

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Lumina Group Limited (“Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



LUMINA GROUP LIMITED

瑩嵐集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8470)

**PROPOSALS FOR (1) ADOPTION OF AUDITED  
CONSOLIDATED FINANCIAL STATEMENTS AND  
REPORTS OF DIRECTORS AND AUDITORS,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) RE-APPOINTMENT OF AUDITORS,  
(4) GENERAL MANDATES TO ISSUE SHARES,  
REPURCHASE SHARES AND EXTENSION MANDATE  
AND  
NOTICE OF 2018 ANNUAL GENERAL MEETING**

This circular, for which the directors (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 (the “**Stock Exchange**”) 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 circular 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 circular misleading.

A notice convening the 2018 annual general meeting of the Company (“**2018 AGM**”) to be held at Unit 4608, 46/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 3 August 2018 at 2:00 p.m. is set out on pages 19 to 23 of this circular. A proxy form for use by the shareholders at the 2018 AGM is enclosed.

Whether or not you are able to attend the 2018 AGM, you are advised to read this circular and to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the 2018 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2018 AGM or any adjournment thereof should you so wish.

This circular, together with a form of proxy, will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.lumina.com.hk](http://www.lumina.com.hk).

29 June 2018

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on the GEM are generally small and mid-sized companies, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on the GEM.

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
Introduction .....	4
Resolution (1) Adoption of the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 March 2018 .....	5
Resolution (2) Re-election of Retiring Directors .....	5
Resolution (3) Re-appointment of Auditors .....	6
Resolutions (4) to (6) General Mandate, Repurchase Mandate and Extension Mandate .....	6
2018 Annual General Meeting and Proxy Arrangement .....	8
Voting at the 2018 Annual General Meeting .....	8
Recommendation .....	8
Closure of Register of Members .....	9
Responsibility of Directors .....	9
General Information .....	9
Language .....	9
<b>APPENDIX I — EXPLANATORY STATEMENT OF                     THE REPURCHASE MANDATE</b> .....	10
<b>APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE                     RE-ELECTED AT THE 2018 AGM</b> .....	15
<b>NOTICE OF THE 2018 AGM</b> .....	19

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“2018 Annual Report”	the annual report of the Company for the financial year ended 31 March 2018 despatched to the Shareholders together with this circular;
“2018 AGM”	the annual general meeting of the Company to be held at Unit 4608, 46/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 3 August 2018 at 2:00 p.m., for the purpose of considering and if thought fit, approving, inter-alia, the resolutions proposed in this circular;
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time;
“Associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules;
“Board”	the board of Directors;
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Close Associate(s)”	has the meaning defined in the GEM Listing Rules;
“Company”	Lumina Group Limited (瑩嵐集團有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM (stock code: 8470);
“Core Connected Person(s)”	has the meaning defined in the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;

## DEFINITIONS

“General Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the 2018 AGM;
“Group”	the Company and its Subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	22 June 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Date”	25 October 2017, being the date on which dealing in the Company’s Shares first commenced on the Stock Exchange;
“PRC”	the People’s Republic of China, which shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular;
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares of the aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the 2018 AGM;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

## DEFINITIONS

“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere;
“Takeovers Code”	The Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.



**LUMINA GROUP LIMITED**

**瑩嵐集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8470)**

*Executive Directors:*

Mr. Fok Hau Fai (*Chairman*)

Mr. Sung Sing Yan

Ms. Wu Xiaorong

*Independent Non-executive Directors:*

Mr. Hung Kin Sang

Mr. Lee Yin Sing

Mr. Wan Chun Kwan

*Registered Office:*

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

1/F, R & T Centre

No. 81-83 Larch Street

Tai Kok Tsui

Kowloon

Hong Kong

29 June 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR (1) ADOPTION OF AUDITED  
CONSOLIDATED FINANCIAL STATEMENTS AND  
REPORTS OF DIRECTORS AND AUDITORS,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) RE-APPOINTMENT OF AUDITORS,  
(4) GENERAL MANDATES TO ISSUE SHARES,  
REPURCHASE SHARES AND EXTENSION MANDATE  
AND  
NOTICE OF 2018 ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the 2018 AGM and to provide you with details of the resolutions to be proposed at the 2018 AGM relating to:

- (a) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 March 2018;

## LETTER FROM THE BOARD

- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditors;
- (d) the granting of the General Mandate to the Directors;
- (e) the granting of the Repurchase Mandate to the Directors; and
- (f) the granting of the Extension Mandate to the Directors.

### **RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2018**

The audited consolidated financial statements of the Company for the year ended 31 March 2018 together with the Reports of the Directors and the Auditors, are set out in the 2018 Annual Report which will be sent to the Shareholders on 29 June 2018. The 2018 Annual Report may then be viewed and downloaded from the Company's website ([www.lumina.com.hk](http://www.lumina.com.hk)) and The Hong Kong Exchanges and Clearing Limited's website ([www.hkexnews.hk](http://www.hkexnews.hk)). The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

### **RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS**

The Board currently consists of three Executive Directors, namely Mr. Fok Hau Fai (Chairman and Chief Executive Officer), Mr. Sung Sing Yan and Ms. Wu Xiaorong and three Independent Non- executive Directors namely Mr. Hung Kin Sang, Mr. Lee Yin Sing and Mr. Wan Chun Kwan.

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. A retiring Director shall be eligible for re-election.

Pursuant to Article 112 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.



## LETTER FROM THE BOARD

Accordingly, Mr. Fok Hau Fai, Mr. Sung Sing Yan, Ms. Wu Xiaorong, Mr. Hung Kin Sang, Mr. Lee Yin Sing and Mr. Wan Chun Kwan shall retire at the 2018 AGM and being eligible, offer themselves for re-election.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2018 AGM. The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors ("INEDs"). All the INEDs of the Company have satisfied the Independence Guidelines set out in Rule 5.09 of the GEM Listing Rules and have provided to the Company an annual written confirmation of their independence.

The biographical details of above-mentioned Directors proposed to be re-elected at the 2018 AGM are set out in Appendix II to this circular.

### **RESOLUTION (3) RE-APPOINTMENT OF AUDITORS**

The Board (which agreed with the view of the Audit Committee of the Company) recommended that, subject to the approval of the Shareholders at the 2018 AGM, Deloitte Touche Tohmatsu be re-appointed as the external auditors of the Company for 2018.

### **RESOLUTION (4) GENERAL MANDATE**

The Directors have been granted a general unconditional mandate to allot, issue and deal with Shares pursuant to the written resolutions of the Shareholders passed on 22 September 2017. The general mandate would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to hold its next annual general meeting; or (c) when revoked, varied or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

The existing general mandate will lapse at the conclusion of the 2018 AGM. Therefore, an ordinary resolution will be proposed at the 2018 AGM that the Directors be granted a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution. As at the Latest Practicable Date, a total of 600,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the General Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the 2018 AGM, the Company will be allowed under the General Mandate to issue a maximum of 120,000,000 Shares.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 4 in the notice of the 2018 AGM.

## LETTER FROM THE BOARD

### **RESOLUTION (5) REPURCHASE MANDATE**

The Directors have been granted a general unconditional mandate to exercise the power of the Company to repurchase Shares pursuant to the written resolutions of the Shareholders passed on 22 September 2017. The repurchase mandate would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to hold its next annual general meeting; or (c) when revoked, varied or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

The existing repurchase mandate will lapse at the conclusion of the 2018 AGM. Therefore, an ordinary resolution will be proposed at the 2018 AGM that the Directors be granted a general mandate to exercise all the powers of the Company to purchase or repurchase Shares with the aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution.

The Company had in issue an aggregate of 600,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to repurchase a maximum of 60,000,000 Shares on the basis that no further Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the 2018 AGM.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 5 in the notice of the 2018 AGM.

An explanatory statement giving the particulars required under Rule 13.08 of the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out Appendix I to this circular.

### **RESOLUTION (6) EXTENSION MANDATE**

In addition, subject to the passing of the resolutions to grant the General Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2018 AGM to authorise the Directors to extend the General Mandate to allot and issue Shares by an amount of Shares representing the aggregate nominal value of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Repurchase Mandate.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 6 in the notice of the 2018 AGM.

## LETTER FROM THE BOARD

### 2018 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the 2018 AGM to be held at Unit 4608, 46/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 3 August 2018 at 2:00 p.m. is set out on pages 19 to 23 of this circular. At the 2018 AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the General Mandate, the Repurchase Mandate, and the Extension Mandate; the re-election of retiring Directors and the re-appointment of auditors.

A form of proxy for use in connection with the 2018 AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the 2018 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2018 AGM (or any adjourned meeting thereof) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### VOTING AT THE 2018 ANNUAL GENERAL MEETING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2018 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2018 AGM will be made by the Company after the 2018 AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RECOMMENDATION

At the 2018 AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the General Mandate, the Repurchase Mandate and the Extension Mandate; the re-election of retiring Directors and the re-appointment of auditors.

The Directors believe that the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the re-appointment of the auditors are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the General Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the

## LETTER FROM THE BOARD

working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2018 AGM.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company for the 2018 AGM will be closed from Tuesday, 31 July 2018 to Friday, 3 August 2018, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the 2018 AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 30 July 2018.

### **RESPONSIBILITY OF DIRECTORS**

This circular, 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 circular 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 circular misleading.

### **GENERAL INFORMATION**

Your attention is also drawn to the additional information set out in the appendices to this circular.

### **LANGUAGE**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board  
**Lumina Group Limited**  
**Fok Hau Fai**  
*Chairman*

*This Appendix I is an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.*

**1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

**2. SHARE CAPITAL**

As at the Latest Practicable Date, a total of 600,000,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the 2018 AGM, exercise in full of the Repurchase Mandate, on the basis of 600,000,000 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 60,000,000 Shares being repurchased by the Company.

**3. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

**4. SOURCE OF FUNDS**

The Company is empowered by the Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Cayman Companies Law, the GEM Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

Any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorized by the Articles of Association and subject to the Cayman Companies Law and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorized by the Articles of Association and subject to Cayman Companies Law and/or other applicable laws, rules and regulations, out of capital. The Shares so repurchased will be treated as cancelled but the aggregate amount of authorized share capital will not be reduced.

The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

#### **5. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 25 October 2017 (the Listing Date) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

#### **6. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their Close Associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders and exercised, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved and exercised.

#### **7. THE TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE
--

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column “Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate” while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the 2018 AGM (and assuming that the issued share capital remains unchanged up to the date of the 2018 AGM) is shown under the column “Approximate % of the issued share capital should the Repurchase Mandate be exercised in full”:

Name of Shareholder	Nature of Interest	Number of Shares Held	Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate	Approximate % of the issued share capital should the Repurchase Mandate be exercised in full
Mr. Fok Hau Fai (“Mr. Fok”) (Note 2)	Interest in a controlled corporation	427,500,000 ordinary Shares (L)	71.25%	79.17%
Foxfire limited (“Foxfire”) (Note 2)	Beneficial Owner	427,500,000 ordinary Shares (L)	71.25%	79.17%

The above are calculated based on 600,000,000 Shares in issue as at the Latest Practicable Date.

Notes:

- (1) The letter (L) denotes a person’s long interest in the Company’s Shares.
- (2) These shares are registered in the name of Foxfire Limited, a company which is wholly owned by Mr. Fok. Under the SFO, Mr. Fok is deemed to be interested in all the shares registered in the name of Foxfire.

<b>APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE</b>
---

In the event that the Directors exercise the Repurchase Mandate in full, the interest of the abovenamed persons would be increased as shown in the table above.

The Directors do not propose or intend to repurchase Shares which could result in mandatory offer under the Takeovers Code and less than the prescribed minimum percentage of Shares in public hands (i.e. 25%). The Stock Exchange has stated that if less than 25% of the issued share capital of the Company are in the public hands, or if the Stock Exchange believes that a false market exists or may exist in the trading of the shares or that there are insufficient Shares in the public hands to maintain an orderly market, it will consider exercising its discretion to suspend the dealing in the Shares.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their respective associates, presently intends to sell Shares to the Company in the event that the repurchase mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, nor they have undertaken not to sell any Shares held by them to the Company in the event that the repurchase mandate is approved by the Shareholders.

## 8. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange in each of the months from the Listing Date up to the Latest Practicable Date:

<b>Month</b>	<b>Price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
October	0.490	0.405
November	1.070	0.420
December	1.120	0.620
<b>2018</b>		
January	1.320	0.810
February	2.190	1.150
March	2.200	1.530
April	4.040	1.000
May	1.830	1.210
June (up to the Latest Practicable Date)	1.360	1.100



**9.      SHARE REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

**10.     DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and all applicable laws of the Cayman Islands.

*The followings are the particulars of the retiring Directors proposed to be re-elected at the 2018 AGM:*

**Mr. FOK Hau Fai (霍厚輝)**, aged 47, was appointed as our Director on 7 July 2016 and was redesignated as an Executive Director and appointed as the chairman, chief executive officer and compliance officer of our Company on 3 September 2016. He is the chairman of the Nomination Committee. Mr. Fok has over 20 years of experience in the fire safety service industry and is the founder of our Group. He is responsible for our overall strategic planning, business development and operational management. Mr. Fok obtained a Diploma in Mechanical Engineering (Computer-aided Engineering) from the Vocational Training Council in August 1992. He subsequently obtained a Higher Certificate in Building Services Engineering and a Bachelor's Degree in Building Services Engineering (Fire Engineering) from The Hong Kong Polytechnic University in November 1996 and November 2001 respectively.

Mr. Fok has entered into a service contract with the Company for an initial fixed term of three years commencing from 25 October 2017 until terminated by not less than three months' notice in writing served by either party. Notwithstanding the foregoing, Mr. Fok's appointment as a Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Fok is entitled to a Director's fee of HK\$120,000 per annum which has been proposed by the Remuneration Committee and approved by the Board and is determined by arm's length negotiation between Mr. Fok and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy. He may, at the discretion of the Board, be granted share options entitling him to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company.

#### **Mr. Fok Hau Fai**

Save as disclosed in Appendix I, as at the Latest Practicable Date, Mr. Fok did not have any interest in Shares within the meaning of Part XV of the SFO.

**Mr. SUNG Sing Yan (宋聖恩)**, aged 57, was appointed as our Executive Director on 3 September 2016. He is member of each of the Risk and Technical Committee and the Remuneration Committee. Mr. Sung has over 30 years of experience in the fire safety service industry and has been the general manager of Kin Ying Contracting Limited since August 2005. He is in charge of the Repairs and Maintenance Department of the Group where he is responsible for its daily operational management.

Mr. Sung has entered into a service contract with the Company for an initial fixed term of three years commencing from 25 October 2017 until terminated by not less than three months' notice in writing served by either party. Notwithstanding the foregoing, Mr. Sung's appointment as a Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Sung is entitled to a Director's fee of HK\$120,000 per annum which has been recommended by the Remuneration Committee and approved by the Board and is

determined by arm's length negotiation between Mr. Sung and the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy. He may, if recommended by the Remuneration Committee and approved by the Board, be granted share options entitling him to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company.

**Ms. WU Xiaorong (吳小榮)**, aged 38, was appointed as our Executive Director on 24 January 2018. Ms. Wu participates in formulating the corporate and business strategies of the Group and to expand the Group's business under her network. Ms. Wu has extensive business connections in the People's Republic of China (the "PRC"). She founded Zhejiang Lianmai Business Limited in July 2015, a company in the PRC which operates a supermarket chain, where she is currently the executive director, general manager and legal representative of the company. In September 2017, Ms. Wu co-founded Zhonghe Shenyi Holdings Limited, a company in the PRC whose scope of operation includes, inter alia, investment and property management, where she is currently the executive director, general manager and legal representative of the company. Ms. Wu is also currently the executive director and legal representative of Shanghai Shenyi Biological Technology Limited, a subsidiary of Zhonghe Shenyi Holdings Limited in the PRC whose scope of service includes research and development and provision of technical consultation in the biotechnology field.

Ms. Wu has entered into a service contract with the Company for an initial fixed term of three years commencing from 24 January 2018 until terminated by not less than three months' notice in writing served by either party. Notwithstanding the foregoing, Ms. Wu's appointment as a Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Ms. Wu is entitled to a Director's fee of HK\$120,000 per annum which has been recommended by the Remuneration Committee and approved by the Board and is determined by arm's length negotiation between Ms. Wu and the Company, and with reference to her duties and responsibilities, her qualifications and experience, the prevailing market conditions and the Company's remuneration policy. She may, if recommended by the Remuneration Committee and approved by the Board, be granted share options entitling her to subscribe for shares in the Company under any share option scheme from time to time adopted by the Company.

**Mr. HUNG Kin Sang (熊健生)**, aged 46, was appointed as our Independent Non-executive Director on 22 September 2017. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Mr. Hung has over 20 years of sales and marketing experience and is currently a sales and marketing director of the Hong Kong subsidiary of a Swiss-based company specialising in the manufacture and sales of watch movements. Mr. Hung obtained a Bachelor's Degree in Business Studies from the City Polytechnic of Hong Kong (currently known as the City University of Hong Kong) in November 1993.

There is a letter of appointment entered into between the Company and Mr. Hung for an initial term of service with effect from 25 October 2017 and shall continue thereafter subject to a maximum of three years. Notwithstanding the foregoing, he is subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Hung is entitled to a Director's fee of HK\$120,000 per annum under such appointment, which has been proposed by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy and the prevailing market condition.

**Mr. LEE Yin Sing (李彦昇)**, aged 38, was appointed as our Independent Non-executive Director on 22 September 2017. He is the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Lee has over 10 years of experience in financial control, accounting and corporate governance practices and procedures in Hong Kong and is currently the chief financial officer and company secretary of Grand Concord International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 844). Mr. Lee obtained a Bachelor's Degree in Accountancy from the City University of Hong Kong in November 2002. He has been a member of the Hong Kong Institute of Certified Public Accountants since April 2008.

There is a letter of appointment entered into between the Company and Mr. Lee for an initial term of service with effect from 25 October 2017 and shall continue thereafter subject to a maximum of three years. Notwithstanding the foregoing, he is subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Lee is entitled to a Director's fee of HK\$120,000 per annum under such appointment, which has been proposed by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy and the prevailing market condition.

**Mr. WAN Chun Kwan (溫隽軍)**, aged 42, was appointed as our Independent Non-executive Director on 22 September 2017. He is a member of each of the Audit Committee and Remuneration Committee and the chairman of the Risk and Technical Committee. Mr. Wan has over 20 years of experience in the engineering industry and is currently the senior manager of a company listed on the Main Board of the Stock Exchange which engages in the development and operation of hotels, gaming and integrated resort facilities in Macau. Mr. Wan obtained a Bachelor's Degree in Building Services Engineering (Fire Engineering) and a Master's Degree in Project Management from The Hong Kong Polytechnic University in November 2001 and November 2010 respectively. Mr. Wan is currently (i) a member of the Chartered Institution of Building Services Engineers in the United Kingdom; (ii) a fellow member of the Society of Operations Engineers; and (iii) a member of the Institution of Plant Engineers. He is also registered as a chartered engineer by The Engineering Council (UK).

There is a letter of appointment entered into between the Company and Mr. Wan for an initial term of service with effect from 25 October 2017 and shall continue thereafter subject to a maximum of three years. Notwithstanding the foregoing, he is subject to the requirements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Wan is entitled to a Director's fee of HK\$120,000 per annum under such appointment, which has been proposed by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy and the prevailing market condition.

#### GENERAL

Save as disclosed above, none of the above Directors:

- (i) held any other positions in any members of the Group as at the Latest Practicable Date;
- (ii) had any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date;
- (iii) held any other directorships in listed public companies in the three years prior to the Latest Practicable Date; and
- (iv) had any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information in relation to the above Directors that needs to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.



**LUMINA GROUP LIMITED**

**瑩嵐集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8470)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Lumina Group Limited (“**Company**”) will be held at Unit 4608, 46/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 3 August 2018 at 2:00 p.m. (or an adjournment thereof) for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the Directors and the auditors of the Company for the year ended 31 March 2018;
2. To consider and approve, each as a separate resolution if thought fit, the following resolutions:
  - (a) To re-elect Mr. Fok Hau Fai as an Executive Director of the Company;
  - (b) To re-elect Mr. Sung Sing Yan as an Executive Director of the Company;
  - (c) To re-elect Ms. Wu Xiaorong as an Executive Director of the Company;
  - (d) To re-elect Mr. Hung Kin Sang as an Independent Non-executive Director of the Company;
  - (e) To re-elect Mr. Lee Yin Sing as an Independent Non-executive Director of the Company;
  - (f) To re-elect Mr. Wan Chun Kwan as an Independent Non-executive Director of the Company;
  - (g) To authorise the Board of Directors to fix the remuneration of Directors;
3. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the Board of Directors to fix their remuneration;

## NOTICE OF THE 2018 AGM

4. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph 4(c) below, and pursuant to the Rules Governing the Listing of Securities on the GEM (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph 4(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 4(a) above, otherwise than by way of:
  - (i) a Rights Issue (as defined in paragraph 4(d) below); or
  - (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees and/or consultants of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

## NOTICE OF THE 2018 AGM

- (d) for the purpose of this resolution:
- (i) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
    - I. the conclusion of the next annual general meeting of the Company;
    - II. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; or
    - III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.
  - (ii) **“Rights Issue”** means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”
5. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:
- “THAT:**
- (a) subject to paragraph 5(b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase issued shares in the share capital of the Company on the GEM of the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (**“SFC”**) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of



## NOTICE OF THE 2018 AGM

the SFC, the Stock Exchange, or any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph 5(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as defined in paragraph 4(d)(i) above.”
6. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions nos. 4 and 5 set out herein being passed, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue or otherwise deal with additional shares pursuant to resolution no. 4 set out herein be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of shares repurchased by the Company under the authority granted pursuant to resolution no. 5 set out herein, provided that such amount shall not exceed 10% of the aggregate nominal value of the issued capital of the Company as at the date of passing of this resolution.”

By order of the Board  
**Lumina Group Limited**  
**Fok Hau Fai**  
*Chairman*

Hong Kong, 29 June 2018

*As at the date of this notice, the Board comprises (i) three Executive Directors, namely Mr. Fok Hau Fai, Mr. Sung Sing Yan and Ms. Wu Xiaorong; and (ii) three Independent Non-executive Directors, namely Mr. Hung Kin Sang, Mr. Lee Yin Sing and Mr. Wan Chun Kwan.*

## NOTICE OF THE 2018 AGM

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited, all the resolutions are to be voted by poll at the 2018 AGM.
2. A member entitled to attend and vote at the 2018 AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding of the 2018 AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the 2018 AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2018 AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. For determining the entitlement to attend and vote at the 2018 AGM, the register of members of the Company will be closed from Tuesday, 31 July 2018 to Friday, 3 August 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the 2018 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 30 July 2018.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at [www.lumina.com.hk](http://www.lumina.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.