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皇中國際控股有限公司

ROYAL CHINA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

PLACING OF EXISTING SHARES

References are made to (i) the announcement jointly issued by Royal China International Holdings Limited (the “**Company**”) and State Energy HK Limited (the “**State Energy**”) dated 10 February 2017 in relation to, among others, the results of the mandatory unconditional cash offer made by Huarong International Securities Limited for and on behalf of State Energy to acquire all of the issued shares (the “**Shares**”) of the Company in accordance with the Takeovers Code; (ii) the announcement jointly issued by the Company and State Energy dated 13 February 2017 in relation to, among other things, the public float of the Shares and the suspension in the trading of the Shares (collectively the “**Joint Announcements**”); and (iii) the announcement of the Company dated 14 February 2017 regarding the waiver granted by the Stock Exchange to the Company from strict compliance with Rule 8.08(1)(a) of the Listing Rules for the period from 10 February 2017 to 11 May 2017. Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcements, unless the context requires otherwise.

PLACING OF EXISTING SHARES

The Board was informed by State Energy that a total of 49,500,000 existing Shares, representing approximately 9.9% of the issued share capital of the Company as at the date of this announcement, have been placed to two independent placees (the “**Placees**”) on 28 April 2017 (the “**Placing**”). To the best knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Placees and their respective ultimate beneficial owners is a third party independent of and not connected with the Company and its connected persons and not otherwise a connected person of the Company.

RESTORATION OF PUBLIC FLOAT

Immediately after completion of the Placing, the public float of the Company is 20.2%. None of the Placees has become a substantial shareholder of the Company immediately following completion of the Placing.

The following is a summary of the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing and as at the date of this announcement:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing and as at the date of this announcement	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
State Energy	448,685,000	89.7	399,185,000	79.8
The Places	–	–	49,500,000	9.9
Other Public Shareholders	<u>51,315,000</u>	<u>10.3</u>	<u>51,315,000</u>	<u>10.3</u>
	<u><u>500,000,000</u></u>	<u><u>100.0</u></u>	<u><u>500,000,000</u></u>	<u><u>100.0</u></u>

SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 13 February 2017 at the request of the Company pending the restoration of the public float of the Shares.

Further announcement(s) will be made by the Company regarding restoration of public float and resumption of trading in the Shares as soon as possible.

By order of the Board
Royal China International Holdings Limited
LIU Yong Sheng
Chairman and Chief Executive Officer

Hong Kong, 4 May 2017

As at the date of this announcement, the Company's board of directors comprises Mr. LIU Yong Sheng, Mr. ZHOU Hucheng, Mr. LEONG Hing Loong Rudoff and Ms. CHEW Christina Mooi Chong as executive Directors, and Mr. LIU Gang, Mr. YU Haizong and Ms. AN Yiqing as independent non-executive Directors.