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(Stock code: 8371)

**VOLUNTARY ANNOUNCEMENT  
ACQUISITION OF RESTAURANT AND  
FOOD FACTORY LICENCE AND RELATED ASSETS  
FROM AN INDEPENDENT THIRD PARTY  
AND ENTERING INTO A LEASE AGREEMENT  
WITH CONNECTED PERSONS**

This announcement is made by Taste · Gourmet Group Limited (the “**Company**”) together with its subsidiaries (the “**Group**”) on a voluntary basis with the aim of updating the shareholders and potential investors of the Company on the latest business plan and development of the Company.

**ACQUISITION OF RESTAURANT**

The board of directors (the “**Board**” or “**Directors**”) of the Company is pleased to announce that on 26 March 2018 (after trading hours) we have entered into an agreement with an independent third party (the “**Vendor**”) to acquire a restaurant (the “**Acquisition**”). The basic terms of the Acquisition are as follows:

**Restaurant**

<b>Location:</b>	Shop 167 on Level 1 of Metroplaza, Kwai Fong
<b>Shop Name:</b>	Sweetology
<b>Expected Completion Date:</b>	1 April 2018
<b>Vendor of the Restaurant:</b>	Bread & Berry Holdings Limited, an independent third party

The approximate size of the site is 637.65 sq.ft. with 45 seats. Sweetology is a dessert restaurant with a limited choice of food offering such as pasta and all-day breakfast. Operated by one of the major property developer and operator of premium shopping malls in Hong Kong (the “**Metroplaza Landlord**”), Metroplaza is located adjacent to the Kwai Fong MTR Station and is one of the busiest shopping mall in the region. The current lease will expire on 5 November 2018 and the renewal of which will be subject to further negotiation with the Metroplaza Landlord, however the current lease has been transferred to the Group.

The Vendor has agreed to transfer the Light Refreshment Restaurant Licence, all fixtures and equipment, and the trademark registration of Sweetology in Hong Kong (the “**Trademark**”) to the Group. Minimal costs is expected to be incurred at Sweetology.

## **ENTERING INTO A CENTRAL KITCHEN LEASE AGREEMENT**

In addition, the Board of the Company is pleased to announce that on 26 March 2018 (after trading hours), the Group has entered into a central kitchen lease agreement (the “**Central Kitchen Lease Agreement**”) with connected persons. The basic terms of the Central Kitchen Lease Agreement are as follows:

### **Central Kitchen**

<b>Location:</b>	Units G and H, 2 <sup>nd</sup> Floor, Wing Hong Factory Building, 18-26 Kwai Fung Crescent, Kwai Chung (the “ <b>Central Kitchen Property</b> ”)
<b>Lease Commencement Date:</b>	1 April 2018
Duration of the Lease:	One Year
Monthly Rental:	HK\$24,000 exclusive of rate and building management fees which shall be borne by the Group
<b>Lessor of Central Kitchen:</b>	Wong Ngai Shan (“ <b>Mr. Wong</b> ”) and Chan Wai Chun (“ <b>Ms. Chan</b> ”), both are Directors of the Company therefore they are connected persons (together the “ <b>Central Kitchen Landlord</b> ”)

The approximate size of the site is 1,289.62 sq.ft. and is currently operating as a central kitchen. The Central Kitchen Property is jointly owned by the Central Kitchen Landlords therefore the Central Kitchen Lease Agreement constitutes a continuing connected transaction under the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), details of which will be discussed in the paragraph headed “Exempted Continuing Connected Transaction” below.

Prior to 1 April 2018, the lessee of the Central Kitchen is also the Vendor, the lease of which is due to expire on 9 July 2018 (the “**Original Lease Agreement**”). The Vendor has agreed to surrender the Central Kitchen Property to the Central Kitchen Landlords on 1 April 2018 and the Central Kitchen Landlords have agreed to release the Vendor of any future obligations under the Original Lease Agreement from 1 April 2018. At the request of the Group and agreed by the Central Kitchen Landlord, the Vendor is not required to reinstate the Central Kitchen Property to the original state when the Vendor took possession of the Central Kitchen Property. The Vendor has also agreed to transfer the Food Factory Licence and the furniture, fixtures and equipment at the Central Kitchen to the Group (the “**Transfer**”).

Although improvement works are expected to be carried out at the Central Kitchen which will be responsible by the Group, the Directors estimate the costs of such work will not exceed HK\$1,000,000 (the “**Improvement Works**”).

### **Consideration of the Acquisition and the Transfer**

The total consideration for the Acquisition and the Transfer of HK\$200,000 was determined through arm’s length negotiations with reference to the assets value of the Acquisition and the Transfer and is payable as follows:

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| (1) Upon signing of the Acquisition agreement, all the transfer documents relating to the transfer of the Trademark, the General Restaurant Licence and the Food Factory Licence | HK\$130,000 |
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| (2) Completion of the transfer of the Light Refreshment Restaurant Licence and the Food Factory Licence on or before 30 June 2018 | HK\$20,000 |
| (3) Upon successful renewal of the lease agreement at the Metroplaza on or before 31 July 2018                                    | HK\$50,000 |

In the event that the renewal at the Metroplaza is not successful, the HK\$50,000 in (3) above shall be retained for use in the reinstatement of the site to its original state. The current licence holder of the Light Refreshment and Food Factory Licence will be employed by our Group commencing on 1 April 2018.

Our Directors are of the view that the Acquisition and Transfer have been entered into and will be carried out in the ordinary course of business and on normal commercial terms and that the terms are fair and reasonable and in the interest of the Company and shareholders of the Company as a whole.

The Acquisition, the Transfer and the Improvement Works will be funded by internal resources of the Group.

### **IMPLICATIONS UNDER THE GEM LISTING RULES**

As all of the applicable percentage ratios (as defined under the GEM Listing Rules) for the Acquisition are less than 5%, the Acquisition is not subject to the requirements pursuant to Chapter 19 of the GEM Listing Rules.

### **EXEMPTED CONTINUING CONNECTED TRANSACTION**

The Central Kitchen Property is jointly owned by Mr. Wong and Ms. Chan, both are Directors of the Company and the beneficial owner of IKEAB Limited, the substantial shareholder holding approximately 62.375% interest in the shares of the Company. Therefore Mr. Wong and Ms. Chan are connected persons as defined in Rule 20.07 of the GEM Listing Rules.

The rental amount of HK\$24,000 was determined through arm's length negotiations with reference to the market rent for similar properties within the vicinity of the Central Kitchen Property at the time when the lease agreement is entered into. Our Directors are of the view that the Central Kitchen Lease Agreement has been entered into and will be carried out in the ordinary course of business and on normal commercial terms and that the terms are fair and reasonable and in the interest of the Company and shareholders of the Company as a whole.

The annual rental amount payable under the Central Kitchen Lease Agreement is HK\$288,000 for the year ending 31 March 2019. The applicable percentage ratio (as defined in the GEM Listing Rules) calculated with reference to the annual rental payable under the Central Kitchen Lease Agreement exceeds 0.1% but less than 5%, and the annual rental payable will not exceed HK\$3,000,000. Therefore, the transaction contemplated under the Central Kitchen Lease Agreement constitutes a de minimis continuing connected transaction for our Company pursuant to the GEM Listing Rules, which is exempted from reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 20 of the GEM Listing Rules.

## **BENEFITS OF THE ACQUISITION OF RESTAURANT AND ENTERING INTO A CENTRAL KITCHEN LEASE AGREEMENT**

The Directors are of the view that the acquisition of the Sweetology will enhance our dessert offerings across all our restaurants as both western style and Chinese style desserts are currently offered by Sweetology. As for the Central Kitchen lease agreement, the Directors believe that it will enable the Group to better control our procurement costs as well as staff costs. In addition, the Group will be able to provide a more consistent quality of our food products across our restaurants.

By Order of the Board  
**WONG Ngai Shan**  
*Chairman and Executive Director*

Hong Kong, 26 March 2018

As at the date of this announcement, the Board comprises:

*Executive Directors:*

WONG Ngai Shan (*Chairman*)  
CHAN Wai Chun (*Chief Executive Officer*)

*Independent Non-executive Directors:*

CHAN Yuen Ting  
TSANG Siu Chun  
WANG Chin Mong

*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 Stock Exchange's websites at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at [www.tastegourmet.com.hk](http://www.tastegourmet.com.hk).*