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# A.Plus Group Holdings Limited 優越集團控股有限公司

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

(Stock Code: 8251)

## **PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

Sponsor



**紅日資本有限公司**

**RED SUN CAPITAL 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.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 10 August 2018 for the Proposed Transfer pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules.

**Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among others, the granting of relevant approval by the Stock Exchange. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PROPOSED TRANSFER**

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## **REASONS FOR THE PROPOSED TRANSFER**

The Company has been listed on GEM since 19 April 2016. The Group is a financial printing service provider in Hong Kong and mainly provides typesetting, design, translation, printing and delivery services in relation to financial reports, announcements, shareholder circulars, debt offering circulars, IPO prospectuses and fund documents.

The Directors consider that the Main Board is perceived to enjoy a more advanced status by investors which could result in a larger investor base and promote the Company's corporate profile and recognition among public investors. Also, the Proposed Transfer will strengthen the Group's position in the industry and enhance the Group's competitive strengths in retaining and attracting professional staff and customers. Therefore, the Directors are of the view that the Proposed Transfer will be beneficial to the future growth, financing flexibility and business development of the Group which will create a long-term value to the Shareholders.

As at the date of this announcement, the Board does not contemplate any material change in the nature of the business activities of the Group following the Proposed Transfer. The Proposed Transfer will not involve any issue of new Shares.

## **NO CHANGE IN CONTROL**

Since the time of the listing of the Company on 19 April 2016 and up to the date of this announcement, 233,160,000 Shares, representing approximately 58.3% of the entire issued share capital of the Company, are held by Brilliant Ray, whose entire issued share capital is in turn held by Mr. Lam and Mr. Fong in equal shareholding, respectively. Accordingly, for the purposes of the Main Board Listing Rules and the GEM Listing Rules, Brilliant Ray, Mr. Lam and Mr. Fong are each considered a Controlling Shareholder.

The Company confirms that there has been no change in control of the Company since the listing of the Company on GEM and up to the date of this announcement.

## **CONDITIONS OF THE PROPOSED TRANSFER**

The Proposed Transfer is conditional upon (a) the Company's fulfilment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules; (b) the Stock Exchange granting approval for the listing of, and permission to deal in all the Shares in issue and the new Shares which may fall to be issued upon the exercise of share options which may be granted under the Share Option Scheme on the Main Board; and (c) all other relevant consents required or in connection with the implementation of the Proposed Transfer having been obtained, and the fulfilment of all conditions which may be attached to such consents, if any.

**Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among others, the granting of relevant approval by the Stock Exchange. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **GENERAL**

In connection with the Proposed Transfer, the Company has appointed Red Sun as its sponsor in accordance with the Main Board Listing Rules.

The Board would like to emphasise that the definitive timetable for the Proposed Transfer has not yet been finalised. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the Proposed Transfer as and when appropriate.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

|                 |  |
|-----------------|--|
| “Board”         | the board of Directors   |
| “Brilliant Ray” | Brilliant Ray Global Limited, a company incorporated in the BVI with limited liability on 18 January 2013, and is owned as to 50.0% by Mr. Lam and 50.0% by Mr. Fong, and is one of the Controlling Shareholders |
| “BVI”           | British Virgin Islands   |
| “Chairman”      | the chairman of the Board, Mr. Lam   |

|                                 |  |
|---------------------------------|--|
| “Company”                       | A.Plus Group Holdings Limited (優越集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 20 April 2015, the issued shares of which are currently listed on GEM (Stock Code: 8251)  |
| “Controlling Shareholder(s)”    | has the meaning ascribed to it under the Main Board Listing Rules and in the context of the Company and for the purpose of this announcement, means Mr. Lam, Mr. Fong and Brilliant Ray  |
| “Director(s)”                   | the director(s) of the Company   |
| “GEM”                           | GEM of the Stock Exchange  |
| “GEM Listing Rules”             | the Rules Governing the Listing of Securities on GEM   |
| “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  |
| “Inside Information Provisions” | the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO  |
| “IPO”                           | initial public offering  |
| “Main Board”                    | the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange parallel with GEM, and for the avoidance of doubt, it does not include GEM for the purpose hereof |
| “Main Board Listing Rules”      | the Rules Governing the Listing of Securities on the Main Board  |
| “Mr. Fong”                      | Mr. Fong Wing Kong (方永光), an executive Director and one of the Controlling Shareholders  |
| “Mr. Lam”                       | Mr. Lam Kim Wan (林劍雲), the Chairman and an executive Director and one of the Controlling Shareholders  |
| “Proposed Transfer”             | the proposed transfer of the listing of the Shares from GEM to the Main Board  |

|                       |   |
|-----------------------|---|
| “Red Sun”             | Red Sun Capital Limited, a corporation licensed by the Securities and Futures Commission to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the sponsor for the Proposed Transfer |
| “SFO”                 | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time   |
| “Share(s)”            | the ordinary share(s) having a par value of HK\$0.01 each in the capital of the Company   |
| “Share Option Scheme” | the share option scheme approved and adopted by the Company on 23 March 2016  |
| “Shareholder(s)”      | holder(s) of the Share(s)   |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited   |

By order of the Board  
**A.Plus Group Holdings Limited**  
**Lam Kim Wan**  
*Chairman and Executive Director*

Hong Kong, 10 August 2018

*As at the date of this announcement, the executive Directors are Mr. Lam Kim Wan and Mr. Fong Wing Kong, and the independent non-executive Directors are Mr. Yue Ming Wai Bonaventure, Ms. Sze Tak On and Mr. Leung Siu Hong.*

*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 at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and will also be published on the “Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company’s website at [www.aplusgp.com](http://www.aplusgp.com).*