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THAC Group (Holdings) Limited

一木集團(控股)有限公司

(formerly known as Classified Group (Holdings) Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

DISCLOSABLE TRANSACTION IN RELATION TO THE TENANCY AGREEMENT

THE TENANCY AGREEMENT

On 14 August 2026, the Lessee (an indirect wholly-owned subsidiary of the Company) and the Lessor entered into the Tenancy Agreement in relation to the lease of the Premises for a fixed term of five years commencing on 14 September 2026 and ending on 13 September 2031 (both days inclusive) for the operation of one of the Group's restaurants.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the aggregated value of the right-of-use assets of the Premises under the Tenancy Agreement exceed 5% but are less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

The Board announces the execution of the Tenancy Agreement with the following particulars:

THE TENANCY AGREEMENT

Date: 14 August 2026

Lessor: Easy Living Consultant Limited

Lessee: Jasmine Cuisine (TM) Limited

Premises: Shop No. G09, Block 2, No. 12 Yan Po Road, Tuen Mun, Hong Kong

Usage: Operation of Café, Congee and Noodle style restaurant

Lease term: 5 years commencing on 14 September 2026 and ending on 13 September 2031 (both days inclusive)

The aggregate value of consideration payable: Not less than HK\$3.5 million, being the monthly basic rental in aggregate for the term of five years (excluding of other charges and outgoings).

The Lessee is responsible for rent and all periodic charges and expenses for the maintenance upkeep, lighting, cleaning, operation and servicing of the property during the term.

Rent-free period: 1 month from 14 September 2026

Deposit: Approximately HK\$0.1 million payable upon the execution of the Tenancy Agreement.

The payment of the rent will be funded by the internal resources of the Group.

THE RIGHT-OF-USE ASSET

The aggregate value (unaudited) of the right-of-use asset to be recognised by the Group under the Tenancy Agreement is approximately HK\$3.1 million which is the present value of lease payments throughout the lease term under the Tenancy Agreement, discounted using the increment borrowing rate and adjustment to fair value at initial recognition of refundable rental deposit and provision for reinstatement costs in accordance with HKFRS 16. Incremental borrowing rate of the lease liability is determined with reference to the prevailing interest rate of the Group's external borrowings.

INFORMATION ON THE PARTIES

The Lessor

Easy Living Consultant Limited – Yan Oi Tong Limited – New Territories West Power Social Service Limited Joint Venture obtains a 5-year operating and management right for Yan Po Road Light Public Housing Project, which including the Premises, from Housing Bureau of the Government of the Hong Kong Special Administrative region.

Easy Living Consultant Limited is a company with limited liability incorporated in Hong Kong and is principally engaged in property management and operation services. It is an indirect subsidiary of Kowloon Development Company Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited (stock code: 0034). Per the 2025 annual report of Kowloon Development Limited, Mr. Or Wai Sheun indirectly holds 73.46% interest in Kowloon Development Limited.

Yan Oi Tong Limited (“YOT”) is a charitable organisation and is one of the 6 largest full-service charity groups in Hong Kong. The Board (47th term) of YOT composed 1 chairperson, 11 vice-chairpersons and 19 directors. Mr. Kwok Chun Kwan, the executive director of the Company, is the sixth vice-chairperson of YOT.

New Territories West Power Social Service Limited is a company limited by guarantee and incorporated in Hong Kong and mainly provides social service in New Territories.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, the Lessor and its ultimate beneficial owners are Independent Third Parties.

The Lessee

The Lessee is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company.

The Lessee is principally engaged in the business of restaurant operation.

REASONS FOR AND BENEFITS OF THE TENANCY AGREEMENT

The Group is principally engaged in the restaurant operations business in Hong Kong. Jasmine Cuisine (TM) Limited is an indirect wholly-owned subsidiary of the Company, focusing on restaurant operations in the region. The Board is of the view that entering into the Tenancy Agreement presents a significant opportunity for the Group to expand its restaurant network, aligning with its overall business development strategy.

The terms of the Tenancy Agreement, including the monthly rent, were determined by reference to the open market rent of comparable properties and the rental payment made for other restaurants operated by the Group. The entering into of the Tenancy Agreement is in the ordinary and usual course of the Group's restaurant business. Accordingly, the Directors consider that the terms of the Tenancy Agreement are fair and reasonable and the transaction contemplated thereunder is on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

In accordance with HKFRS 16 “Leases”, the Group will recognise right-of-use assets in the consolidated financial statements of the Group in connection with the tenancy of the Premises. Accordingly, the lease transactions under the Tenancy Agreement will be regarded as acquisition of assets by the Group for the purpose of the GEM Listing Rules.

As one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the aggregated value of the right-of-use of the Premises under the Tenancy Agreement exceed 5% but are less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

TERMS USED IN THIS ANNOUNCEMENT

In this announcement, unless the context otherwise requires, capitalized terms used shall have the following meanings:–

“Board”	the board of Directors;
“Company”	THAC Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on GEM (stock code: 8232);

“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 from time to time;
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong;
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules);
“Lessee”	Jasmine Cuisine (TM) Limited, a limited company incorporated in Hong Kong, and an indirect wholly-owned subsidiary of the Company;
“Lessor”	Easy Living Consultant Limited, a company incorporated in Hong Kong with limited liability;
“PRC”	The People’s Republic of China;
“Premises”	Shop No. G09, Block 2, No. 12 Yan Po Road, Tuen Mun, Hong Kong;
“Shareholders”	holder(s) of the ordinary shares of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Tenancy Agreement”	the tenancy agreement dated 14 August 2026 entered into between the Lessor and the Lessee in respect of the lease of the Premises;
“%”	per cent.

For and on behalf of the Board
THAC Group (Holdings) Limited
KWOK Chun Kwan
Chairman and Executive Director

Hong Kong, 14 August 2026

As at the date of this announcement, the executive Directors of the Company are Mr. KWOK Chun Kwan, Mr. CHAN Benson and Ms. HO Helen Kayee and the independent non-executive Directors of the Company are Mr. WONG Ho Shing Samson, Ms. CHAN Sheung Yu and Mr. LAU Kelly.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the 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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Listed Company Information” page for at least seven days from the date of its posting and on the Company’s website at www.classifiedgroup.com.hk.