

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

**SCIENCE CITY
(HONG KONG)
INVESTMENT
CO. LIMITED**

*(Incorporated in
Hong Kong)*

**MR. TSE
KAM
PANG**

**LEADING
STAR
GLOBAL
LIMITED**

*(Incorporated
in the British
Virgin Islands)*

**CRISANA
INTERNATIONAL
INC.**

*(Incorporated
in the British
Virgin Islands)*

**CHARMING
FUTURE
HOLDINGS
LIMITED**

*(Incorporated
in the British
Virgin Islands)*



**ROYALE FURNITURE
HOLDINGS LIMITED**

皇朝傢俬控股有限公司*

*(Incorporated in Cayman
Islands with limited liability)
(Stock Code: 1198)*

JOINT ANNOUNCEMENT

DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT IN RELATION TO

UNCONDITIONAL MANDATORY CASH OFFER BY ABCI CAPITAL LIMITED

FOR AND ON BEHALF OF SCIENCE CITY (HONG KONG) INVESTMENT CO. LIMITED, MR. TSE KAM PANG, LEADING STAR GLOBAL LIMITED, CRISANA INTERNATIONAL INC. AND CHARMING FUTURE HOLDINGS LIMITED

TO ACQUIRE ALL THE ISSUED SHARES IN ROYALE FURNITURE HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY SCIENCE CITY (HONG KONG) INVESTMENT CO. LIMITED, MR. TSE KAM PANG, LEADING STAR GLOBAL LIMITED, CRISANA INTERNATIONAL INC. AND CHARMING FUTURE HOLDINGS LIMITED AND PARTIES ACTING IN CONCERT WITH THEM)

Financial adviser to the Joint Offerors



農銀國際

ABC INTERNATIONAL

Independent financial adviser to the Independent Board Committee



Gram Capital Limited
嘉林資本有限公司

Reference is made to (i) the joint announcement dated 5 June 2019 issued jointly by the Joint Offerors and the Company in relation to, among others things, the Sale and Purchase, the Subscription and the Offer; (ii) the joint announcement dated 26 June 2019 in relation to the delay in despatch of the Composite Document; (iii) the joint announcement dated 26 July 2019 in relation to a monthly update of the Offer; (iv) the joint announcement dated 2 August 2019 in relation to the completion of the Sale and Purchase and the Subscription; and (v) the composite offer and response document dated 8 August 2019 (the “**Composite Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) expected timetable in respect of the Offer; (ii) a letter from ABCI; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee; and (v) a letter from Gram Capital, together with the related form of acceptance and transfer (the “**Form of Acceptance**”), has been despatched to the Independent Shareholders on 8 August 2019.

The Offer will be open for acceptance on and from Thursday, 8 August 2019 and will close for acceptance at 4:00 p.m. on Thursday, 29 August 2019 unless the Joint Offerors revises or extends the Offer in accordance with the Takeovers Code. The latest time and date for acceptance of the Offer is 4:00 p.m. on Thursday, 29 August 2019. The announcement of the results of the Offer will be made by 7:00 p.m. on Thursday, 29 August 2019.

EXPECTED TIMETABLE

The expected timetable set out below, as reproduced in the Composite Document, is indicative and may be subject to change. Any changes to the timetable will be jointly announced by the Joint Offerors and the Company as and when appropriate. All references refer to dates and times refer to Hong Kong times and dates.

Despatch date of this Composite Document
and the Form of Acceptance and
commencement date of the Offer (*Note 1*) Thursday, 8 August 2019

Latest time and date for acceptance of
the Offer (*Notes 2 and 4*) By 4:00 p.m.
on Thursday, 29 August 2019

Closing Date (*Note 1*) Thursday, 29 August 2019

Announcement of the results of the Offer to be posted
on the Stock Exchange’s website (*Note 2*) By 7:00 p.m.
on Thursday, 29 August 2019

Latest date of posting of remittances for
the amounts due in respect of valid acceptances
received under the Offer (*Notes 3 and 4*) Monday, 9 September 2019

Notes:

1. The Offer, which is unconditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.
2. In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time for acceptance is at 4:00 p.m. on Thursday, 29 August 2019 unless the Joint Offerors revise or extend the Offer in accordance with the Takeovers Code. An announcement will be published on the website of the Stock Exchange by 7:00 p.m. on Thursday, 29 August 2019 stating whether the Offer has been extended, revised or expired. In the event that the Joint Offerors decide to extend the Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be made as soon as possible, but in any event within seven Business Days following the date of receipt of a duly completed Form of Acceptance and all valid requisite documents in accordance with the Takeovers Code.
4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other days as the Executive may approve in accordance with the Takeovers Code.

IMPORTANT

Independent Shareholders are strongly advised to consider carefully the information contained in the Composite Document and the Form of Acceptance and Transfer before making decision on whether or not to accept the Offer. Independent Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. The Joint Offerors and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

| | | | | |
|---|---|--|--|---|
| By Order of the board of SCIENCE CITY (HONG KONG) TSE INVESTMENT KAM CO. LIMITED PANG Yu Yinghong <i>Director</i> | By Order of the board of LEADING STAR GLOBAL LIMITED Tse Kam Pang <i>Director</i> | By Order of the board of CRISANA INTERNATIONAL INC. Tse Kam Pang <i>Director</i> | By Order of the board of CHARMING FUTURE HOLDINGS LIMITED Tse Kam Pang <i>Director</i> | By Order of the board ROYALE FURNITURE HOLDINGS LIMITED Tse Kam Pang <i>Chairman and Executive Director</i> |
|---|---|--|--|---|

Hong Kong, 8 August 2019

As at the date of this joint announcement, the Board comprises three executive Directors, namely, Mr. Tse Kam Pang (Chairman), Mr. Tse Hok Kan and Mr. Chan Wing Kit; and three independent non-executive Directors, namely, Dr. Donald H. Strasheim, Mr. Lau Chi Kit and Mr. Yue Man Yiu Matthew.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Joint Offerors, Science City, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the respective directors of SCHK, Science City, Leading Star, Crisana and Charming Future) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, (i) the directors of SCHK are Ms. Yu Yinghong and Mr. Chen Zexian, (ii) the directors of Science City are Mr. Hong Hansong, Mr. Zhao Guangnan, Mr. Wang Congli, Mr. Ye Zhiqiang, Mr. Ma Yiyong, Mr. Wu Zhongming, Mr. Ji Yunhai and Ms. Tan Ling, (iii) the sole director of Leading Star is Mr. Tse Kam Pang, (iv) the sole director of Crisana is Mr. Tse Kam Pang, and (v) the sole director of Charming Future is Mr. Tse Kam Pang.

The directors of SCHK and the directors of Science City jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendor, the Guarantors, their respective associates and parties acting in concert with any of them and Mr. Tse, Leading Star, Crisana, Charming Future and their respective associates), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors, Mr. Tse or the directors of each of Leading Star, Crisana and Charming Future) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

Mr. Tse, accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to SCHK and Science City and their respective associates), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by the directors of SCHK or the directors of Science City) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The English text of this joint announcement shall prevail over its Chinese text.

** for identification purposes only*