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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)**

**VOLUNTARY ANNOUNCEMENT**  
**(1) STRATEGIC COOPERATION FRAMEWORK AGREEMENT AND**  
**(2) BUSINESS UPDATE**

**STRATEGIC COOPERATION FRAMEWORK AGREEMENT**

The board (the “**Board**”) of directors (the “**Directors**”) of Royal China International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that, on 5 February 2018 (after trading hours), the Company and 同程控股股份有限公司(Tongcheng Holdings Company Limited\*) (“**Tongcheng Holdings**”) entered into a non-legally binding strategic cooperation framework agreement (the “**Strategic Cooperation Framework Agreement**”).

Pursuant to the Strategic Cooperation Framework Agreement, the parties agreed, among other things, the following:

- (i) The parties intend to establish jointly invested company(ies) to utilise their respective advantages to explore and develop aviation and traveling market with competitive and distinguishable travel products in overseas markets along the Belt and Road.
- (ii) The parties intend to utilise their respective advantages to jointly develop a characteristic aviation and traveling industry development model.

The Strategic Cooperation Framework Agreement does not constitute the parties’ legally binding obligations and the parties will enter into separate agreement(s) for cooperation opportunities. Such transactions, if materialized, may constitute a notifiable transaction for the Company under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Further announcement(s) will be made by the Company in accordance with the requirements under the Listing Rules as and when appropriate.

The principal activity of the Company is investment holding. The Group is principally engaged in one-stop integrated interior design solutions including design, fit out and decoration, overall project management, aviation and traveling business and financing services.

Tongcheng Holdings, its subsidiaries and its affiliate companies together was one of the leading traveling groups in China and provides diversified traveling services and products to the consumers in China.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Tongcheng Holdings and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

As disclosed in the announcements of the Company dated 9 May 2017 and 6 September 2017, the Board has decided to explore business opportunities in aviation and traveling business and financing services. The aviation and travel business include but not limited to business jet management, service of aircraft sales, pilot training service and trading of aviation fuel and aviation equipment and parts. The financing services include but not limited to aircraft leasing, assets management and precious metal trading business. Tongcheng Holdings has extensive experience in the traveling services. The Directors expect that the strategic cooperation with Tongcheng Holdings will speed up the expansion of the aviation and traveling business of the Group.

The Board considers that, with extensive experience of Tongcheng Holdings, the cooperation with Tongcheng Holdings will bring in a positive outlook to the aviation and traveling business and therefore is in the interests of the Company and its shareholders as a whole.

**The Board wishes to emphasize that the Strategic Cooperation Framework Agreement sets out the general principles of cooperation between the parties and is not legally binding. The parties will further negotiate for the detailed terms of the cooperation and the entering into of definitive agreement(s). Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## **BUSINESS UPDATE**

With reference to the announcement of the Company dated 9 May 2017, the Board decided to explore business activities in financing services. The financing services include but not limited to aircraft leasing, assets management and precious metal trading business.

The Board is pleased to announce that the Group had made an application to the Securities and Futures Commission (“SFC”) for licenses for regulated activities under Securities and Futures Ordinance (“SFO”) to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities (as defined in the SFO) and SFC has recently in principle approved the application subject to certain conditions.

The Board will issue further announcement(s) to keep shareholders and potential investors informed material developments (if any) as and when appropriate, or where required under the Listing Rules.

**The Board wishes to emphasize that the application for licenses under the SFO shall be subject to the approval of relevant authority and the licenses may or may not be granted. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 5 February 2018

*As at the date of this announcement, the Board comprises Mr. DENG Kui, 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.*

\* *For identification purpose*