

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



LUMINA GROUP LIMITED

瑩嵐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8470)

INSIDE INFORMATION PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Lumina Group Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE PLACING AGREEMENT

The Company was informed by Foxfire Limited (“**Foxfire**”), the controlling shareholder of the Company which is wholly owned by Mr. Fok Hau Fai (being the chairman of the board of directors of the Company (the “**Directors**” or the “**Board**”) and an Executive Director), that a placing agreement (the “**Placing Agreement**”) was entered into on 17 August 2018 (after trading hours) between Foxfire and Head & Shoulders Securities Limited (the “**Placing Agent**”) for the offer by way of placing (the “**Placing**”) of up to a total of 40,000,000 shares of the Company (“**Placing Shares**”) held by Foxfire to any professional, institutional, corporate and other investors (the “**Placees**”) procured by the Placing Agent to purchase the Placing Shares pursuant to the Placing Agent’s obligations on a best efforts basis under the Placing Agreement at HK\$0.5 per Placing Share during the period from the date of the Placing Agreement to on or before 31 August 2018.

THE SHAREHOLDING STRUCTURE UPON COMPLETION OF THE PLACING

The Placing Shares represent approximately 6.67% of the existing issued share capital of the Company. As at the date of this announcement, Foxfire holds 427,500,000 shares in the Company (the “**Shares**”), representing 71.25% of the existing issued share capital of the Company. Assuming all of the Placing Shares are placed out, upon completion of the Placing, the number of Shares held by Foxfire will decrease to 387,500,000 Shares (representing approximately 64.58% of the existing issued share capital of the Company as at the date of this announcement) and will remain the controlling shareholder of the Company. The following is a summary of the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the Placing (assuming all of the Placing Shares are placed out):

	Shareholding as at the date of this announcement		Shareholding immediately upon completion of the Placing (assuming all of the Placing Shares are placed out)	
	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>
Foxfire	427,500,000	71.25	387,500,000	64.58
Public	172,500,000	28.75	212,500,000	35.42
Total	<u>600,000,000</u>	<u>100.00</u>	<u>600,000,000</u>	<u>100.00</u>

To the best knowledge of the Company, the Directors and the Placing Agent, none of the Placees would, immediately upon completion of the Placing, become a substantial shareholder (within the meaning of the Listing Rules) of the Company.

THE PLACEES

Pursuant to the Placing Agreement, the Placing Agent shall use its best endeavours (after exercising due care) to ensure that the Placees and their ultimate beneficial owners shall be third parties independent of and not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with Foxfire, the Company or any of its connected persons (as defined in the GEM Listing Rules). The Company does not expect that the placing of existing shares by Foxfire as the controlling shareholder will have any adverse effect on the operations of the Company and its subsidiaries.

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

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

Hong Kong, 17 August 2018

As at the date of this announcement, the Executive Directors are Mr. Fok Hau Fai, Mr. Sung Sing Yan and Ms. Wu Xiaorong, and the Independent Non-executive Directors are 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 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 for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at www.lumina.com.hk.