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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)

(A) APPOINTMENT OF DIRECTORS

(B) CHANGE OF COMPOSITION OF MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

(C) CHANGE OF AUTHORISED REPRESENTATIVE

Reference is made to (i) the announcement of Starcross Group Limited dated 1 August 2018 and the announcement of the Company dated 2 August 2018 (together as the “**Announcements**”) in relation to, among others, the 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; and (ii) the offer document (the “**Offer Document**”) dated 27 August 2018 and despatched to the Shareholders pursuant to the Takeovers Code. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcements and the Offer Document.

APPOINTMENT OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The Board announces that with effect from 27 August 2018 following the despatch of the Offer Document, (1) Ms. CHEW Christina Mooi Chong (“**Ms. Chew**”) has been appointed as executive Director and Chief Executive Officer of the Company; (2) Mr. SHIH Steven Chun Ning (“**Mr. Shih**”) has been appointed as executive Director of the Company; (3) each of Mr. LEE Frank King-ting (“**Mr. Lee**”), Mr. HO Hin Yip (“**Mr. Ho**”) and Mr. CHAN Kwong Ming Johnny (“**Mr. Chan**”) has been appointed as independent non-executive Director of the Company.

Set out below are the biographical information of Ms. Chew, Mr. Shih, Mr. Lee, Mr. Ho and Mr. Chan.

Executive Directors

Ms. CHEW Christina Mooi Chong

Ms. Chew, aged 52, was appointed as a Director on 24 April 2015, and was re-designated as an executive Director on 24 April 2015 prior to her resignation on 10 April 2018. Ms. Chew is directors of certain subsidiaries of the Company and is primarily responsible for overseeing the daily operation of the Group's business of design, fit out and decoration ("**DFD**"), including generating and guiding design concepts, and supervising the sales department of our Group's DFD business.

Ms. Chew is the spouse of Mr. LEONG Hing Loong Rudoff ("**Mr. Leong**"), an executive Director of the Company.

Ms. Chew 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, Ms. Chew had developed her career in architectural practices in Australia and Hong Kong. Ms. Chew has worked for the Group for over 20 years since the commencement of business of LCL Architects Limited in 1996. Ms. Chew obtained a Bachelor's Degree in Applied Science (Architectural Science) and a Bachelor's Degree in Architecture in February 1988 and February 1990 respectively from Curtin University of Technology (Western Australia). She has been a member of The Hong Kong Institute of Architects since June 1994. She has also been an Overseas Member Level 1 of the Royal Australian Institute of Architects (formerly known as the Australian Institute of Architects) since April 1994, a Chartered International Member of the Royal Institute of British Architects since March 1995, a registered architect in Hong Kong and an authorised person (architect) in Hong Kong since January 1995.

Ms. Chew has entered into service agreement with the Company regarding her appointment as executive Director. The service agreement may be terminated by either party giving three months' prior written notice or payment in lieu. Ms. Chew is entitled to a director's remuneration of HK\$2,000,000 per annum which was determined with reference to her experiences and responsibilities with the Group, the remuneration benchmarks in the industry and the prevailing market situation. She may also be paid a discretionary bonus, at the Board's discretion depending on the Company's and her own performance. In addition, the Group provides Ms. Chew a director's quarter with annual rental value of approximately HK\$756,000.

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 375,000,000 Shares, representing 75% issued share capital of the Company as at the date of this announcement. As at the date of this announcement, save for her interests in the Offeror and the Shares to be acquired under the Offer, Ms. Chew 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 Ms. Chew as an executive Director 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.

Mr. SHIH Steven Chun Ning

Mr. Shih, aged 54, has rejoined as the general manager of LCL Architects Limited, a indirect wholly-owned subsidiary of the Company which engages in DFD since July 2017. He is mainly responsible for business development for our Group in the PRC, managing client relationship and exploring new business opportunities of DFD. He also coordinates drafting services for our Group.

Mr. Shih joined our Group in 2011 to develop our Group's DFD business in Hong Kong and the PRC and later provided drafting work service to our Group. He was appointed as our Director on 24 April 2015, and was re-designated as our executive Director on 24 April 2015 and resigned on 10 February 2017. Mr. Shih has over 10 years of banking experience with a number of investment banks in Hong Kong from 1988 to 1999. Mr. Shih left the banking field in 1999 and invested a majority stake in a listed company that was principally engaged in the telephone handset design and manufacturing in July 1999 which was formerly listed on the Stock Exchange and he became the chairman in September 1999. He later disposed of his shareholding interests of that company in 2000. He is currently a director of each of Tung Mei Design (H.K.) Holding Co. Limited ("**TM Design**") and 深圳市美刻設計工程有限公司(Shenzhen Meike Design and Construction Company Limited*) ("**SZ Meike**"), and a 50% shareholder of TM Design and a legal representative of SZ Meike. TM Design and SZ Meike are principally engaged in providing design and fit out work for retail shops and a number of commercial offices, and providing drafting services, respectively. The business of TM Design and SZ Meike may compete with business of the Group and the potential competing interests have been disclosed in the section headed "Directors and Senior Management – Potential Competing Interests" in the prospectus of the Company dated 21 August 2015.

Mr. Shih obtained his Bachelor's degree in Science from the University of British Columbia in 1986 and his Master's degree in Business Administration from the same university in 1988.

Mr. Shih has entered into service agreement with the Company regarding his appointment as executive Director. The service agreement may be terminated by either party giving three months' prior written notice or payment in lieu. Mr. Shih is entitled to a director's remuneration of HK\$950,950 per annum which was determined with reference to his experiences and responsibilities with the Group, 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.

As at the date of this announcement, Mr. Shih 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 Part XV of the SFO).

There are no other matters relating to the appointment of Mr. Shih as an executive Director 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.

Independent non-executive Directors

Mr. LEE Frank King-ting

Mr. Lee, aged 61, has over 12 years of experience in production, design, test, product management and marketing in the specialised industry of digital telecommunication semiconductors/integrated circuits. He joined Tom Lee Music Company Limited as a Director in April 1994.

He is currently the president and a director of Tom Lee Music Co., Ltd. in Hong Kong as well as a director of Tom Lee Music Foundation Limited. He had been appointed as an independent non-executive Director of the Company from 13 August 2015 to 10 February 2017. Mr. Lee graduated from the Faculty of Electrical Engineering at the University of British Columbia in Canada in May 1979. He was previously a member of the Consumer Council, Chairman of the Board of Trustees of the Hong Kong Jockey Club Music and Dance Fund, Member of the Telecommunications (Competition Provisions) Appeal Board, President of the Rotary Club of Kowloon, Chairman of Hong Kong General Chamber of Commerce Retail & Tourism Committee, appointed member of the Quality Tourism Services Association Governing Council, a member of the eleventh Zhejiang Provincial Committee of the Chinese People's Political Consultative Conference. At present, his major public services are a member of the Advisory Committee on Arts Development, a member of Hong Kong General Chamber of Commerce Retail & Tourism Committee, an adviser of the Quality Tourism Services Association Governing Council, a member of the council of the Hong Kong Academy for Performing Arts.

Pursuant to the appointment letter entered into between the Company and Mr. Lee which may be terminated with three months' notice in writing served by either party, the directorship of Mr. Lee will be subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Lee is entitled to receive a director's fee of HK\$240,000 per annum with discretionary bonus based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's fee of Mr. Lee is subject to annual review by the Remuneration Committee.

As at the date of this announcement, Mr. Lee 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 Part XV of the SFO).

There are no other matters relating to the appointment of Mr. Lee as an independent non-executive Director 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.

Mr. HO Hin Yip

Mr. Ho, aged 44, has more than 20 years of financial and auditing experience. Since April 2012, he is the financial controller and joint company secretary of Dukung Distillers Holdings Limited (stock code: BKV), a company listed on the Singapore Exchange Limited, where he is responsible for the finance and accounting functions, statutory compliance and corporate governance affairs. He had been appointed as an independent non-executive Director of the Company from 13 August 2015 to 10 February 2017. He was also appointed as an independent non-executive director of each of China Ever Grand Financial Leasing Group Co., Ltd (formerly known as PME Group Limited) (stock code: 379), Xinhua News Media Holdings Limited (stock code: 309), and Jiyi Household International Holdings Limited (stock code: 1495), all are companies listed on the Main Board of the Stock Exchange, since December 2012, December 2014 and October 2015 respectively.

Mr. Ho received his bachelor's degree in business administration from the Chinese University of Hong Kong in December 1997. He was admitted as a member and a fellow member of The Association of Chartered Certified Accountants in August 2000 and August 2005, respectively. He is registered as a certified public accountant (Practising) of the Hong Kong Institute of Certified Public Accountants.

Pursuant to the appointment letter entered into between the Company and Mr. Ho which may be terminated with three months' notice in writing served by either party, the directorship of Mr. Ho will be subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Ho is entitled to receive a director's fee of HK\$240,000 per annum with discretionary bonus based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's fee of Mr. Ho is subject to annual review by the Remuneration Committee

As at the date of this announcement, Mr. Ho 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 Part XV of the SFO).

There are no other matters relating to the appointment of Mr. Ho as an independent non-executive Director 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.

Mr. CHAN Kwong Ming Johnny

Mr. Chan, aged 47, has founded Titan Works Limited. He received his Bachelor of Arts degree from the University of Toronto in 1994. He is serving as Founding member and a Director of University of Toronto (HK) Foundation. He was elected as Standing Director of Hong Kong Chinese General Chamber of Commerce and appointed as Chairman of External Affairs Committee in year 2016. He had been appointed as part-time member from January 2009 to December 2010 and associate member from February 2014 to June 2017 of Central Policy Unit of the HKSAR Government. He had been appointed a member of sub-committee on promotion of corporate volunteering of Social Welfare Department the HKSAR Government from April 2012 to March 2014 and from April 2016 to March 2018.

Pursuant to the appointment letter entered into between the Company and Mr. Chan which may be terminated with three months' notice in writing served by either party, the directorship of Mr. Chan will be subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Chan is entitled to receive a director's fee of HK\$240,000 per annum with discretionary bonus based on his qualifications, experience, level of responsibilities undertaken, contribution to the Company and prevailing market conditions. The director's fee of Mr. Chan is subject to annual review by the Remuneration Committee

As at the date of this announcement, Mr. Chan 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 Part XV of the SFO).

There are no other matters relating to the appointment of Mr. Chan as an independent non-executive Director 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.

CHANGE OF COMPOSITION OF MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Mr. Leong has been appointed as member of Nomination and Remuneration Committee with effect from 27 August 2018.

Mr. Lee has been appointed as the Chairman of Nomination Committee and member of and Audit Committee with effect from 27 August 2018.

Mr. Chan has been appointed as the Chairman of Remuneration Committee, member of Nomination Committee and Audit Committee effect from 27 August 2018.

Mr. Ho has been appointed as the Chairman of Audit Committee and member of Remuneration Committee with effect from 27 August 2018.

Mr. Deng Kui (“**Mr. Deng**”) has stepped down from his position as the Chairman of Nomination Committee and ceased to be member of the Nomination Committee with effect from 27 August 2018.

Mr. Liu Gang has stepped down from his position as the Chairman and member of Remuneration Committee, member of Audit Committee with effect from 27 August 2018.

Mr. Yu Haizong stepped down from his position as the Chairman and member of Audit Committee, member of Nomination Committee and Remuneration Committee with effect from 27 August 2018.

Ms. An Yiqing stepped down from her position as member of Nomination Committee, Remuneration Committee and Audit Committee with effect from 27 August 2018.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board also announces that with effect from 27 August 2018, Mr. Deng has ceased to act as an authorised representative of the Company for the purpose of the Listing Rules and Mr. Shih has been appointed as an authorised representative of the Company for the purpose of the Listing Rules.

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

Hong Kong, 27 August 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.