

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.*

## **GOAL RISE LOGISTICS (CHINA) HOLDINGS LIMITED**

**健升物流(中國)控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8457)**

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

**Sole Sponsor to the Company**



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 the Company has submitted a formal application to the Stock Exchange on 26 April 2019 (after trading hours) for the Transfer of Listing pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules.

The Board considers that the Transfer of Listing will enhance the profile of the Group and the attractiveness of the Shares to institutional and retail investors. The Board also expects that the Main Board trading platform will lead to greater trading liquidity of the Shares, and that the listing of the Shares on the Main Board will be beneficial to the future growth, business development as well as financial flexibility of the Group. The 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 Transfer of Listing is subject to, among others, the conditions of the Transfer of Listing set out in this announcement being fulfilled. There is no assurance that the approval will be obtained from the Stock Exchange for the Transfer of Listing. Accordingly, the 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 GEM 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 26 April 2019 (after trading hours) for the Transfer of Listing pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules.

## **REASONS FOR THE TRANSFER OF LISTING**

The Company has been listed and its Shares have been traded on GEM since 18 October 2017. The Group is principally engaged in the provision of logistics services in the PRC, which include (i) transportation; (ii) warehousing; (iii) in-plant logistics; and (iv) customisation services (which consist mainly of labelling services and bundling services). The Board considers that the Transfer of Listing will enhance the profile of the Group and the attractiveness of the Shares to institutional and retail investors. The Board also expects that the Main Board trading platform will lead to greater trading liquidity of the Shares, and that the listing of the Shares on the Main Board will be beneficial to the future growth, business development as well as financial flexibility of the Group.

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

## **NO CHANGE IN CONTROLLING SHAREHOLDING**

At the time of the Listing, Goal Rise (being wholly-owned by Mr. Li JX and Mr. Li JM) owned 303,300,000 Shares, being approximately 37.91% of the entire issued share capital of the Company. As of the date of this announcement, Goal Rise owns 303,300,000 Shares, being approximately 37.91% of the entire issued share capital of the Company. By virtue of the acting in concert arrangement between Mr. Li JX and Mr. Li JM, which is confirmed and documented in the Concert Parties Confirmatory Deed, Mr. Li JX, Mr. Li JM and Goal Rise are a group of Controlling Shareholders within the meaning of the GEM Listing Rules and the Main Board Listing Rules. The Company confirmed that there has been no change in the controlling shareholders of the Company since the date of the Listing up to the date of this announcement.

## **LISTING RULES IMPLICATIONS**

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

## **CONDITIONS OF THE TRANSFER OF LISTING**

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

- (1) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the Main Board 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 may be but not yet granted under the Share Option Scheme and Other Schemes; and
- (3) all other relevant approvals or consents required in connection with the implementation of the 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 Company has appointed Octal Capital as the sole sponsor in relation to the Transfer of Listing.

The Board would like to emphasise that the definitive timetable for the 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 Transfer of Listing as and when appropriate.

**Shareholders and potential investors should be aware that the implementation of the Transfer of Listing is subject to, among others, the conditions of the Transfer of Listing set out in this announcement being fulfilled. There is no assurance that the approval will be obtained from the Stock Exchange for the Transfer of Listing. Accordingly, the 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 have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Goal Rise Logistics (China) Holdings Limited (健升物流(中國)控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of the Company and for the purpose of this announcement, by virtue of the acting in concert arrangement between Mr. Li JX and Mr. Li JM, which is confirmed and documented in the Concert Parties Confirmatory Deed, means a group of Shareholders consisting of Mr. Li JX and Mr. Li JM and the company wholly-owned by them for holding the Shares, namely Goal Rise

“Concert Parties Confirmatory Deed”	the confirmatory deed dated 19 April 2017, entered into by the ultimate Controlling Shareholders, namely Mr. Li JX and Mr. Li JM to acknowledge and confirm, among other things, that they are parties acting in concert in relation to the Group
“Directors”	director(s) of the Company
“Eligible Issuer”	has the meaning ascribed to it in the Main Board Listing Rules
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as may be amended, supplemented or otherwise modified from time to time)
“Goal Rise”	Goal Rise Profits Limited (健升創富有限公司), a company incorporated in BVI on 17 November 2016 with limited liability, which is owned as to 80% by Mr. Li JX and 20% by Mr. Li JM
“Group”	the Company and its subsidiaries
“Listing”	the listing of the Shares on GEM on 18 October 2017
“Listing Committee”	the listing committee of the Stock Exchange
“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, and for the avoidance of doubt, it does not include GEM for the purpose hereof
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended, supplemented or otherwise modified from time to time)
“Mr. Li JM”	Mr. Li Jianming (黎健明), an executive Director, the chief executive officer of the Company and a Controlling Shareholder
“Mr. Li JX”	Mr. Li Jianxin (黎健新), an executive Director, the chairman of the Board and a Controlling Shareholder
“Other Schemes”	any other share option schemes adopted by the Group from time to time pursuant to which options to subscribe for Shares may be granted

“Octal Capital”	Octal Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, and is the sole sponsor for the Transfer of Listing
“PRC” or “China”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as may be amended, supplemented or otherwise modified from time to time
“Shares”	share(s) of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 26 September 2017
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules
“%”	per cent.

By order of the Board  
**Goal Rise Logistics (China) Holdings Limited**  
**Li Jianxin**  
*Chairman*

Hong Kong, 26 April 2019

*As at the date of this announcement, the Board consists of two executive Directors, namely Mr. Li Jianxin and Mr. Li Jianming, and three independent non-executive Directors, namely Dr. Wan Ho Yuen Terence, Dr. Wu Ka Chee Davy and Mr. Shao Wei.*

*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 in this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at [www.goalrise-china.com](http://www.goalrise-china.com).*

*In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*