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# QI Group Holdings Limited
# 品質生活集團控股有限公司

*(formerly known as New Amante Group Limited (新愛德集團有限公司))*
*(incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 8412)**

# DISCLOSEABLE TRANSACTION
# ACQUISITION OF 100% EQUITY INTEREST IN THE TARGET COMPANY

**THE ACQUISITION**

On 16 November 2026 (after trading hours of the Stock Exchange), the Purchaser (an indirect wholly-owned subsidiary of the Company) and the Vendor entered into the Agreement in relation to the Acquisition. Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Company will be consolidated into the Group's financial statements. To the Director's best knowledge and belief, having made all reasonable enquiries, the Vendor is an Independent Third Party.

**GEM LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios calculated pursuant to rule 19.06 of the GEM Listing Rules in respect of the Acquisition exceeds 5% but all of the percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

## THE ACQUISITION

The Company announces that on 16 November 2026 (after trading hours of the Stock Exchange), the Purchaser and the Vendor entered into the Agreement in relation to the Acquisition. The principal terms of the Agreement are set out below.

### The Agreement

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| Date: | 16 November 2026 |
| Parties: | (1) Party Alc Limited, as Purchaser; and<br>(2) Leung Tsz Sang Jason, as Vendor |
| Subject matter: | Pursuant to the Agreement, the Vendor conditionally agreed to sell and the Purchaser conditionally agreed to purchase the Sale Interest, representing 100% equity interest the Target Company. |

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| Consideration: | The Consideration for the Acquisition was HK$10,000, which shall be settled by the Group in cash upon signing of the Agreement and be funded by the internal resources of the Group. The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor. |
| Completion: | On the Completion Date, the Purchaser and the Vendor shall perform their respective completion obligations under the Agreement, including but not limited to the delivery of various documents, instruments and other items.<br><br>The profits and losses in respect of the Target Company shall be attributable to the Purchaser from and including the Completion Date. |
| Completion Conditions: | The completion of the Agreement is conditional upon the fulfilment (or waiver in writing by the Purchaser) of the conditions precedent, including, among others:<br><br>(1) the necessary consents and approvals in relation to the Agreement and the transactions contemplated thereunder having been obtained by respective parties;<br><br>(2) the representations and warranties made by both parties in the Agreement being true, accurate, complete and not misleading as at the date of signing and the Completion Date;<br><br>(3) there being no events, facts, conditions, changes or other situations that have occurred or have been reasonably foreseen that may have a material adverse effect on the Target Company; and<br><br>(4) the Purchaser and the Vendor having fulfilled their respective obligations and duly performed their respective duties as stipulated in the Agreement.<br><br>If all Completion Conditions are not fulfilled (or waived in writing by the Purchaser) within 90 days from the date of signing of the Agreement (or such extended period as otherwise confirmed in writing by the parties), the Purchaser shall have the right to elect to terminate the Agreement without assuming any liability. |

## INFORMATION ON THE PARTIES

### The Group

The Company is an investment holding company incorporated in the Cayman Islands and, together with its subsidiaries, is principally engaged in the operation of clubs and entertainment, cigar and beverage, and catering services.

### The Purchaser

Party Alc Limited, a limited liability company incorporated in Hong Kong and an indirect wholly owned subsidiary of the Company, is the operating entity for the Group's food and beverage.

**The Vendor**

To the best of the Directors' knowledge, information and belief, and after having made all reasonable enquiries, Mr. Leung Tze Sang Jason, based on the information available to the Purchaser, is an entrepreneur who is independent and not connected with (within the meaning of the GEM Listing Rules) any of the Directors, chief executive and substantial shareholders of the Group.

**The Target Company**

168 Catering Group Limited, a limited liability company incorporated in Hong Kong, holds the leasehold rights to the premises located in Wan Chai, Hong Kong (the "**Premises**") used for operating restaurant businesses.

Upon completion of the Acquisition, the Target Company will become an indirectly wholly-owned subsidiary held as to 100% by the Company. The financial results of the Target Company will be consolidated into the consolidated financial statements of the Company.

## FINANCIAL INFORMATION OF THE TARGET COMPANY

Since the Target Company was newly incorporated on 29 September 2026 and did not commence any business operations as at the date of this announcement, no financial information available as at the date of this announcement.

The unaudited net liabilities of the Target Company as at the date of the Announcement were approximately HK$4,000.

## REASONS FOR AND BENEFITS OF THE ACQUISTION

The Company has been actively seeking opportunities to expand its catering segment by investing in newly incorporated catering business to facilitate ongoing development strategies. Along with foregoing strategic development, the Company has identified the Target Company as an investment opportunity.

As at the date of this announcement, the principal asset of the Target Company is mainly attributable by the right-of-use asset of approximately HK$3,260,000 arising from the tenancy agreement entered into in respect of the Premises. The Premises represent an ideal location to establish new dining and catering operations to broaden the target clientele.

The Directors believe that the Acquisition can provide the Group with an opportunity to further expand its business in the club, entertainment, and catering business segment. In addition, although the Target Company has been established recently and has not yet realized profitability, by integrating the property, plant and equipment made available at the existing Premises, the Company can achieve cost-efficiency and time-efficiency in commencing operation. In response to the competition of catering business services, the Group can accelerate its strategic expansion in catering and restaurant business in Hong Kong.

In light of the above, the Directors (including all independent non-executive Directors) are of the view that the terms and conditions of the Agreement are entered into on normal commercial terms, are fair and reasonable as far as the Shareholders are concerned and are in the interests of the Company and its Shareholders as a whole.

## GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in the GEM Listing Rules) in respect of the Acquisition is more than 5% but all of the applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under rule 19.07 of the GEM Listing Rules and is therefore subject to the notification and announcement requirements but exempt from circular and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

## DEFINITIONS

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

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| "Acquisition" | pursuant to the Agreement, the matter of the acquisition by the Purchaser of the 100% equity interest in the Target Company |
| "Agreement" | the sale and purchase agreement entered into between the Purchaser and the Vendor in relation to the Acquisition on 16 November 2026 |
| "Board" | the board of Directors |
| "Company" | QI Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (Stock Code: 8412) |
| "Completion" | completion of the Acquisition in accordance with the terms of the Agreement |
| "Completion Conditions" | conditions precedent to the Completion as set out in the Agreement |
| "Completion Date" | the date on which the Completion occurs |
| "Consideration" | the consideration for the Acquisition to be set out in the Agreement |
| "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 |
| "Group" | the Company and its subsidiaries |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |

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| "Independent Third Party" | a third party independent of the Company and its subsidiaries and their connected persons (as defined in the GEM Listing Rules) |
| "Purchaser" | Party Alc Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company |
| "Sale Interest" | 100% equity interest in the Target Company proposed to be transferred by the Vendor to the Purchaser |
| "Shareholder(s)" | holder(s) of issued shares in the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Target Company" | 168 Catering Group Limited, a company incorporated in Hong Kong with limited liability |
| "Vendor" | Mr. Leung Tsz Sang Jason, a Hong Kong citizen, is an Independent Third Party |

By order of the Board
**QI Group Holdings Limited**
**Liu Huijing**
*Chief Executive Officer*

Hong Kong, 16 November 2026

*As at the date of this announcement, the executive Directors are Ms. Ma Liangping and Ms. Liu Huijing; the independent non-executive Directors are Mr. Cheng King Yip, Dr. Chen Xiaofeng and Mr. Hui Wai Hung.*

*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 Stock Exchange's website www.hkexnews.hk for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at www.qigroup.com.hk.*