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VIVA GOODS COMPANY LIMITED
非凡領越有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code on Main Board: 933)

(Stock Code on GEM: 8032)

**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

TRANSFER OF LISTING

On 30 June 2022, a formal application was made by the Company to the Stock Exchange in respect of the Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules (the “**Application**”). On 28 March 2023, a formal re-submission of application was made by the Company to the Stock Exchange to renew the Application.

The Board is pleased to announce that the approval-in-principle for the Transfer of Listing was granted by the Stock Exchange on 19 June 2023. The Company has published the Listing Document on 20 June 2023 in connection with the Transfer of Listing.

The last day of dealings in the Shares on GEM (stock code on GEM: 8032) will be on 26 June 2023. It is expected that dealings in the Shares on the Main Board (stock code on the Main Board: 933) will commence at 9:00 a.m. on 27 June 2023. No change will be made to the English and Chinese stock short names, the existing share certificates of the Shares, the board lot size, the trading currency, the principal share registrar and transfer office and the Hong Kong branch share registrar and transfer office of the Company immediately following the Transfer of Listing.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

References are made to the announcements issued by the Company dated 30 June 2022, 30 December 2022 and 28 March 2023 in relation to the Transfer of Listing.

TRANSFER OF LISTING

On 30 June 2022, a formal application was made by the Company to the Stock Exchange in respect of the Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules (the “**Application**”). On 28 March 2023, a formal re-submission of application was made by the Company to the Stock Exchange in respect of the Transfer of Listing.

The Board is pleased to announce that the approval-in-principle for the Transfer of Listing was granted by the Stock Exchange on 19 June 2023. The Company has published the Listing Document on 20 June 2023 in connection with the Transfer of Listing. The Listing Document contains, among other things, (i) details of the Transfer of Listing; (ii) information regarding the proposed arrangements for the Transfer of Listing and dealings and settlement of dealings in the Shares immediately following the Transfer of Listing; and (iii) certain business and financial information in relation to the Group. The Listing Document is available at the websites of the Company at www.vivagoods.hk and the Stock Exchange at www.hkexnews.hk from 20 June 2023 onwards.

The last day of dealings in the Shares on GEM (stock code on GEM: 8032) will be on 26 June 2023. It is expected that dealings in the Shares on the Main Board (stock code on the Main Board: 933) will commence at 9:00 a.m. on 27 June 2023.

REASONS FOR THE TRANSFER OF LISTING

The Board believes that the Transfer of Listing will be conducive to the future growth, financing flexibility and business development of the Group. In particular, the Board believes that the Transfer of Listing will, among other things, (i) further promote the Company’s corporate profile and recognition among the investing public, which would result in an increase in the attractiveness of the Shares to the investors and thus likely to help broaden its investor base and enhance the trading liquidity of the Shares; (ii) increase the Group’s bargaining power in negotiations with its suppliers and other business associates, who will have more confidence in the Group’s financial strength and credibility; and (iii) strengthen 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 Board is of the view that the Transfer of Listing will be beneficial to the Group’s continued growth and will help create long-term value to its Shareholders as a whole.

As at the date of this announcement, the Board has no immediate plan to change the nature of the business of the Group following the Transfer of Listing. The Transfer of Listing will not involve any issue of new Shares by the Company.

SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company on 18 January 2021 for a period of ten years. The Share Option Scheme will remain valid and effective following the Transfer of Listing and will be implemented in compliance with Chapter 17 of the Main Board Listing Rules.

DEALINGS IN THE SHARES ON THE MAIN BOARD

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS. Subject to the continuing compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the Shares commence on the Main Board. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Currently, the Shares are traded in a board lot size of 8,000 Shares each and are traded in Hong Kong dollars. The principal share registrar and transfer office of the Company is Suntera (Cayman) Limited and the Hong Kong branch share registrar and transfer office of the Company is Tricor Secretaries Limited. The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and be valid for delivery, trading, settlement and registration purposes, and will not involve any transfer or exchange of the existing share certificates. No change will be made to the English and Chinese stock short names, the existing share certificates, the board lot size, the trading currency of the Shares and the abovementioned share registrars and transfer offices of the Company immediately following the Transfer of Listing.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Pursuant to Rule 9A.12 of the Main Board Listing Rules, the general mandates granted by the Shareholders at the annual general meeting of the Company held on 13 April 2023 for the Directors to allot and issue new Shares and repurchase Shares will continue to be valid and remain in effect until 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 our Company is required by the Articles or the Companies Act to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying such authority given to the Directors.

MINIMUM PUBLIC FLOAT

The Directors confirm that no less than 25% of the total issued share capital of the Company was held by the public (as defined in the Main Board Listing Rules) as at the date of this announcement. Accordingly, the minimum level of public float required under Rule 8.08 of the Main Board Listing Rules has been maintained.

PUBLICATION OF RESULTS

Upon the Transfer of Listing, the Company will cease the practice of reporting financial results on a quarterly basis and will follow the relevant requirements of the Main Board Listing Rules, which include publishing its interim results and annual results within two months and three months from the end of the relevant periods or financial year ends, respectively. The Board is of the view that the investors and Shareholders will continue to have access to relevant information on the Company following the reporting requirements under the Main Board Listing Rules.

Shareholders of the Company 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:

“Articles”	the articles of association of the Company, as amended or supplemented from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Viva Goods Company Limited (非凡領越有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 13 January 2000, the issued shares of which are listed on GEM (stock code: 8032) as at the date of this announcement and will be listed on the Main Board starting from 27 June 2023
“Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands
“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, as amended and supplemented from time to time
“Group”	the Company and its subsidiaries at the relevant time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Listing Document”	the listing document published by the Company on 20 June 2023 in respect of the Transfer of Listing
“Main Board”	Main Board of the Stock Exchange
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 18 January 2021

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“%”	per cent

By order of the Board
VIVA GOODS COMPANY LIMITED
LI Ning
Chairman and Chief Executive Officer

Hong Kong, 20 June 2023

Executive Directors:

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

Mr. LI Chunyang

Mr. LI Qilin

Non-executive Directors:

Mr. MA Wing Man

Mr. Victor HERRERO

Ms. LYU Hong

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 website of the Stock Exchange 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.vivagoods.hk.