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LKS HOLDING GROUP LIMITED

樂嘉思控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8415)

PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF 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 Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 31 August 2018, after trading hours, for the Proposed Transfer of Listing pursuant to Chapter 9A of the Listing Rules.

The Board considers that the listing of the Shares on the Main Board will enable the Group to have larger investor base and high trading liquidity of the Shares and promote the Company's corporate profile and recognition among public investors, customers and other stakeholders. The Board therefore believes that the listing of the Shares on the Main Board will be beneficial to the Group's future growth, tendering for large scale projects, financial flexibility and business development. The Proposed Transfer of Listing will not involve the issue of any new Shares by the Company.

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 Shares.

INTRODUCTION

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 Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 31 August 2018, after trading hours, for the Proposed Transfer of Listing pursuant to Chapter 9A of the Listing Rules.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed on GEM since 12 January 2017. The Group is a contractor capable of providing (i) interior fitting-out and renovation services; and (ii) A&A works for residential, industrial and commercial properties in Hong Kong.

Following the amendments to the Listing Rules and GEM Listing Rules in February 2018, the Stock Exchange positioned the Main Board as a “premier board” and re-positioned GEM as a standalone board. Companies listed on the Main Board have been perceived to enjoy a more advanced status by investors as compared to GEM and the Directors expect that the Main Board will continue to bolster market’s confidence and attract capital from a diverse range of investors. The Directors believe that by maintaining the Group’s quality services and being a versatile and distinctive contractor in the interior fitting-out, renovation and A&A industries, the Group has achieved the market standard that is commensurate with other companies listed on the Main Board and is of the view that the Proposed Transfer of Listing will result in a larger investor base and higher trading liquidity of the Shares and promote the Company’s corporate profile and recognition among public investors, customers and other stakeholders. Also, the Proposed Transfer of Listing will strengthen the Group’s position in the industry and enhance the Group’s competitive strengths in retaining and attracting professional staff and customers.

Therefore, the Directors are of the view that the Proposed Transfer of Listing will be beneficial to the future growth, tendering for large scale projects, financing flexibility and business development of the Group which will create a long-term value to the Shareholders.

The Proposed Transfer of Listing will not involve any issue of new Shares by the Company. As at the date of this announcement, the Board does not contemplate any material change in the nature of the business activities of the Group following the Proposed Transfer of Listing.

NO CHANGE IN CONTROLLING SHAREHOLDERS

At the time of the Listing, (i) Heavenly White owned 420,000,000 Shares, being 37.5% of the then issued share capital of the Company; and (ii) Summer Unicorn owned 420,000,000 Shares, being 37.5% of the then issued share capital of the Company. Heavenly White and Summer Unicorn is wholly owned by Mr. Cheung and Mr. Lam, respectively. Heavenly White, Summer Unicorn, Mr. Cheung and Mr. Lam were the Controlling Shareholders of the Company. As of the date of this announcement, Heavenly White

owned 420,000,000 Shares, or 37.5% of the issued share capital of the Company, and Summer Unicorn and Mr. Lam owned 420,000,000 Shares, or 37.5% of the issued share capital of the Company. Heavenly White and Summer Unicorn remain wholly-owned by Mr. Cheung and Mr. Lam, respectively, and together they are the group of Controlling Shareholders. Accordingly, there has been no change in the controlling shareholders of the Company since the date of Listing up to the date of this announcement.

LISTING RULES IMPLICATIONS

The Proposed Transfer of Listing will not affect the current business objective and strategies of the Group. Since the Company has not experienced any change in principal businesses and Controlling Shareholders since the Listing, pursuant to Rule 9A.01A of the Listing Rules and the transitional arrangements set out in Appendix 28 to the Listing Rules, the Company is qualified as an Eligible Issuer and is not required to publish a listing document. The Company has appointed joint sponsors in relation to the Proposed Transfer of Listing.

CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

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

1. the Company's fulfilment of all the applicable listing requirements on the Main Board as stipulated in the Listing Rules;
2. 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) the new Shares which may fall to be issued pursuant to the exercise of share options that that may be granted under the Share Option Scheme; and
3. 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.

GENERAL

The Board would like to emphasise that the definitive timetable for the Proposed Transfer of Listing has yet to be finalised. The Company will make further announcement(s) to keep the Shareholders and potential investors 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 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, the following expressions shall have the following meanings unless the context requires otherwise:

“A&A”	alterations and additions
“Board”	the board of Directors
“Company”	LKS Holding Group Limited (樂嘉思控股集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are currently listed on GEM
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Eligible Issuer”	has the meaning ascribed to it under the Listing Rules
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as may be amended from time to time
“Group”	the Company and its subsidiaries
“Heavenly White”	Heavenly White Limited, a company incorporated in the British Virgin Islands with limited liability on 21 December 2015 and wholly-owned by Mr. Cheung
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing”	listing of the Shares on GEM on 12 January 2017
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as may be amended from time to time
“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. For the avoidance of doubt, the Main Board excludes GEM

“Mr. Cheung”	Mr. Cheung Ka Yan (張嘉欣), a member of the senior management of the Company and the spouse of Ms. Wong Wan Sze, an executive Director and chairman of the Company
“Mr. Lam”	Mr. Lam Shui Wah (林瑞華), an executive Director and chief executive officer of the Company
“Proposed Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A of the Listing Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 23 December 2016
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Summer Unicorn”	Summer Unicorn Limited (夏麟有限公司), a company incorporated in the British Virgin Islands with limited liability on 22 December 2015 and wholly-owned by Mr. Lam
“%”	per cent
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

By order of the Board
LKS Holding Group Limited
Wong Wan Sze
Chairman and Executive Director

Hong Kong, 31 August 2018

As at the date of this announcement, the Board comprises Ms. Wong Wan Sze and Mr. Lam Shui Wah as executive Directors; and Mr. Ng Man Wai, Mr. Wu Wai Ki and Ms. Tsang Ngo Yin as independent non-executive Directors.

This announcement, for which the Directors of the Company 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 Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.lksholding.com.