

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)

CHANGE OF SHAREHOLDING

The board (the “**Board**”) of directors (the “**Directors**”) of IMS Group Holdings Limited (the “**Company**”) has been informed by The Garage Investment Limited (“**Garage**”), Eight Dimensions Investment Limited (“**Eight Dimensions**”), Mr. Tam Yat Ming Andrew (“**Mr. Tam**”) and Mr. Yeung Wun Tang Andy (“**Mr. Yeung**”), each being a controlling shareholder of the Company, that on 12 July 2019 (after trading hours), Eight Dimensions and Garage had entered into a sale and purchase agreement, pursuant to which Eight Dimensions intended to sell and Garage intended to buy 77,500,000 shares of the Company (representing 7.75% of the entire issued share capital of the Company as at the date of this announcement) (the “**Proposed Transfer**”).

Upon completion of the Proposed Transfer:

- (a) Garage’s shareholding in the Company will increase from 412,500,000 shares to 490,000,000 shares (representing an increase from 41.25% to 49% of the entire issued share capital of the Company);
- (b) Eight Dimensions’ shareholding in the Company will decrease from 337,500,000 shares to 260,000,000 shares (representing a decrease from 33.75% to 26% of the entire issued share capital of the Company); and
- (c) Garage, Eight Dimensions, Mr. Tam and My. Yeung, being parties acting in concert pursuant to the acting in concert agreement dated 25 August 2017, are deemed to be interested in the entire 750,000,000 shares of the Company held by Garage and Eight Dimensions and will continue to have an aggregate interest of 75% in the entire issued share capital of the Company.

IMPLICATIONS UNDER THE TAKEOVERS CODE

As a result of the Proposed Transfer, Garage and Mr. Tam would have acquired more than 2% of the voting rights in the Company. Pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Merger (the “**Takeovers Code**”), each of them is required to make a mandatory general offer for all the issued shares of the Company not otherwise held by them unless a waiver is granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director (the “**Executive**”). An application for a waiver has been applied for and granted by the Executive pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code.

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

Hong Kong, 12 July 2019

As at the date of this announcement, the Board comprises Mr. Tam Yat Ming Andrew (Chairman and Chief Executive Officer) and Mr. Yeung Wun Tang Andy (Chief Operating Officer) as executive Directors, and Mr. Chu Yin Kam, 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 Rules Governing the Listing of Securities on 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) 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 Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the day of its publication. This announcement will also be published on the Company’s website at www.ims512.com.