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OOH Holdings Limited
奧傳思維控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8091)

VOLUNTARY ANNOUNCEMENT
ENTERING INTO OF A LICENSE AGREEMENT TO MARKET
BRANDED FOOD AND BEVERAGE PRODUCTS

This voluntary announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of OOH Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) on a voluntary basis to update the shareholders of the Company and potential investors with the latest business development of the Group.

THE AGREEMENT

The Board is pleased to announce on a voluntary basis that, on 3 May 2019, an indirect wholly owned subsidiary of the Company, namely Medic Savvy Media Limited (“**MSML**”), has entered into an agreement (the “**Agreement**”) with 蜜滋麻美企業有限公司 (“**Mizimamei Enterprise**”) pursuant to which the Group is granted the exclusive right to distribute and market the Mizimamei branded food and beverage products and its retail brand in Hong Kong, including but not limited to the right to set up self-operated retail outlets in Hong Kong and the right to market the brand to potential owners and local retailers in Hong Kong through franchising arrangement (the “**Mizimamei Business**”). The food and beverage products of the Mizimamei Business are dessert products such as pearl milk drinks with dessert elements, pearl milk tea drinks, and bubble milk tea drinks etc., which the recipes are originated from Taichung in Taiwan. The term of the Agreement is 6 years from the date that the first retail outlet has obtained the relevant food and beverage license from the government bodies in Hong Kong. Pursuant to the Agreement, the Group shall pay to Mizimamei Enterprise (i) a one-off lump-sum payment for being granted the distribution, marketing and franchise rights for Hong Kong as described above; and (ii) a license fee calculated as a percentage of the revenue of MSML. The Group may open up to five outlets in Hong Kong and the Group expects to open the first outlet in the summer of 2019. Other outlets will be opened gradually subject to the business performance of the Mizimamei branded food and beverage products.

For the purpose of operating the Mizimamei Business, the Group has set up a joint venture company with a local food and beverage specialist who has experience in operating food and beverage business (the “**JV Partner**”), namely MSMM Company Limited (“**MSMM**” or the “**Joint Venture**”), which is owned as to 65% by the Company and 35% by the JV Partner.

INFORMATION OF THE GROUP, MSML AND MSMM

The Group is principally engaged in the provision of out-of-home advertising spaces and services to its customers, which comprise end users aiming to promote their brands, products or services, and advertising agents acting for such advertisers. The Group also offers its customers design and production, advertisement logistics, installation and dismantling services on the different advertising platforms.

MSML is an indirect wholly owned subsidiary of the Company. It was incorporated on 27 June 2007 and its principal activity is an investment holding.

MSMM is indirectly owned as to 65% by the Company. It was incorporated on 8 March 2019 for the purpose of operating food and beverage business in Hong Kong. MSMM has not commenced business as at the date of this announcement.

INFORMATION OF MIZIMAMEI ENTERPRISE

Mizimamei Enterprise is founded with aspiration of new generation tracing back to an 80 years' old dessert shop in Taichung history. In 1938, Mr. Chen Xi opened a dessert shop called 辛發亭 (“**Xinfating**”) selling a Japanese style inspired dessert known as Mizimamei, made with assortment of sweet beans, seasonal fruits over shave ice. It is very popular among Taichung people and made Xinfating a household name. The “Mizimamei” brand was reinvented by the third generation of the Chen’s family with dessert beverage items inspired by contemporary pulse and its heritage elements.

Mizimamei Enterprise is dedicated to the fine art of combining Japanese style dessert and Taiwanese pearl milk tea (bubble milk tea). It has invented a special recipe for the said combination by mixing brown sugar, tapioca (bubble) pearls, sesame, coffee jelly, peanuts with a signature cream cheese top to achieve the chewy texture along with the beverage.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, each of Mizimamei Enterprise and its ultimate beneficial owners are third parties independent of the Company and its connected persons as at the date of this announcement.

REASONS FOR ENTERING INTO THE AGREEMENT

The Directors are of the view that the Agreement with Mizimamei Enterprise represents an excellent opportunity for the Group to diversify into the food and beverage industry. The Board considers that the Agreement will help explore the business opportunities of this new business line for the Group and this new business expansion is a prime opportunity for the Group to diversify its business scope, broaden its sources of income and achieve better return for the shareholders of the Company.

GEM LISTING RULES IMPLICATIONS

As each of the applicable percentage ratios under Rule 19.07 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in respect of the Agreement is below 5%, the entering into of the Agreement does not constitute a notifiable transaction for the Company under Chapter 19 of the GEM Listing Rules.

As the JV Partner is the brother of Mr. Lean Chun Wai, an executive director of the Company, the JV Partner is a deemed connected person of the Company under Rule 20.19 of the GEM Listing Rules. As each of the applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the setting up of the Joint Venture is more than 0.1% but less than 5% and the total consideration is less than HK\$3,000,000, the setting up of the Joint Venture is fully exempt from reporting, announcement and independent shareholders’ approval requirement under Chapter 20 of the GEM Listing Rules.

By order of the Board of
OOH Holdings Limited
CHAU Wai Chu Irene
Chairlady and Chief Executive Officer

Hong Kong, 7 May 2019

As at the date of this announcement, the Directors are:

Executive Directors

Ms. CHAU Wai Chu Irene (*Chairlady and Chief Executive Officer*)
Ms. CHEUNG Kit Yi
Mr. LEAN Chun Wai

Non-Executive Director

Mr. DA SILVA Antonio Marcus

Independent Non-Executive Directors

Ms. AU Shui Ming Anna
Mr. LIANG Man Kit Jerry
Mr. HO Alfred Chak Wai

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 Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company (www.ooh.com.hk).