald, being non-executive Directors of the Company and the spouse of Ms. Erica Yuen and Ms. Mimi Yuen, respectively, is considered to have a material interest in the Disposals and the proposed declaration of the Special Dividend and have also abstained from voting on the relevant Board resolutions. Save for mentioned, none of the other Directors have any material interest in the Disposals and the proposed declaration of the Special Dividend and have abstained from voting on the relevant Board resolutions.

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders in respect of the Disposals, and to advise the Independent Shareholders as to whether the terms of the Disposals are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole, after taking into account the advice from the Independent Financial Adviser.

Octal Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to the foregoing matters.

EGM

The EGM will be convened for the Independent Shareholders to consider and, if thought fit, to approve the Disposals and the proposed declaration of the Special Dividend. Any Shareholders who are involved in or interested in the Disposals are required to abstain from voting on the relevant resolutions approving the Disposals and the transactions contemplated thereunder, and the proposed declaration of the Special Dividend.

As at the date of this announcement, Prime Era (a company wholly and beneficially owned by Ms. Erica Yuen) and Webber (a company wholly and beneficially owned by Ms. Mimi Yuen) respectively holds 786,530,000 Shares and 47,000,000 Shares, representing approximately 70.23% and 4.2% of the existing issued share capital of the Company. They shall abstain from voting on the resolutions to approve the Disposals and the proposed declaration of the Special Dividend at the EGM. Save as aforementioned, to the best knowledge, information and belief of the Directors having made all reasonable enquiry, no other Shareholder has any material interest in the Disposals and the proposed declaration of the Special Dividend and would be required to abstain from voting at the EGM.

GENERAL

A circular containing, among other things, further particulars of the Disposals and the proposed declaration of the Special Dividend together with the recommendations of the Independent Board Committee, a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, and a notice convening the EGM are expected to be despatched to the Shareholders within 15 business days after publication of this announcement on or before 14 July 2025.

Shareholders and potential investors should note that as the Disposals are subject to the approval of the Independent Shareholders at the EGM, the Disposals may or may not proceed to completion and the Special Dividend may or may not be declared. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Board”	the board of Directors;
“Company”	Mi Ming Mart Holdings Limited (彌明生活百貨控股有限公司), a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange (stock code: 8473);
“Completion (Japan)”	the completion of the Sale and Purchase Agreement (Japan);
“Completion (US)”	the completion of the Sale and Purchase Agreement (US);
“connected person”	has the meanings ascribed to it under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“Disposals”	the disposal of the Japan Property pursuant to the Sale and Purchase Agreement (Japan) and disposal of the US Property pursuant to the Sale and Purchase Agreement (US);
“EGM”	the extraordinary general meeting of the Company to be held to, among other things, consider and, if thought fit, approve the Disposals and the Special Dividend;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, namely Ms. Lui Karrie Ka Yee, Ms. Tsang Wing Yee and Ms. Wong Yuen Kwan;
“Independent Financial Adviser”	Octal Capital Limited, a licensed corporation under the SFO to carry out Type 1 (Dealing in securities) and Type 6 (Advising on corporate finance) regulated activities under the SFO;
“Independent Shareholders”	means the shareholders of the Company, other than Prime Era and Webber;
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons;
“Inwell US”	Inwell US Limited, a company incorporated in United States and is a wholly-owned subsidiary of the Company;
“Japan Property”	the property located at Room 1001, 10th Floor, Ark Hills Sengokuyama Residence, 1-9-18, Roppongi, Minato-ku, Tokyo, Japan* (日本東京都港区六本木1丁目9-18 アークヒルズ仙石山レジデンス10階1001号室);
“JPY”	Japanese Yen, the lawful currency of Japan;
“Ms. Erica Yuen”	Ms. Yuen Mi Ming Erica;
“Ms. Mimi Yuen”	Ms. Yuen Mimi Mi Wahng;
“Prime Era”	Prime Era Holdings Limited, a company incorporated in British Virgin Islands and is wholly and beneficially owned by Ms. Erica Yuen;
“Rosy”	Rosy Horizon Global Limited, a company incorporated in British Virgin Islands and is a wholly-owned subsidiary of the Company;
“Sale and Purchase Agreement (Japan)”	the agreement dated 20 June 2025 between Ms. Erica Yuen and Rosy in relation to the sale and purchase of the Japan Property;

“Sale and Purchase Agreement (US)”	the agreement dated 20 June 2025 between Ms. Mimi Yuen and Inwell US in relation to the sale and purchase of the US Property;
“Share(s)”	ordinary issued share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholders”	shareholders of the Company;
“SFO”	the Securities and Futures Ordinance;
“Special Dividend”	the special cash dividend of HK\$0.023 per Share to be declared and paid by the Company to the Shareholders subject to the (i) approval of the Independent Shareholders at the EGM and (ii) Completion (Japan) and Completion (US) taking place;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“United States”	the United States of America;
“US Property”	the property located at 8738 Stella Nova Street, Las Vegas, NV 89139, the United States of America;
“US\$”	United States dollars, the lawful currency of the United States;
“Webber”	Webber Holdings Limited, a company incorporated in British Virgin Islands and is wholly and beneficially owned by Ms. Mimi Yuen; and
“%”	per cent.

By Order of the Board
Mi Ming Mart Holdings Limited
Yuen Mi Ming Erica
Chairlady, Chief Executive Officer and Executive Director

Hong Kong, 20 June 2025

* *For identification purpose only*

As at the date of this announcement, the Executive Directors of the Company are Ms. Yuen Mi Ming Erica (Chairlady) and Ms. Yuen Mimi Mi Wahng, the Non-executive Directors are Mr. Cheung Siu Hon Ronald and Mr. Lam Yue Yeung Anthony and the Independent Non-executive Directors are Ms. Lui Karrie Ka Yee, Ms. Tsang Wing Yee and Ms. Wong Yuen Kwan.

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 on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the website of the Company at www.mimingmart.com.

For the purpose of this announcement, (i) conversion of JPY to HK\$ is based on the exchange rate of JPY1 to HK\$0.055 and (ii) conversion of US\$ to HK\$ is based on the exchange rate of US\$1 to HK\$7.8. No representation is made that such amounts were or could be exchanged at such rates.