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Royal China International Holdings Limited

皇中國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

**DESPATCH OF THE RESPONSE DOCUMENT
RELATING TO
UNCONDITIONAL MANDATORY CASH GENERAL OFFER
BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES
(OTHER THAN THOSE ALREADY
OWNED OR AGREED TO BE ACQUIRED BY
STARCROSS GROUP LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

Reference is made to the announcement of Starcross Group Limited (the “**Offeror**”) dated 1 August 2018 and the announcement of the Company dated 2 August 2018 (together as the “**Announcements**”) in relation to, among others, the unconditional Offer to be made by Guotai Junan Securities (Hong Kong) Limited on behalf of the Offeror for all the Share(s) of the Company in issue, other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code. Reference is also made to the offer document issued by the Offeror dated 27 August 2018 in relation to the Offer and the response document (the “**Response Document**”) issued by the Company dated 4 September 2018 in relation to the Offer. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Response Document.

DESPATCH OF THE RESPONSE DOCUMENT

The Response Document setting out, among other things, information relating to the Group and the Offer, the recommendation of the Board and the Independent Board Committee to the Independent Shareholders in respect of the Offer, and the advices from the Independent Financial Adviser to the Independent Board Committee on the Offer will be despatched to the Shareholders on 4 September 2018 in accordance with the Takeovers Code.

Shareholders of the Company should read carefully the advice, opinion, financial information of the Group and other information contained in the Response Document, including the recommendation from the Independent Board Committee and the advices from the Independent Financial Adviser before deciding whether or not to accept the Offer.

Notwithstanding the advice, opinion, financial information of the Group and other information contained in the Response Document, the Independent Shareholders are strongly advised that their decision to realise or to hold their investment in the Company depends on their own individual circumstances and investment objectives. If in any doubt, the Independent Shareholders should consult their own professional advisers for professional advice.

By Order of the Board
Royal China International Holdings Limited
DENG Kui
Chairman

Hong Kong, 4 September 2018

As at the date of this announcement, the Board of Directors of the Company comprises, Mr. DENG Kui, Mr. LEONG Hing Loong Rudoff, Ms. CHEW Christina Mooi Chong and Mr. SHIH Steven Chun Ning as executive Directors; and Mr. LEE Frank King-ting, Mr. HO Hin Yip, Mr. CHAN Kwong Ming Johnny, Mr. LIU Gang, Mr. YU Haizong and Ms. AN Yiqing as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.