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環球戰略集團有限公司

GLOBAL STRATEGIC GROUP LIMITED

環球戰略集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8007)

**VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING
IN RELATION TO
A POSSIBLE ACQUISITION**

This announcement is made by Global Strategic Group Limited (the “**Company**”, collectively with its subsidiaries, the “**Group**”) on a voluntary basis for the purpose of keeping the shareholders of the Company (the “**Shareholders**”) and potential investors informed of the latest business update of the Group.

MEMORANDUM OF UNDERSTANDING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 12 January 2026 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (“**MOU**”) with Jiangxi Qiatian Clean Energy Company Limited* (江西治田清潔能源有限公司) (the “**Potential Vendor**”). Pursuant to the MOU, the Group intends to acquire, and the Potential Vendor intends to dispose of, not less than 51% of the equity interest in Yichang Giant Petrol Station Company Limited* (宜昌市巨人加油站有限公司) (the “**Target Company**”) (the “**Possible Acquisition**”). The Possible Acquisition, if materialises, may constitute a notifiable transaction for the Company under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

PRINCIPAL TERMS OF THE MOU

Date: 12 January 2026 (after trading hours)

Parties: (1) the Company; and
(2) the Potential Vendor

Consideration

The consideration for the Possible Acquisition will be further negotiated between and determined by the Company and the Potential Vendor in the Formal Agreement.

Exclusivity

During the period of 60 days from the date of MOU (or such later date(s) as the parties to the MOU may agree in writing) (the “**Exclusivity Period**”), each of the parties to the MOU agrees not to enter into negotiations, whether formal or informal, with any party other than the Company or the Potential Vendor concerning the Possible Acquisition, and each of the Company and the Potential Vendor shall promptly notify the other party of any inquiries by any third parties regarding the foregoing.

Due diligence review

Pursuant to the MOU, the Group may, within 60 days upon signing of the MOU (or such later date as maybe agreed between the parties to the MOU in writing), conduct due diligence reviews on the business, financial and legal affairs of the Target Company. The Potential Vendor shall, upon reasonable request, provide and procure the provision of such information and assistance as the Group and its advisers may reasonably require for the purpose of completing such due diligence reviews.

Formal Agreement

Each of the parties to the MOU agrees to use their best endeavours to procure the entering into of a legally binding formal agreement in relation to the Possible Acquisition (the “**Formal Agreement**”) within the Exclusivity Period.

Termination

Unless mutually agreed otherwise in writing, the MOU will be terminated at the earlier of:

- (i) the expiry of the Exclusivity Period; or
- (ii) the date of execution of the Formal Agreement.

The MOU shall be terminated at the occurrence of any of the above two events, whichever is earlier.

Non-legally binding effect

Save for the provisions relating to the exclusivity, due diligence review, confidentiality, termination, notices, costs, and governing law and jurisdiction, the MOU does not constitute a legally binding agreement on the parties to the MOU.

BACKGROUND OF THE TARGET COMPANY

The Target Company is a company established in the PRC with limited liability. It principally engages in the operation of a petrol filling station located in the Wujiagang District, Yichang City, Hubei Province (湖北省宜昌市伍家崗區). The petrol filling station is situated at a prime location within the city centre, with convenient access to major roads and traffic junctions.

As at the date of this announcement, the Target Company is owned as to 100% to the Potential Vendor, which is a company established in the PRC with limited liability.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, saved as disclosed above, each of the Target Company and the Potential Vendor is an independent third party and is not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Group is principally engaged in (i) natural gas supply; and (ii) sales and leasing of equipment. The Board consider that it is beneficial for the Group to seek investment opportunities from time to time to develop its existing business portfolio and engage in a new line of business with growth potential and broaden its source of income.

The Board is of the view that the Possible Acquisition, if materialised, may provide the Group with an opportunity to expand its business scope into the operation of a petrol filling station, which is complementary to the Group's existing energy-related business and may contribute to long-term business development.

The Board is of the view that the terms of the MOU are on normal commercial terms and fair and reasonable. If the Possible Acquisition materialises, it represents an opportunity for the Group to diversify its revenue stream and is in the interests of the Company and the Shareholders as a whole.

NATURE OF THE MOU

The MOU does not constitute any legally binding commitment in respect of the Possible Acquisition, save and except that each party agrees to be legally bound by certain clauses including confidentiality and the governing law. The Possible Acquisition will only be finalised after the conclusion of negotiation and execution of the Formal Agreement between the relevant parties.

GENERAL

The Board wishes to emphasise that the Possible Acquisition contemplated under the MOU may or may not proceed and that the parties have not entered into a legally binding agreement in relation to the transactions contemplated under the MOU as at the date of this announcement. If the transactions contemplated under the MOU materialise, the Company will make further announcements as and when appropriate in accordance with the GEM Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Global Strategic Group Limited
Wu Guoming
Executive Director

Hong Kong, 12 January 2026

* *for identification purposes only*

As at the date of this announcement, the Executive Directors are Mr. Wu Guoming and Mr. Wu Chunyao; the Non-executive Director is Ms. Chung Pei-Hsuan; and the Independent Non-executive Directors are Mr. Tsung Ching Fung, Ms. Chak Wai Nga, and Mr. Wong Shun Ching.

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 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 website at www.hkexnews.hk for at least seven days from the day of its publication and on the Company’s website at www.globalstrategicgroup.com.hk.