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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)

RESIGNATION OF DIRECTORS AND CHANGE OF CHAIRMAN

Reference is made to the offer document issued by Starcross Group Limited (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 and the joint announcement dated 26 September 2018 and issued by the Company and the Offeror in relation to, among others, the close of the Offer (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

RESIGNATION OF DIRECTORS AND CHANGE OF CHAIRMAN

The Board announces that with effect from 26 September 2018 following the close of the Offer, (1) Mr. DENG Kui (“**Mr. Deng**”) has resigned as the Chairman of the Company and an executive Director; (2) each of Mr. LIU Gang (“**Mr. Liu**”), Mr. YU Haizong (“**Mr. Yu**”) and Ms. AN Yiqing (“**Ms. An**”) has resigned as independent non-executive Director of the Company; and (3) Mr. Leong has been appointed as the Chairman of the Company. Mr. Deng will remain as a director and legal representative of an indirect wholly-owned subsidiary of the Company in China.

The resignation of the resigning Directors was due to change in control of the Company after close of the Offer. Each of the resigning Directors has confirmed that he/she has no disagreement with the Board and there are no matters in respect of his/her resignation that need to be brought to the attention of the Shareholders and/or the Stock Exchange.

The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their terms of service.

Set out below are the biographical information of Mr. Leong.

Mr. LEONG Hing Loong Rudoff

Mr. Leong, aged 50, was appointed as a Director on 19 January 2015, and was re-designated as an executive Director on 24 April 2015. Mr. Leong is primarily responsible for managing business operation and client relationship in the business of design, fit out and decoration.

Mr. Leong has over 28 years of experience in architectural design, and interior design and fit out with most of such experience gained in Hong Kong. Prior to the establishment of the Group, Mr. Leong had developed his career in architectural practices in both Australia and Hong Kong. Mr. Leong has worked for the Group for over 20 years since the commencement of business of LCL Architects Limited in 1996. Mr. Leong is the spouse of Ms. Chew Christina Mooi Chong (“**Ms. Chew**”), an executive Director of the Company.

Mr. Leong obtained a Bachelor’s Degree in Architecture from the University of Western Australia in Australia in December 1989. He has been a member of The Hong Kong Institute of Architects and an Overseas Member Level 1 of the Royal Australian Institute of Architects (formerly known as the Australian Institute of Architects) since April 1992. He has been a registered architect in Hong Kong since 1992. He was also a Chartered International Member of the Royal Institute of British Architects from 1992 to 2012. He is also currently a Hong Kong authorised person (architect).

Mr. Leong has entered into a service agreement with the Company regarding his appointment as an executive Director for a term of 3 years commencing from 13 August 2015, subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the Articles of Association. The service agreement may be terminated by either party giving three months’ prior written notice or payment in lieu. Mr. Leong is entitled to a director’s fee of HK\$2,000,000 per annum which was determined with reference to his experiences and responsibilities with the Company, the remuneration benchmarks in the industry and the prevailing market situation. He may also be paid a discretionary bonus, at the Board’s discretion depending on the Company’s and his own performance. In addition, the Group provides Mr. Leong a director’s quarter with annual rental value of approximately HK\$730,000.

The Offeror is a company incorporated in the British Virgin Islands with limited liability and is owned as to 75% by Mr. Leong and as to 25% by Ms. Chew respectively. The Offeror beneficially holds 382,718,000 Shares, representing 76.54% issued share capital of the Company as at the date of this announcement. As at the date of this announcement, save for his interests in the Offeror and the Shares to be acquired under the Offer, Mr. Leong does not have any other interest in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

There are no other matters relating to the appointment of Mr. Leong as the Chairman of the Company that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

By Order of the Board
Royal China International Holdings Limited
LEONG Hing Loong Rudoff
Chairman

Hong Kong, 26 September 2018

As at the date of this announcement, the Board of Directors of the Company comprises Mr. LEONG Hing Loong Rudoff, Ms. CHEW Christina Mooi Chong, Mr. SHIH Steven Chun Ning as executive Directors; and Mr. LEE Frank King-ting, Mr. Ho Hin Yip and Mr. CHAN Kwong Ming Johnny 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.