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Li Bao Ge Group Limited

利寶閣集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8102)

**PROPOSED TRANSFER OF LISTING FROM THE
GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 14 February 2018 for the transfer of listing of all its issued Shares from GEM to the Main Board under the transfer of listing arrangement pursuant to the relevant provisions of the GEM Listing Rules and Chapter 9A of the Main Board Listing Rules. The Proposed Transfer will not involve any issue of new Shares by the Company.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among other things, the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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REASONS FOR THE TRANSFER OF LISTING

The Shares of the Company has been listed on GEM since 30 June 2016. The Group is principally engaged in the operation of a chain of Chinese restaurants in Hong Kong and the PRC. The Group currently operates four full-service restaurants in Hong Kong and two full-service restaurants in Shenzhen, the PRC to provide Cantonese cuisine under the brand name of “Star of Canton (利寶閣)”. In addition, the Group also operates a Jingchuanhu cuisine restaurant in Hong Kong under the brand name of “Beijing House (京香閣)” and a Thai cuisine restaurant in Shenzhen, the PRC under the brand name of “La Maison D’ Elephant (象屋)”.

The Board believes that the Transfer of Listing will enhance the profile of the Group, strengthen its recognition among customers and investors, and further improve the trading liquidity of the Shares. The Board also considers that the listing of the Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

As of the date of this announcement, no change in the nature of business of the Group is contemplated by the Directors following the Transfer of Listing.

CONDITIONS OF THE PROPOSED TRANSFER

The Proposed Transfer is conditional upon, among other things:

- (a) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, (i) all Shares in issue; and (ii) Shares which may fall to be issued pursuant to the exercise of the share options that may be but not yet granted under the GEM Share Option Scheme, on the Main Board; and
- (b) all other relevant consents required or in connection with the implementation of the Proposed Transfer having been obtained, and the fulfillment of all conditions which may be attached to such consents, if any.

As at the date of this announcement, the Company has 800,000,000 Shares in issue, and 80,000,000 Shares which may fall to be issued pursuant to the exercise of the share options that may be but not yet granted under the GEM Share Option Scheme.

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GENERAL

The Company will make further announcement(s) to keep the Shareholders and potential investors informed of the progress of the Proposed Transfer as and when appropriate.

DEFINITIONS

“Board”	the board of Directors
“Company”	Li Bao Ge Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM Share Option Scheme”	the share option scheme adopted pursuant to the written resolution passed by the Shareholders on 16 June 2016
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	the Listing Committee of the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Transfer”	the proposed transfer of listing of the Shares from GEM to the Main Board
“Share(s)”	ordinary share(s) of HK\$0.01 each of the Company

“Shareholder(s)” holder(s) of the Share(s)
“Stock Exchange” The Stock Exchange of Hong Kong Limited

By order of the Board
Li Bao Ge Group Limited
Chan Chun Kit
Chairman

Hong Kong, 14 February 2018

As at the date of this announcement, the executive Directors are Mr. Chan Chun Kit, Mr. Lam Kwok Leung Peter, Mr. Wong Ka Wai and Mr. Chow Yiu Pong David; and the independent non-executive Directors are Mr. Liu Chi Keung, Prof. Wong Lung Tak Patrick and Mr. Tam Tak Kei Raymond.

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 the Growth Enterprise Market 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 Company Announcements” page on the Growth Enterprise Market website at www.hkgem.com for at least 7 days from the date of its posting and will also be published on the Company’s website at <http://www.starofcanton.com.hk>.