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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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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)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
RETIREMENT AND RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at 21st Floor, Wyndham place, No.44 Wyndham, Central, Hong Kong on Monday, 27 May 2019 at 10:30 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than Saturday, 25 May 2019 at 10:30 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

23 April 2019

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Issue Mandate, Repurchase Mandate and Extension Mandate	4
3. Retirement and re-election of Directors	5
4. AGM and proxy arrangement	5
5. Voting by poll	6
6. Responsibility statement	6
7. Recommendation	6
 Appendix I – Explanatory statement on the Repurchase Mandate	
	7
 Appendix II – Details of Directors proposed for re-election	
	11
 Notice of AGM	
	16

DEFINITIONS

In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 21 st Floor, Wyndham place, No.44 Wyndham Street, Central, Hong Kong on Monday, 27 May 2019 at 10:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law (Revised) of the Cayman Islands and every modification thereof
“Company”	Royal China International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution

DEFINITIONS

“Latest Practicable Date”	15 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Buy-backs Code”	the Hong Kong Code on Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent



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)

Executive Directors:

Mr. LEONG Hing Loong Rudoff (*Chairman*)
Ms. CHEW Christina Mooi Chong (*Chief executive officer*)
Mr. SHIH Steven Chun Ning
Ms. GAO Jinyi

Registered office:

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

Independent non-executive Directors:

Mr. HO Hin Yip
Mr. CHAN Kwong Ming Johnny
Mr. LU Zhuohui

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

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

23 April 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
RETIREMENT AND RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of AGM and information regarding the resolutions to be proposed at the AGM relating to, among other things, (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the Extension Mandate to the Directors; and (iv) the retirement and re-election of Directors.

LETTER FROM THE BOARD

2. ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

In order to give the flexibility to the Company to issue and repurchase Shares if and when appropriate, at the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors, i.e. to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors, i.e. to exercise all the power of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate, i.e. to increase the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the total issued share capital of the Company included 500,000,000 Shares. Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the AGM, the maximum number of new Shares to be issued under the Issue Mandate (if approved by the Shareholders at the AGM) is 100,000,000 Shares.

Each of the Issue Mandate and the Repurchase Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the end of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the AGM.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate to the Directors. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Directors have no immediate plan to issue any new Shares pursuant to the Issue Mandate. With reference to the Repurchase Mandate, the Directors have no immediate plan to repurchase any Shares pursuant thereof.

3. RETIREMENT AND RE-ELECTION OF DIRECTORS

Pursuant to article 83 (3) & 84 (1) of the Articles of Association, Ms. CHEW Christina Mooi Chong (“Ms. CHEW”), Mr. SHIH Steven Chun Ning (“Mr. SHIH”), Ms. GAO Jinyi (“Ms. GAO”), Mr. HO Hin Yip (“Mr. HO”), Mr. CHAN Kwong Ming Johnny (Mr. CHAN”) and Mr. LU Zhuohui (“Mr. LU”), shall retire from office by rotation at the AGM. 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 AGM are set out in Appendix II to this circular.

4. AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at 21st Floor, Wyndham place, No.44 Wyndham Street, Central, Hong Kong on Monday, 27 May 2019 at 10:30 a.m. is set out on pages 16 to 19 of this circular. At the AGM, in addition to the ordinary businesses of the meeting, resolutions will be proposed for approval on the proposed Issue Mandate, the Repurchase Mandate and the Extension Mandate as special businesses.

For determining eligibility to attend and vote at the AGM, the register of members of the Company will be closed from 22 May 2019 to 27 May 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on 21 May 2019.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event no later than Saturday, 25 May 2019 at 10:30 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for all the resolutions to be put forward at the AGM pursuant to article 66 of the Articles of Association. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible after the AGM in accordance with Rule 13.39(5) of the Listing Rules.

6. 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 Company. 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.

7. RECOMMENDATION

The Board is pleased to recommend all of the retiring Directors to stand for re-election by Shareholders as Directors. The Directors also consider that the proposed resolutions set out in the notice of AGM, including but not limited to the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the said ordinary resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
Royal China International Holdings Limited
LEONG Hing Loong Rudoff
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required under the Listing Rules, to provide requisite information to Shareholders in connection with the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$10,000,000 divided into 1,000,000,000 Shares, among which a total of 500,000,000 Shares were issued and fully paid-up.

Subject to the passing of the relevant ordinary resolution at the AGM approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the proposed grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. The Repurchase Mandate will give the Company the flexibility to repurchase Shares as and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds of the Company legally available for such purpose in accordance with the Listing Rules, the Articles of Association, the laws of the Cayman Islands, and other applicable laws.

A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Companies Law, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or the share premium account of the Company, or, if authorised by the Articles of Association and subject to the Companies Law, out of capital.

4. STATUS OF REPURCHASED SHARES

The Listing Rules provide that the listing of all repurchased shares is automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the laws of the Cayman Islands, a company's repurchased shares may be treated as cancelled or held as treasury shares. When cancelled, the Company's issued share capital (but not the authorised share capital) will be reduced accordingly.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

Taking into account the current working capital position of the Company, the Directors consider that, the exercise of the Repurchase Mandate in full will have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2018. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor, any of their close associates have a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of Shares.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association, the laws of the Cayman Islands and the applicable laws.

8. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholders were interested in 5% or more of the Company's issued share capital:

Name of Shareholder	Nature of interest	Number of Shares held as at the Latest Practicable Date	Percentage of holding as at the Latest Practicable Date	Percentage of holding if the Repurchase Mandate is exercised in full
Starcross Group Limited ("SGL") <i>(Note 1)</i>	Beneficial owner	375,000,000	75.0%	83.3%
Chance Achieve Limited ("Chance Achieve") <i>(Note 2)</i>	Person having a security interest in shares	151,111,111	30.2%	33.6%
Voice Chosen Investment Limited ("Voice Chosen") <i>(Note 3)</i>	Person having a security interest in shares	118,645,358	23.7%	26.3%

Notes:

1. SGL was the registered holder of 375,000,000 Shares. The issued share capital of SGL was owned as to 75% by Mr. Leong Hing Loong Rudoff ("**Mr. Leong**") and 25% by Ms. Chew Christina Mooi Chong ("**Ms. Chew**").
2. According to the information available to the Company, the 151,111,111 Shares held by SGL were pledged to Chance Achieve pursuant to a facility agreement entered into between SGL and Chance Achieve dated 15 November 2018.
3. According to the information available to the Company, the 118,645,358 Shares held by SGL were pledged to Voice Chosen pursuant to a facility agreement entered into between SGL and Voice Chosen dated 15 November 2018.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to repurchase Shares under the Repurchase Mandate. The Directors have no present intention of exercising the Repurchase Mandate.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under the Rule 8.08 of the Listing Rules.

9. SHARES PURCHASES MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the last six months preceding to the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve (12) calendar months immediately preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
April	0.95	0.74
May	1.40	0.88
June	1.22	0.87
July	1.03	0.86
August	1.10	0.89
September	0.95	0.90
October	0.99	0.90
November	0.98	0.90
December	0.96	0.93
2019		
January	0.93	0.90
February	0.95	0.90
March	0.97	0.90
April (up to the Latest Practicable Date)	1.16	0.97

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 AGM.

EXECUTIVE DIRECTORS:**Ms. CHEW Christina Mooi Chong**

Ms. CHEW Christina Mooi Chong, aged 52, was reappointed as an executive Director on 27 August 2018 after her resignation as an executive Director on 10 April 2018, Ms. CHEW is primarily responsible for overseeing the daily operation of our 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, the Chairman and an executive Director of the Company.

Ms. CHEW has over 29 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 our 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 a service agreement with the Company regarding her appointment as executive Director for a term of 3 years commencing from 27 August 2018, 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. 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.

Ms. CHEW is the spouse of the Mr. LEONG and is therefore deemed to be interested in the 375,000,000 Shares indirectly held by Mr. LEONG through SGL. Save as disclosed above, as the Latest Practicable Date, Ms. CHEW 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. CHEW 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 Steven Chun Ning, aged 55, was appointed as an executive Director on 27 August 2018 after his resignation as an executive Director on 10 February 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 a service agreement with the Company regarding his appointment as executive Director for a term of three years commencing from 27 August 2018, 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. 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 the Latest Practicable Date, 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 the Part XV of the SFO). There are no other matters relating to the re-election of Mr. SHIH 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.

Ms. GAO Jinyi

Ms. GAO Jinyi, aged 36, has extensive experience in fund management and investment. Ms. GAO is primarily responsible for managing operation of the Group's financial services business. She is a responsible officer under the SFO Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management). Ms. Gao has held various senior management positions in financial institutions of Mainland China and overseas. Prior to her appointment, Ms. Gao was Senior Investment Director of China Region in Ping An Securities Limited and Investment Director and senior management of private equity fund of Zhongrong Huixing Asset Management Co., Ltd. From 2010-2012, Ms. Gao was appointed as a member of Financial Professional Committee of the Guangdong's Association for Promotion of Cooperation Guangdong, Hong Kong & Macao which conduct research on key projects in Guangdong, Hong Kong and Macau and provide professional advice to the government on financial development for promoting the cooperation among enterprises in Guangdong, Hong Kong and Macau and closely cooperation among the three regions. Ms. Gao has obtained Master of Business Administration from the University of Hong Kong and a qualification of fund professional by Securities Association of China.

Ms. GAO has entered into a service agreement with the Company regarding her appointment as executive Director for a term of three years commencing from 2 January 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. Ms. GAO is entitled to a director's remuneration of HK\$780,000 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.

As the Latest Practicable Date, Ms. GAO 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. GAO 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

INDEPENDENT NON-EXECUTIVE DIRECTORS:**Mr. HO Hin Yip**

Mr. HO Hin Yip, aged 45, was appointed as an independent non-executive Director on 27 August 2018 and has more than 20 years of financial and auditing experience. Since April 2012, he is the financial controller and joint company secretary of Dukang 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.

Mr. HO has entered into an appointment letter with the Company regarding his appointment as an independent non-executive Director for a term of three years commencing from 27 August 2018, 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. Mr. HO is entitled to a director's fee of HK\$240,000 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.

As the Latest Practicable Date, 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 the Part XV of the SFO). There are no other matters relating to the re-election of Mr. HO 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 Kwong Ming Johnny, 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 a Director of University of Toronto (HK) Foundation, Standing Director of Hong Kong Chinese General Chamber of Commerce and Chairman of External Affairs Committee. 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. Since June 2018, he had been appointed as a member of Central & District Coordinating Committee on New Arrival Services.

Mr. CHAN has entered into an appointment letter with the Company regarding his appointment as an independent non-executive Director for a term of three years commencing from 27 August 2018, 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. Mr. CHAN is entitled to a director's fee of HK\$240,000 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.

As the Latest Practicable Date, 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 the Part XV of the SFO). There are no other matters relating to the re-election of Mr. CHAN 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. LU Zhuohui

Mr. LU Zhuohui, aged 35, has extensive financial management experience. Mr. LU had served KPMG Huazhen Certified Public Accountants for more than 10 years and provided services to numbers of large Chinese companies and multinational corporations and international organizations. Mr. LU is currently the Chief Financial Officer of Guangzhou 711 Electronic Information Technology Company Limited which is mainly engaged in finance lease, intelligent travel platform and data management business. Mr. LU holds a Bachelor's Degree in Public Affairs and Administration from Guangdong University of Foreign Studies and is a member of the Hong Kong Institute of Certified Public Accountants and a member of the Chinese Institute of Certified Public Accountants.

Mr. LU has entered into an appointment letter with the Company regarding his appointment as an independent non-executive Director for a term of three years commencing from 1 January 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. Mr. LU is entitled to a director's fee of HK\$240,000 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.

As the Latest Practicable Date, Mr. LU 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 Mr. LU 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.

Save as disclosed above, each of the above Directors who are subject to re-election at the AGM did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, substantial shareholders, controlling shareholders or senior management of the Company.

NOTICE OF AGM



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Royal China International Holdings Limited (“**Company**”) will be held at 21st Wyndham Place, No. 44 Wyndham Street, Central, Hong Kong on Monday, 27 May 2019 at 10:30 a.m. (or an adjournment thereof) to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

ORDINARY BUSINESSES

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) and auditors of the Company for the year ended 31 December 2108.
2.
 - (i) To re-elect Ms. CHEW Christina Mooi Chong as an executive Director.
 - (ii) To re-elect Mr. SHIH Steven Chun Ning as an executive Director.
 - (iii) To re-elect Ms. GAO Jinyi as an executive Director.
 - (iv) To re-elect Mr. HO Hin Yip as an independent non-executive Director.
 - (v) To re-elect Mr. CHAN Kwong Ming Johnny as an independent non-executive Director.
 - (vi) To re-elect Mr. LU Zhuohui as an independent non-executive Director.

(each as a separate resolution)
3. To authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF AGM

SPECIAL BUSINESSES

As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.01 each (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the number of issued Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes, options or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares; or
 - (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares; or
 - (iv) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company pursuant to the articles of association of the Company (“**Articles of Association**”), from time to time,

shall not exceed 20 per cent of the number of issued Shares as at the date of passing this Resolution and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares of the Company open for a period fixed by the Directors to the holders of Shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any relevant jurisdiction).”

6. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the number of issued Shares as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF AGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT**, subject to the passing of Resolutions Nos. 5 and 6 set out in the notice convening this AGM, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to Resolution No. 5 be and is hereby extended by the addition thereto of an amount representing the number of issued Shares repurchased by the Company under the authority granted pursuant to Resolution No. 6, provided that such amount of Shares shall not exceed 10 per cent of the number of issued Shares as at the date of passing this Resolution.”

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

Hong Kong, 23 April 2019

Notes:

- (1) A member of the Company entitled to attend and vote at the AGM may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
- (2) Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, 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 AGM 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) The transfer books and register of members of the Company will be closed from 22 May 2019 to 27 May 2019, both days inclusive, to determine the entitlement of shareholders to attend and vote at the AGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on 21 May 2019.
- (4) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than Saturday, 25 May 2019 at 10:30 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (6) As at the date of this notice, the Board comprises Mr. LEONG Hing Loong Rudoff, Ms. CHEW Christina Mooi Chong, Mr. SHIH Steven Chun Ning and Ms. GAO Jinyi as executive directors; and Mr. HO Hin Yip, Mr. CHAN Kwong Ming Johnny, and Mr. LU Zhuohui as independent non-executive directors.