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.

IMS Group Holdings Limited
英馬斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8136)

DISCLOSEABLE TRANSACTION
ACQUISITION OF THE PROPERTY

THE ACQUISITION

The Board announced that on 15 July 2025 (after trading hours), the Purchaser, a wholly owned subsidiary of the Company, and the Vendor entered into Sale and Purchase Agreement, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the Property for a consideration of a consideration of JPY33,000,000 (equivalent to approximately HK$1,749,000).

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios under Rule 19.07 of the GEM Listing Rules of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

THE ACQUISITION

The Board announced that on 15 July 2025 (after trading hours), the Purchaser, a wholly owned subsidiary of the Company, and the Vendor entered into Sale and Purchase Agreement, pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to sell, the Property for a consideration of a consideration of JPY33,000,000 (equivalent to approximately HK$1,749,000).

THE SALE AND PURCHASE AGREEMENT

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

Date: 15 July 2025 (after trading hours)

Parties:

(a) Purchaser: Project Across Company Limited, a wholly-owned subsidiary of the Company; and

(b) Vendor: 東亜実業株式会社

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendor and its ultimate beneficial owner(s) are Independent Third Parties.

The Property to be acquired:

The Property is a parcel of land situated at 3-chome-19-6 Tachibana, Nishinari-Ku, Osaka, Japan* (日本大阪市西成区橘三丁目19番6). The registered land area of the Property is approximately 162.19 square meter.

The Property is currently in vacant possession. To the best knowledge and information of the Company having made all reasonable enquiries, the Company understands that the Property is not subject to any formal tenancy agreements. Thus, the Board considers that the Property is not a revenue-generating asset with an identifiable income stream under Rule 19.67(6)(b)(i) of the GEM Listing Rules.

Consideration and payment terms:

The consideration for the Acquisition is JPY33,000,000 (equivalent to approximately HK$1,749,000), and shall be payable by the Purchaser to the Vendor in the following manner:

(a) an initial deposit of JPY3,000,000 (equivalent to approximately HK$159,000) has been paid by the Purchaser to the Vendor upon the signing of the Sale and Purchase Agreement; and

(b) the balance of the consideration in the sum of JPY30,000,000 (equivalent to approximately HK$1,590,000) shall be paid by the Purchaser to the Vendor upon completion of the Acquisition, which is expected to fall on 25 July 2025.

The consideration for the Acquisition was determined after arm's length negotiations between the Purchaser and the Vendor having taken into account, among others, (i) the prime city location of the Property; (ii) the prevailing market value of comparable properties in nearby locations; (iii) the development potential of the Property; and (iv) the valuation of the Property of approximately JPY33,600,000 (equivalent to approximately HK$1,780,800) as at 15 July 2025 according to the valuation by Vincorn Consulting and Appraisal Limited, an independent property valuer by way of market approach.

The consideration for the Acquisition will be satisfied by the internal resources of the Group.

Termination: Each of the Purchaser and the Vendor shall have the right to terminate the Sale and Purchase Agreement by giving prior written notice to the other party on or before 15 July 2025, and where the Sale and Purchase Agreement is terminated.

In the event performance of the Sale and Purchase Agreement prior to completion of the Acquisition becomes impractical due to destruction or damage of the property caused by the natural disaster or any other reason not attributable to either the Purchaser or the Vendor, and such damage cannot be fixed or requires excessive repair cost, the Purchaser and/or the Vendor are entitled to terminate the Sale and Purchase Agreement by giving written notice to the other party. Upon termination, the Vendor shall promptly refund all the funds received from the Purchaser under the Sale and Purchase Agreement with no interest.

Existing tenancy: No existing tenancy was incurred.

Completion: Completion of the Acquisition is expected take place on 25 July 2025.

REASONS FOR THE ACQUISITION

The Company has been actively exploring valuable investment opportunities to diversify its sources of income. Osaka, being one of the prime tourist destinations in Japan, and that there is increasing demand for homestays from the tourist. The Directors have considered several factors: (i) foreseeable attractiveness of Osaka's real estate market; (ii) the prime location of the Properties and their surrounding transportation networks, as well as their current conditions, which facilitate the development and operation of a homestay business in Osaka; and (ii) the historically low exchange rate of the JPY against Hong Kong dollar over the last decade. Given these factors, the Directors are optimistic about the potential for capital appreciation in the medium to long run through the property acquisition.

As such, the Directors believe that the Acquisition represent a promising investment opportunity that will yield a reasonable rate of return for the Company, taking advantage of favourable property market conditions and growing demand for short-to-medium term accommodations.

The Directors consider that the consideration of the Acquisition is reasonable in comparison with the prevailing market value of other residential properties and land of similar nature in the nearby area and the Acquisition can effectively utilize the capital of the Company. The Directors have assessed the capital requirement for its daily operations and other expenditures, and are of the view that the Acquisition will not adversely affect the operation or working capital needs of the Group in any material respect.

In view of the above, the Directors consider that the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE GROUP AND PURCHASER

The Group is principally engaged in provision of LED lighting fixtures and integrated LED lighting solution services for retail stores of world-renowned luxury brands mainly in the Asia market. The Purchaser is an investment holding company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Company.

INFORMATION ON THE VENDOR

The Vendor is a company incorporated in Japan with limited liability, it is principally engaged in property investment. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Vendor is ultimately owned by 李龍軒.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and their ultimate beneficial owner(s) are Independent Third Parties as at the date of this announcement.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios under Rule 19.07 of the GEM Listing Rules of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

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

"Acquisition"	the acquisition of Property by the Purchaser pursuant to the terms of the Sale and Purchase Agreement;
"Board"	the board of Directors;
"Company"	IMS Group Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange (stock code: 8136);
"connected person"	has the meanings ascribed to it under the GEM Listing Rules;
"Director(s)"	the director(s) of the Company;
"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 Third Party(ies)"	third party(ies) independent of the Company and its connected persons;
"JPY"	Japanese Yen, the lawful currency of Japan;
"Osaka"	the city of Japan;

"Property"	the property located at 3-chome-19-6 Tachibana, Nishinari-ku, Osaka, Japan* (日本大阪市西成区橘三丁目19番6);
"Purchaser"	Project Across Company Limited, a company incorporated in Hong Kong and is a wholly-owned subsidiary of the Company;
"Sale and Purchase Agreement"	the agreement dated 15 July 2025 between the Purchaser and the Vendor in relation to the Acquisition;
"Shareholders"	shareholders of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Vendor"	東亜実業株式会社, a company established in Japan;
"%"	per cent.

By order of the Board
IMS Group Holdings Limited
Tam Yat Ming Andrew
Chairman and Executive Director

Hong Kong, 15 July 2025

As at the date of this announcement, the Board comprises Mr. Tam Yat Ming Andrew (Chairman and Chief Executive Officer) and Ms. Fok Yee Man as Executive Directors, and, Mr. Li Chun Hung, Mr. Ha Yiu Wing and Dr. Wilson Lee as Independent Non-executive Directors.

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 for at least 7 days from the day of its publication. This announcement will also be published on the Company's website at http://www.ims512.com.

* *For identification purpose only*

For the purpose of this announcement, conversion of JPY to HK$ is based on the exchange rate of JPY1 to HK$0.053. No representation is made that such amounts were or could be exchanged at this rate.