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E Lighting Group

E Lighting Group Holdings Limited
壹照明集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8222

**DISCLOSEABLE TRANSACTION IN RELATION TO
RENEWAL OF TENANCY AGREEMENT**

RENEWAL OF TENANCY AGREEMENT

The Board announces that a wholly-owned subsidiary of the Company as tenant finalised the Renewal Terms with the agent of owner (Independent Third Party) to renew the existing tenancy agreement for operation of retail store of retail business of the Group.

IMPLICATIONS UNDER THE GEM LISTING RULES

In accordance with HKFRS 16 “Lease”, the Company recognises the value of the right-of-use assets on its consolidated statement of financial position in connection with the lease of the Premises. Accordingly, the lease transaction is regarded as acquisition of asset by the Group for the purpose of the GEM Listing Rules.

As the applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) for the lease transaction contemplated under the renewal of tenancy agreement exceed 5% but are below 25%, such transaction constitutes a discloseable transaction of the Company, and is subject to reporting and announcement requirements but exempt from Shareholders’ approval requirement.

INTRODUCTION

On 17 January 2023 (after trading hours), 228 Inc Limited (a wholly-owned subsidiary of the Company) as tenant finalised the Renewal Terms with Sun Hung Kai Real Estate (Sales and Leasing) Agency Limited as the agent for the owner to renew the existing tenancy agreement for operation of retail store of retail business of the Group.

RENEWAL OF TENANCY AGREEMENT

Principal terms of the renewal of tenancy agreement:

Effective Date: 14 February 2023

Parties: (i) Sun Hung Kai Real Estate (Sales and Leasing) Agency Limited, as agent for the owner; and
(ii) 228 Inc Limited (a wholly-owned subsidiary of the Company) as tenant.

The agent for the owner is a company incorporated in Hong Kong, principally engaged in property leasing and is a wholly-owned subsidiary of Sun Hung Kai Properties Limited, the shares of which are listed on the Main Board of Stock Exchange (stock code: 16). Sun Hung Kai Properties Limited is also the ultimate owner of the Premises.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the agent for the owner, the ultimate owner of the Premises and their respective ultimate beneficial owners are the Independent Third Parties.

Premises: Shop No. 345 on level 3 of 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong.

Term: Two years from 14 February 2023 to 13 February 2025 (both days inclusive).

The aggregate value of consideration payable: Not less than HK\$1,917,000, being the monthly basic rental in aggregate for the term of two years (exclusive of rates, air-conditioning and management charges, promotion levy and all other outgoings).

Tenant shall pay the lease payment on monthly basis by internal resources.

The tenant is also subject to monthly additional turnover rental, being an amount by which 15% of the monthly gross receipt(s) of the tenant's business at the said Premises during and for the rental payable month (without any deduction) exceeds the basic rental.

Formal agreement: A formal tenancy agreement will be signed and executed by both parties on or before commencement of the lease term.

The value (unaudited) of the right-of-use asset to be recognised by the Company under the Renewal Terms amounted to approximately HK\$1,791,000, which is the present value of total consideration payable at the inception of the lease term under the Renewal Terms in accordance with HKFRS 16. Discount rate of 6.50% is applied to compute the present value of total consideration payable under the Renewal Terms.

INFORMATION OF THE GROUP

The Group is principally engaged in retail chain business in lighting, designer label furniture and household products in Hong Kong and wholesale of tableware, giftware and other trading worldwide.

REASONS FOR AND BENEFITS OF THE RENEWAL OF TENANCY AGREEMENT

Due to nature of its retail business in Hong Kong, the Group has to enter into tenancy agreements for leasing of retail stores from time to time. It would be beneficial to lease the Premises as it will enable the Group to secure its stable operation at the Premises without incurring additional costs and expenses in identifying, renovating and relocating to other retail store and ensure that there will be no disruption to the operations, business and growth of the Group.

The Renewal Terms (including the rental charge) were determined after arm's length negotiations between the parties and with reference to the open market rent of comparable properties in the nearby districts and the rental payment made by the Group under the existing tenancy agreements. The Board considers that the Renewal Terms were entered into on normal commercial terms, in the ordinary and usual course of business of the Group and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

In accordance with HKFRS 16 "Lease", the Company recognises the value of the right-of-use assets on its consolidated statement of financial position in connection with the lease of the Premises. Accordingly, the lease transaction is regarded as acquisition of asset by the Group for the purpose of the GEM Listing Rules.

As the applicable percentage ratios (as defined under Rule 19.07 of the GEM Listing Rules) for the lease transaction contemplated under the renewal of tenancy agreement exceed 5% but are below 25%, such transaction constitutes a discloseable transaction of the Company, and is subject to reporting and announcement requirements but exempt from Shareholders' approval requirement.

DEFINITIONS

Unless the context otherwise requires, terms used in this announcement shall have the following meanings:

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| “Board” | the board of Directors |
| “Company” | E Lighting Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (stock code: 8222) |
| “connected persons” | has the meaning ascribed to it under the GEM Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “GEM” | GEM of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |

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| “Group” | the Company and its subsidiaries |
| “HKFRS” | Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “Independent Third Party(ies)” | a party(ies) independent of and not connected with the Company and its connected persons |
| “Premises” | Shop No. 345 on level 3 of 138 Shatin Rural Committee Road, Shatin, New Territories, Hong Kong |
| “Renewal Terms” | the terms to renew the existing tenancy agreement entered into between 228 Inc Limited (a wholly-owned subsidiary of the Company) as tenant and Sun Hung Kai Real Estate (Sales and Leasing) Agency Limited as agent of the owner, which will be expired on 13 February 2023 |
| “Shareholder(s)” | holder(s) of the share(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent |

By Order of the Board
E Lighting Group Holdings Limited
 壹照明集團控股有限公司
Hue Kwok Chiu
Chairman

Hong Kong, 17 January 2023

As at the date of this announcement, the executive Directors are Mr. Hue Kwok Chiu, Mr. Hui Kwok Keung Raymond and Mr. Hui Kwok Wing; the independent non-executive Directors are Mr. Chung Wai Man, Mr. Leung Wai Chuen and Ms. Yeung Mo Sheung Ann.

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 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 be published on the Stock Exchange’s website at www.hkexnews.hk and on the Company’s website at www.elighting.asia.