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VIVA CHINA HOLDINGS LIMITED
非凡中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8032)

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

Sole Sponsor to the Company

NOMURA

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

The Board is pleased to announce that on 30 June 2022, the Company submitted a formal application to the Stock Exchange in respect of the Proposed Transfer of Listing pursuant to Chapter 9A 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 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 securities of the Company.

PROPOSED TRANSFER OF LISTING OF THE SHARES FROM GEM TO THE MAIN BOARD

This announcement is made by the Company in relation to the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Rules 9.26 and 17.10(2)(a) of the GEM 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 30 June 2022, the Company submitted a formal application to the Stock Exchange in respect of the Proposed Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules. The Proposed Transfer of Listing will not involve any issue of new Shares by the Company.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company was first on GEM in 2000. The Directors are of the view that the GEM Listing has been useful to the Group in raising its market profile and gaining public recognition. With the continuing development and business growth of the Group since the GEM Listing, and considering that the Main Board is generally perceived by the investor public to have a more premium status, the Directors believe that the Proposed Transfer of Listing, if approved and proceeded, will be conducive to the future growth, financing flexibility and business development of the Group.

The Directors are of the view that the Proposed Transfer of Listing would bring, among others, the following benefits to the Group: further promoting the Group's corporate profile and recognition among the investor public, which would result in an increase in the attractiveness of the Shares to the investors and thus likely to help broaden the investor base and enhance the trading liquidity of the Shares; increasing the bargaining power of the Group in negotiation with suppliers and other business associates, who will have more confidence in the Group's financial strength and credibility; and strengthening the Group's position in the industry and enhancing its competitive strengths in recruiting and retaining key management staff and experienced personnel.

Given the above, the Directors are of the view that the Proposed Transfer of Listing will be beneficial to the Group's continued growth and will help create long-term value to the Shareholders as a whole.

CONDITIONS TO THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among others: (a) the Company's fulfillment of all the applicable requirements for listing on the Main Board as stipulated in the Main Board Listing Rules; (b) the Listing Committee granting approval for the listing of, and permission to deal in on the Main Board (i) all Shares in issue; and (ii) new Shares which may be issued pursuant to the exercise of any 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

The Proposed Transfer of Listing will not affect business objectives and strategies of the Group. The Company has appointed Nomura International (Hong Kong) Limited as the sole sponsor in relation to the Proposed Transfer of Listing.

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 of the Company 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 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 of the Company 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
“Company”	Viva China Holdings Limited (非凡中國控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM (stock code: 8032)
“Directors”	the directors of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing”	the listing of the Shares on GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended or supplemented from time to time
“Group”	the Company and its subsidiaries
“Listing Committee”	the listing committee of the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified and supplemented from time to time
“Proposed Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

“Shares”	ordinary share(s) with a nominal value of HK\$0.05 each in the share capital of the Company
“Shareholders”	holder(s) of Shares
“Share Option Scheme”	the share option scheme adopted by the Company on 18 January 2021
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
Viva China Holdings Limited
LI Ning
Chairman and Chief Executive Officer

Hong Kong, 30 June 2022

Executive Directors:

Mr. LI Ning (*Chairman and Chief Executive Officer*)
Mr. LI Chunyang
Mr. LI Qilin

Non-executive Directors:

Mr. Victor HERRERO
Mr. MA Wing Man

Independent non-executive Directors:

Mr. LI Qing
Mr. PAK Wai Keung, Martin
Mr. WANG Yan

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 GEM website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least seven days from the date of its posting and the Company’s website at www.vivachina.hk.