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LUMINA GROUP LIMITED

瑩嵐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8470)

**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 (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that on 31 July 2019, the Company submitted a formal application to the Stock Exchange in respect of the Proposed Transfer of Listing pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules. The Proposed Transfer of Listing will not involve any issue of new Shares.

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing 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 of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PROPOSED TRANSFER OF LISTING

Reference is made to the announcement issued by the Company dated 3 June 2019 (the “**Announcement**”) in relation to the positive profit alert and the possible transfer of listing pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO.

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REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed and traded on GEM since 25 October 2017. The Group is principally engaged in the provision of fire safety services in Hong Kong, focusing on building fire safety. The Group’s services cover the design, supply and installation of fire safety systems including evacuation and electrical fire alarm systems, water and gas suppression systems and portable fire equipment for newly built and existing buildings in Hong Kong. The Group also provides repair and maintenance services on fire safety systems to satisfy Fire Services Department’s requirements. To supplement its repair and maintenance services, the Group also supplies fire safety equipment to its customers. The Board considers that the Proposed Transfer of Listing will enhance the profile of the Group and strengthen its recognition among public investors and customers, and that the listing of the Shares on the Main Board will be beneficial to the future growth, business development as well as financial flexibility of the Group.

In light of the above, the Directors are of the view that the Proposed Transfer of Listing is in the interests of the Company and the Shareholders as a whole.

NO CHANGE IN PRINCIPAL BUSINESS

There has been no change in the principal business of the Group since the listing of the Company on GEM and up to the date of this announcement. As at the date of this announcement, the Board has no plan to change the nature of the business of the Group up to and following the Proposed Transfer of Listing.

NO CHANGE IN CONTROL

Since GEM Listing and up to the date of this announcement, Mr. Fok is interested in 100% of the issued share capital of Foxfire, which in turn holds 427,500,000 Shares (representing 71.25% of the issued share capital of the Company). As such, for the purpose of the Main Board Listing Rules and the GEM Listing Rules, each of Mr. Fok and Foxfire is a Controlling Shareholder controlling more than 30% of the Company's issued share capital.

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

CONDITIONS TO THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among other things:

- (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 on the Main Board (i) all the Shares in issue; and (ii) the new shares which may fall to be issued upon the exercise of share options that may be granted under the Share Option Scheme; and
- (c) all other relevant approvals or consents required in connection with the implementation of the Proposed Transfer of Listing having been obtained, and the fulfilment of all conditions which may be attached to such approvals or consents, if any.

LISTING RULES IMPLICATIONS

There has been no change in the Company's principal business and Controlling Shareholders since its listing on GEM and therefore, pursuant to Rule 9A.01A of the Main Board Listing Rules and the transitional arrangements set out in Appendix 28 to the Main Board Listing Rules, the Company is qualified as an Eligible Issuer (as defined in the Main Board Listing Rules) and is not required to publish a listing document. In connection with the Proposed Transfer of Listing, the Company has appointed Red Sun Capital Limited as its Sponsor.

GENERAL

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

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing 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 of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Lumina Group Limited (瑩嵐集團有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8470)

“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Main Board Listing Rules and the GEM Listing Rules and, in the context of this announcement, means Mr. Fok and Foxfire
“Director(s)”	the director(s) of the Company
“Foxfire”	Foxfire Limited, a company incorporated in the BVI on 4 July 2016 with liability limited by shares, which is a Controlling Shareholder and wholly-owned by Mr. Fok
“GEM”	GEM operated by the Stock Exchange
“GEM Listing”	the listing of the Shares on GEM on 25 October 2017
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“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
“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 in 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 as amended, supplemented or otherwise modified from time to time
“Mr. Fok”	Mr. Fok Hau Fai (霍厚輝), the Group’s chairman, chief executive officer, an executive Director and a Controlling Shareholder
“Proposed Transfer of Listing”	the proposed transfer of the listing of the Shares from GEM to the Main Board

“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)”	ordinary share(s) of a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 22 September 2017
“Sponsor”	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 of Listing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
Lumina Group Limited
Fok Hau Fai
Chairman and Chief Executive Officer

Hong Kong, 31 July 2019

As at the date of this announcement, the Board consists of two executive Directors, Mr. Fok Hau Fai and Mr. Sung Sing Yan, and three independent non-executive Directors, Mr. Hung Kin Sang, Mr. Lee Yin Sing and Mr. Wan Chun Kwan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Main Board Listing Rules and 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 GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at <https://www.lumina.com.hk>.