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If you have sold or transferred all your shares in Royal China International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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ROYAL CHINA INTERNATIONAL HOLDINGS LIMITED

皇 中 國 際 控 股 有 限 公 司

(to be renamed as “Hope Life International Holdings Limited”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

**PROPOSED CHANGE OF COMPANY NAME,
RETIREMENT AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at 21st Floor, Wyndham Place, No.44 Wyndham Street, Central, Hong Kong on Monday, 26 August 2019 at 11:30 a.m. is set out on pages 9 to 10 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. 11:30 a.m. on Saturday, 24 August 2019) or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

2 August 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the Company’s announcement dated 26 July 2019 regarding the Change of Company Name
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the Company name “Royal China International Holdings Limited” to “Hope Life International Holdings Limited”, and the adoption of the Chinese name of “曠逸國際控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “皇中國際控股有限公司”
“Company”	Royal China International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 21 st Floor, Wyndham Place, No.44, Wyndham Street, Central, Hong Kong on Monday, 26 August 2019 at 11:30 a.m. to consider and approve the Change of Company Name and the re-election of Directors
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



ROYAL CHINA INTERNATIONAL HOLDINGS LIMITED

皇中國際控股有限公司

(to be renamed as “Hope Life International Holdings Limited”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

Executive Directors:

Ms. SHEN Jie

(Chairman and Chief Executive Officer)

Mr. LEONG Hing Loong Rudoff

Ms. GAO Jinyi

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111 Cayman Islands

Independent non-executive Directors:

Mr. CHAN Kwong Ming Johnny

Mr. LU Zhuohui

Ms. XIE Yanbin

*Head Office and principal place
of business in Hong Kong:*

21st Floor

Wyndham Place

No. 44 Wyndham Street

Central, Hong Kong

2 August 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND RETIREMENT AND RE-ELECTION OF DIRECTORS

INTRODUCTION

Reference is made to the Announcement, in relation to, inter alia, the Change of the Company Name. Reference is also made to the announcements of the Company dated 6 June 2019 and 9 July 2019 in relation to the appointment of Ms. Shen Jie and Ms. Xie Yanbin as Directors of the Company respectively.

The purpose of this circular is to provide you with the information regarding the Change of Company Name and the re-election of the Directors and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the special resolution relating to the Change of Company Name and the resolutions approving the re-election of the Directors.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Announcement, the Board proposes to change the English name of the Company from “Royal China International Holdings Limited” to “Hope Life International Holdings Limited”, and to adopt the Chinese name of “曠逸國際控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “皇中國際控股有限公司”.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the fulfillment of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM of the Company to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to satisfaction of all the conditions set out above, the Change of Company Name will take effect from the date of issue of certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the Shares of the Company on Stock Exchange will also be changed after the proposed change of Company Name becomes effective.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will provide the Company with a new corporate image which will benefit the Company’s future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not, of itself, affect any rights of the Shareholders. All existing share certificates of the Company bearing the present name of the Company will continue to be good evidence of legal title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Any new share certificates of the Company issued after the Change of Company Name has become effective will bear the new name of the Company. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company.

Upon the Change of Company Name becoming effective, the Shares will be traded on the Stock Exchange under the new name and the Board intends to change the stock short names of the Company correspondingly.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 83 (3) & 84 (1) of the Articles of Association, Ms. SHEN Jie and Ms. XIE Yanbin, shall retire from office by rotation at the EGM.

Being eligible, each of them will offer themselves for re-election as Directors at the same meeting. The biographical details of the above mentioned Directors who are subject to re-election at the EGM are set out in Appendix to this circular.

EGM

The EGM Notice is set out on page 9 to 10 of this circular. At the EGM, a special resolution will be put forward to the Shareholders to approve the Change of Company Name and ordinary resolutions will be put forward to the Shareholders to approve the re-election of the Directors. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Change of Company Name and/or the re-election of the Directors and no Shareholder will be required to abstain from voting on any resolution to be approved at the EGM.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. 11:30 a.m. on Saturday, 24 August 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the view that the Change of Company Name is fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Board is also pleased to recommend all of the retiring Directors to stand for re-election by Shareholders as Directors. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By the order of the Board of
Royal China International Holdings Limited
(to be renamed as “Hope Life International Holdings Limited”)
SHEN Jie
Chairman

APPENDIX DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Pursuant to the Listing Rules, stated below are the biographical details of the Directors who will retire and be eligible for re-election at the EGM.

EXECUTIVE DIRECTOR

Ms. SHEN Jie (“**Ms. Shen**”), 48 years old, was appointed as the Chairman, the Chief Executive Officer and an executive Director of the Company on 6 June 2019 and has more than 25 years of business management and operation experience. Ms. Shen is a director of indirect wholly-owned subsidiary of the Company. Before starting her business in 2005, Ms. Shen worked as a senior executive in a well-known pharmaceutical and real estate company in China and in charge of marketing management. In 2017, Ms. Shen has been appointed as a director of Qihuang Traditional Chinese Medicine Experience Center for Foreign Dignitaries* (岐黃國醫外國政要中醫體驗中心) which actively contributes to the development of traditional Chinese medicine and the Chinese culture to the world. In 2018, Ms. Shen established Shenzhen Angel KX Foundation* (深圳市開心天使公益基金會), which funded research and introduced cutting-edge cell and gene biotechnology for children with refractory diseases and supported and carried out caring activities. Ms. Shen is also Vice President of Shenzhen Women Entrepreneurs Association* (深圳市女企業家協會) and Vice President of Shenzhen Nanshan Small and Medium Enterprises Promotion Association* (深圳市南山區中小企業發展促進會). Ms. Shen was awarded “Outstanding Female Entrepreneur of the Year” by Shenzhen Women Entrepreneurs Association in 2017 and the “Outstanding Female Entrepreneur of Guangdong Province” by Guangdong Women Entrepreneurs Association* (廣東省女企業家協會) in 2019. Ms. Shen holds an executive master’s degree in business administration from Cheung Kong Graduate School of Business.

Ms. Shen has entered into a service agreement with the Company for a term of three years commencing from 6 June 2019, 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 of the Company. The service agreement may be terminated by either party by giving three months’ prior written notice. The remuneration of Ms. Shen is HK\$960,000 per annum with a discretionary bonus which the Board may determine in its absolute discretion based on the recommendation of the Remuneration Committee. The remuneration of Ms. Shen was determined with reference to her duties and responsibilities and market prevailing market conditions.

As at the Latest Practicable Date, Ms. Shen beneficially owns 149,900,000 Shares, representing 29.98% issued shares capital of the Company through her controlled corporation, which is owned as to 75% by Ms. Shen. As the Latest Practicable Date, save for her interests in corporation controlled by her, Ms. Shen does not have other interests in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within meaning of Part XV of Securities and Futures Ordinance (“SFO”)).

There are no matters relating to the re-election of Ms. Shen which the Board considers necessary 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.

* For identification purpose only

APPENDIX DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. XIE Yanbin (“**Ms. Xie**”), 39 years old, was appointed as independent non-executive Director of the Company on 9 July 2019. Ms. Xie is a qualified lawyer in China and has over 15 years of experience in the legal field of China. Ms. Xie has been a partner of Guangdong Kaiyer Law Firm* (廣東凱律師事務所) since October 2018. Ms. Xie previously worked as a lawyer for Guangdong Kaitong Law Firm* (廣東凱通律師事務所) for more than 10 years. Ms. Xie was appointed as a member of the 9th Guangzhou Lawyers Association’s Finance and Taxation Legal Business Committee* (第九屆廣州市律師協會財稅法律業務專業委員會) in March 2017. Ms. Xie holds a bachelor’s degree in economic law from China University of Political Science and Law. Ms. Xie has entered into a letter of appointment with the Company for a term of three years commencing from 9 July 2019, 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 of the Company. The appointment letter may be terminated by either party by giving three months’ prior written notice. The director’s fee of Ms. Xie as the independent non-executive Director is HK\$120,000 per annum, which shall be paid in twelve monthly instalments of HK\$10,000 each. The director’s fee of Ms. Xie was determined with reference to her duties and responsibilities and the prevailing market conditions.

As the Latest Practicable Date, Ms. Xie does not have any interest in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of the Part XV of the SFO). There are no other matters relating to the re-election of Ms. Xie 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.

* For identification purpose only

NOTICE OF EGM



ROYAL CHINA INTERNATIONAL HOLDINGS LIMITED

皇中國際控股有限公司

(to be renamed as “Hope Life International Holdings Limited”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Royal China International Holdings Limited (the “**Company**”) will be held at 21st Floor, Wyndham Place, No.44 Wyndham Street, Central, Hong Kong on Monday, 26 August, 2019 at 11:30 a.m. to consider and, if thought fit, passing with or without modification, the following resolutions as resolutions of the Company:-

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies of the Cayman Islands having been obtained, the English name of the Company from “Royal China International Holdings Limited” to “Hope Life International Holdings Limited”, and to adopt the Chinese name of “曠逸國際控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “皇中國際控股有限公司”(collectively, the “**Change of Company Name**”) with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, and any one director of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the Change of Company Name.”

ORDINARY RESOLUTIONS

2. To re-elect Ms. SHEN Jie as an executive Director of the Company.
3. To re-elect Ms. XIE Yanbin as an independent non-executive Director of the Company.

By the order of the Board of
Royal China International Holdings Limited
(to be renamed as “Hope Life International Holdings Limited”)
SHEN Jie
Chairman

Hong Kong, 2 August 2019

NOTICE OF EGM

Registered office

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong*

21st Floor
Wyndham Place
No. 44 Wyndham Street
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting (i.e. 11:30 a.m. on Saturday, 24 August 2019) or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.
6. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Monday, 26 August 2019, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this announcement, the Board of Directors of the Company comprises Ms. SHEN Jie, Mr. LEONG Hing Loong Rudoff and Ms. GAO Jinyi as executive Directors; and Mr. CHAN Kwong Ming Johnny, Mr. LU Zhuohui and Ms. XIE Yanbin as independent non-executive Directors.