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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: 1162)

PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

The board (the “**Board**”) of directors (the “**Directors**”) of Lumina Group Limited (the “**Company**”) announces that to conform with the core shareholder protection standards set out in Appendix 3 (the “**Core Shareholder Protection Standards**”) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which took effect on 1 January 2022, the Board proposes to amend the current memorandum and articles of association of the Company (the “**Current M&A**”) and to adopt the third amended and restated memorandum and articles of association (the “**Amended and Restated M&A**”) in order to conform with the Core Shareholder Protection Standards and to make some house-keeping amendments.

A summary of the major changes brought about by the adoption of the Amended and Restated M&A are set out below:

- (1) set out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the financial year;
- (2) give the right of any shareholder(s) of the Company (the “**Shareholder**” or the “**Shareholders**”) holding not less than 10 per cent of the voting rights of the Company to make a requisition to convene an extraordinary general meeting and to add resolutions to the agenda of the meeting;

- (3) specify that all Shareholders of the Company have the right to speak and vote at general meetings except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (4) to provide that any representative authorised by a clearing house to attend any meeting of the Company shall have the right to speak and the right to vote at the meeting;
- (5) give the Shareholders of the Company the right to remove the Auditors of the Company by an ordinary resolution;
- (6) bring the Current M&A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and
- (7) make consequential amendments in line with the above amendments to the Current M&A.

The proposed adoption of the Amended and Restated M&A is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 26 August 2022 (the “**2022 AGM**”). A circular containing, among other things, particulars relating to the proposed amendments to the Current M&A brought about by the adoption of the Amended and Restated M&A together with a notice convening the 2022 AGM will be despatched to the Shareholders in accordance with the Listing Rules.

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

Hong Kong, 30 June 2022

As at the date of this announcement, the Executive Directors are Mr. Fok Hau Fai and Mr. Sung Sing Yan; and the Independent Non-executive Directors are Mr. Hung Kin Sang, Mr. Lee Yin Sing and Mr. Wan Chun Kwan.

In case of any inconsistency, the English version of this announcement shall prevail over the Chinese translation of this announcement.