

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this circular, 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 circular.

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

If you have sold or transferred all your shares in **Royal Catering Group Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

ROYAL CATERING GROUP HOLDINGS COMPANY LIMITED

皇璽餐飲集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF THE AUDITORS;
(4) PROPOSED CHANGE OF COMPANY NAME;
(5) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
THE ARTICLES OF ASSOCIATION;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the AGM to be held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 19 September 2022 at 2 p.m. is set out on pages 22 to 26 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the convening of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) if you so wish.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its posting and on the Company's website at www.hkrcg.com.

25 August 2022

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the outbreak of novel coronavirus (“**COVID-19**”) pandemic, the Company will take the following precautionary measures at the AGM in the attempt to prevent and control the spread of COVID-19 at the AGM:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the AGM at the Company’s discretion, to the extent permitted by the applicable laws and regulations;
- (ii) Each attendee is required to wear a surgical face mask throughout the AGM and inside the meeting venue, and to maintain a safe distance from other attendees; and
- (iii) No corporate gift will be distributed and no refreshment will be served at the AGM.

The Company reserves the right in refusing the entry of any person to the venue of the AGM to the extent permitted by the applicable laws and regulations. **Subject to the applicable law and regulations in Hong Kong in relation to social distancing, the Company may not be allowed to hold a physical general meeting in Hong Kong. The Company will make further announcement(s) if the Company will hold the AGM by electronic means, while Shareholders will still be allowed to vote and ask questions at the AGM.**

In light of the outbreak of COVID-19, **the Company wishes to encourage the Shareholders to exercise their right to vote at the AGM by appointing chairman of the AGM as their proxy as an alternative to attending the AGM in person, by completing and return the proxy form attached to this circular.**

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for putting to the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at info@hkrcg.com. If any Shareholder has any question relating to the AGM, please contact Tricor Investor Services Limited, the Company’s branch share registrar as follows:

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Tel: +852 2980 1333
Fax: +852 2810 8185
Email: is-enquiries@hk.tricorglobal.com

As the COVID-19 outbreak continues to develop, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the AGM as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government authorities from time to time.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE	11
APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	16
APPENDIX III — DETAILS OF AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES OF ASSOCIATION	19
NOTICE OF THE AGM	22

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 19 September 2022 at 2 p.m. or any adjournment thereof (as the case may be)
“Articles” or “Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)” or “close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	Royal Catering Group Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8300)
“connected person(s)”	has the meaning as ascribed to it under the GEM Listing Rules
“controlling shareholder”	has the same meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or modified from time to time
“General Mandate”	a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the ordinary resolution approving the same
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 August 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase the Shares up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended supplemented or modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Share Option(s)”	the share option(s) granted under the Share Option Scheme to subscribe for the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 21 July 2016
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission as amended, supplemented or modified from time to time
“%”	per cent

LETTER FROM THE BOARD

ROYAL CATERING GROUP HOLDINGS COMPANY LIMITED

皇璽餐飲集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

Executive Directors:

Mr. Wong Man Wai (*Chairman and
Chief Executive Officer*)
Mr. Chan Chak To Raymond
Ms. Lam Wai Kwan

Registered office:

Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103

Independent non-executive Directors:

Mr. Ma Yiu Ho Peter
Mr. Cai Chun Fai
Mr. Ng Sai Cheong

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

Unit 603, 6th Floor, Block A
Hong Kong Industrial Centre
489-491 Castle Peak Road
Kowloon, Hong Kong

25 August 2022

To the Shareholders,

Dear Sirs or Madams,

- (1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF THE AUDITORS;
(4) PROPOSED CHANGE OF COMPANY NAME;
(5) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
THE ARTICLES OF ASSOCIATION;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions and to give you notice of the AGM.

At the AGM, the following resolutions will be proposed for the Shareholders to approve, among other things,

- (i) the proposed granting of the General Mandate to the Directors;
- (ii) the proposed granting of the Repurchase Mandate to the Directors;

LETTER FROM THE BOARD

- (iii) the proposed re-election of retiring Directors;
- (iv) the proposed re-appointment of the auditors of the Company;
- (v) the proposed change of company name; and
- (vi) the proposed amendments to the Memorandum and the Articles of Association.

PROPOSED GRANTING OF THE GENERAL MANDATE

At the annual general meeting of the Company held on 27 August 2021, a general and unconditional mandate was granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the General Mandate to the Directors. As at the Latest Practicable Date, the Company had 2,643,360,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed General Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed General Mandate in full would result in up to a maximum of 528,672,000 Shares, representing 20% of the aggregate nominal value of the share capital of the Company in issue, being issued by the Company during the period from the passing of the ordinary resolution approving the General Mandate and ending on 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 the Articles or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

In addition, an ordinary resolution will also be proposed to extend the proposed General Mandate by adding to it the number of such Shares repurchased under the proposed Repurchase Mandate.

PROPOSED GRANTING OF THE REPURCHASE MANDATE

At the annual general meeting of the Company held on 27 August 2021, a general and unconditional mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company had 2,643,360,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 264,336,000 Shares, representing 10% of the aggregate nominal value of the share capital of the Company in issue, being repurchased by the Company during the period from the passing of the ordinary resolution approving the Repurchase Mandate and ending on the earliest of: (i) the conclusion of the next annual general meeting of the

LETTER FROM THE BOARD

Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the proposed Repurchase Mandate is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board currently consisted of six Directors, including three executive Directors, namely, Mr. Wong Man Wai, Mr. Chan Chak To Raymond and Ms. Lam Wai Kwan and three independent non-executive Directors, namely, Mr. Ma Yiu Ho Peter, Mr. Cai Chun Fai and Mr. Ng Sai Cheong.

Pursuant to Article 16.18 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

Accordingly, Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai, shall retire from office as Director by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM. None of the independent non-executive Directors had served more than nine years as at the Latest Practical Date.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee of the Board (the “**Nomination Committee**”), having reviewed the composition of the Board, nominated Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai to the Board for it to recommend to Shareholders for re-election at the AGM. Mr. Cai Chun Fai, who is a member of the Nomination Committee, abstained from voting at the committee meeting when his respective nomination was being considered.

The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the annual report of the Company for the year ended 31 March 2022. The Nomination Committee had also taken into account of the respective contributions of Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai to the Board and their commitment to their roles. The Nomination Committee was satisfied with the independence of Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai having regard to the independence criteria as set out in Rule 5.09 of the GEM Listing Rules, of which each of Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai has confirmed.

LETTER FROM THE BOARD

Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai, who are proposed to be re-elected as an independent nonexecutive Directors of the Company, confirmed to the Company that they did not, as at the Latest Practicable Date, hold seven or more directorship in any listed companies. The biographical backgrounds of Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai are more particularly set out in Appendix II of this circular. Both Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai have been independent non-executive Director since the listing of the Company's share on GEM of the Stock Exchange.

The Board accepted the Nomination Committee's nominations and recommended Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai as Directors is in the best interest of the Company and Shareholders as a whole. Mr. Ma Yiu Ho, Peter and Mr. Cai Chun Fai abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Further information about the Board's composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors' attendance record at Board and Board committee meetings held by Directors are disclosed in the section headed "Corporate Governance Report" of the annual report of the Company for the year ended 31 March 2022.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF THE AUDITORS

HLB Hodgson Impey Cheng Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditors of the Company.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the Company's English name from "Royal Catering Group Holdings Company Limited" to "Royal Group Holdings International Company Limited" and change its dual foreign name in Chinese from "皇璽餐飲集團控股有限公司" to "皇璽集團控股國際有限公司" (the "**Proposed Change of Company Name**").

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the AGM approving the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

LETTER FROM THE BOARD

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date upon the issue of a certificate of incorporation on change of name with the new English name and dual foreign name by the Registrar of Companies in the Cayman Islands confirming that the new English name and dual foreign name have been registered. Upon receiving the requisite approval from the Registrar of Companies in the Cayman Islands, the Company will carry out all necessary filings with the Companies Registry in Hong Kong thereafter.

Reasons for the Proposed Change of Company Name

Since the Company's listing on GEM of the Stock Exchange, the Group has been a food and beverage group in Hong Kong operating casual dining restaurants under a portfolio of brands (the "**Catering Business**"). As mentioned in the announcement on 20 June 2022 and the annual report of the Company for the year ended 31 March 2022, in order to develop the Group's business and to cope with the challenging market conditions, the Group has diversified its business and tapped into a new business of trading luxury branded watches in Hong Kong. The Catering Business will continue to be the core business of the Group. Accordingly, the Board considers that the Proposed Change of Company Name will better reflect the current status of the Company's strategic business plan and its direction of future development.

The Board believes that the name of the Company will provide the Company with a more appropriate corporate image and identity which will benefit the Company's future business development. As such, the Board believes that the change is in the best interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Proposed Change of Company Name will not affect any rights of the existing holders of the Shares nor the Company's daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing names of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new names of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new English and dual foreign names of the Company.

In addition, subject to the confirmation by the Stock Exchange, the Company will also adopt a new English stock short name and Chinese stock short name for trading of Shares in the Stock Exchange after the Proposed Change of Company Name becoming effective.

LETTER FROM THE BOARD

PROPOSED ADMENDMENTS TO THE MEMORANDUM AND THE ARTICLES

The Board proposes to amend the existing Memorandum and Articles in order to (i) reflect the Proposed Change of Company Name and (ii) bring the Articles in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022.

The proposed amendments to the Memorandum and the Articles (“**Proposed Amendments**”) are summarised below:

1. to specify that the Company shall hold an annual general meeting within six months after the end of the Company’s financial year;
2. to provide that all Shareholders shall have the right to speak at a general meeting of the Company;
3. to provide that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Shareholders holding not less than one tenth (1/10th) of the paid up capital of the Company having the right of voting at general meetings, such Shareholder(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;
4. to provide that the branch register of Shareholders in Hong Kong may be closed on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws in Hong Kong);
5. to replace all reference to “Royal Catering Group Holdings Company Limited 皇璽餐飲集團控股有限公司” to “Royal Group Holdings International Company Limited 皇璽集團控股國際有限公司” in the Memorandum and Articles; and
6. to make other necessary amendments for updating the Articles and better aligning with the wording in the applicable laws of Cayman Islands and the GEM Listing Rules.

For details of the Proposed Amendments, please refer to Appendix III to this circular.

A special resolution will be proposed to approve the Proposed Amendments to the Memorandum and the Articles.

NOTICE OF THE AGM

A notice convening the AGM to be held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 19 September 2022 at 2 p.m. is set out on pages 22 to 26 of this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 14 September 2022 to Monday, 19 September 2022, both days inclusive, during which period no transfer of the Shares will be registered. Shareholders are reminded to ensure that all completed Share transfer forms accompanied by the relevant Share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 13 September 2022.

PROXY ARRANGEMENT

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the convening of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) if you so wish.

VOTING BY POLL

Pursuant to Article 13.6 of the Articles and Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all resolutions as set out in the notice convening the AGM to be proposed shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

In light of outbreak of the COVID-19 Pandemic, the Company strongly encourage the Shareholders to exercise their right to vote at the AGM by appointing Chairman of the AGM as their proxy as an alternative to attending the AGM in person by completing and return the proxy form attached to this circular.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the proposed General Mandate and the proposed Repurchase Mandate to the Directors, the re-election of retiring Directors, the re-appointment of the auditors of the Company, the change of company name and the amendments to the Memorandum and the Articles of Association are in the interests of the Company, the Group and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM, respectively.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

MISCELLANEOUS

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

Yours faithfully,

By order of the Board

Royal Catering Group Holdings Company Limited

Wong Man Wai

Chairman, Chief Executive Officer and Executive Director

This appendix serves as an explanatory statement as required under Rule 13.08 of the GEM Listing Rules, to provide the requisite information to the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 2,643,360,000, and 60,000,000 Share Options granted under the Share Option Scheme remained outstanding entitling the holders of the Share Options to subscribe for an aggregate of 60,000,000 Shares. If such outstanding Share Options were exercised in full on or prior to the date of the AGM, a further 60,000,000 Shares would be in issue.

Subject to the passing of the proposed ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 264,336,000 Shares, representing 10% of the aggregate nominal value of the share capital of the Company in issue, being repurchased by the Company during the period from the passing of the ordinary resolution approving the Repurchase Mandate and ending at 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 the Articles or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Assuming that (i) all outstanding Share Options are exercised in full on or before the date of the AGM; and (ii) no further Shares are/will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 270,336,000 Shares being repurchased by the Company during the above said period.

REASONS FOR SHARES REPURCHASE

The Directors have no present intention to repurchase any Shares but believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares may be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time. This may, depending on market conditions and funding arrangements at the time, result in an increase in the net asset value and/or earnings per Share. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Memorandum and the Articles for such purpose.

Any repurchases by the Company may only be made out of profits of the Company, share premium or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorised by the Articles and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorised by the Articles and subject to Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

The exercise of the proposed Repurchase Mandate in full may have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2022 contained in the results announcement of the Company dated 24 June 2022). The Directors do not propose to exercise the Repurchase Mandate in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

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 purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, 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.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the Controlling Shareholders, namely Mr. Wong Man Wai and Fortune Round Limited, controlled the exercise of approximately 56.7% of the voting rights in the Company's general meeting. Assuming that (i) no further Shares are issued, allotted or repurchased by the Company prior to the AGM; and (ii) the Directors fully exercise the proposed Repurchase Mandate, the percentage of voting rights in the Company's general meeting held by the Controlling Shareholders would increase to approximately 63.1% of the Company's issued share capital. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors also have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2021		
June	0.046	0.037
July	0.072	0.040
August	0.055	0.046
September	0.055	0.039
October	0.054	0.038
November	0.041	0.036
December	0.042	0.034
2022		
January	0.036	0.026
February	0.034	0.030
March	0.031	0.024
April	0.032	0.024
May	0.034	0.026
June	0.028	0.026
July	0.030	0.025
August (up to the Latest Practicable Date)	0.029	0.029

Source: The Stock Exchange

SHARES REPURCHASED BY THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

No core connected person has notified the Company that he/she has a present intention to sell any Shares to the Company nor has undertaken not to do so in the event that the proposed Repurchase Mandate is approved by the Shareholders.

The following sets out the particulars of the retiring Directors proposed to be re-elected at the AGM.

Mr. Ma Yiu Ho Peter (馬遙豪先生) (“**Mr. Ma**”), aged 57, is an independent non-executive Director and the chairman of the Audit Committee. He joined the Group since July 2016.

He is currently the financial controller of Chyau Fwu Properties Limited, a company principally engaged in property development and hospitality. He has been a member of the Hong Kong Institute of Certified Public Accountants since February 1990 and a fellow member of the Association of Chartered Certified Accountants (UK) since April 1994. Mr. Ma obtained a master degree of business administration from the Hong Kong University of Science and Technology in November 1995. He has been a member of the Hong Kong Institute of Directors since December 2015. He has over 20 years of experience in the finance and accounting field and worked as the financial controller and company secretary of The Hong Kong Parkview Group Limited (now named as Joy City Property Limited) (stock code: 207); the financial controller, qualified accountant and authorised representative of V1 Group Limited (formerly known as VODone Limited) (stock code: 82), both are listed companies on the Main Board of the Stock Exchange; chief financial officer of Superior Fastening Technology Limited (stock code: 5DW), a listed company on the Singapore Exchange.

Mr. Ma has also worked for Standard Chartered Equitor Trustee HK Limited and Hong Kong Government’s Audit Department. Mr. Ma has been a director of the following listed companies on the Stock Exchange during the periods indicated below:

Name of listed company (stock code)	Position held	Period during which he held directorship
Indigo Star Holdings Limited (stock code: 8373)	Independent non-executive director	October 2017 — CURRENT
TEM Holdings Limited (stock code: 8346)	Independent non-executive director	April 2016 — January 2021
Mobile Internet (China) Holdings Limited (stock code: 1439)	Independent non-executive director	December 2013 — August 2020
Convoy Global Holdings Limited (stock code: 1019)	Independent non-executive director	March 2010 — July 2018
Huisheng International Holdings Limited (stock code: 1340)	Independent non-executive director	February 2014 — July 2017
China Ocean Fishing Holdings Limited (formerly known as Sky Forever Supply Chain Management Group Limited) (stock code: 8047)	Independent non-executive director	July 2014 — May 2015

Pursuant to the existing letter of appointment between Mr. Ma and the Company, the appointment of Mr. Ma was for a fixed term of three years commencing from 8 August 2019 unless and until terminated by either party by giving a three-month written notice or Mr. Ma has not been re-elected as a Director at any general meeting of the Company. Mr. Ma is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. The current director's fee payable to Mr. Ma is HK\$150,000 per year and shall be reviewed by the remuneration committee of the Board annually. The remuneration package of Mr. Ma is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Ma is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Ma was not and was not deemed to be interested in any securities of the Company within the meaning of Part XV of the SFO. Mr. Ma has met the independence criteria set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Ma as an independent non-executive Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Cai Chun Fai (蔡振輝先生) (“**Mr. Cai**”), aged 41, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. He has joined the Group since July 2016.

Mr. Cai holds the degree of Bachelor of Arts in Accountancy from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cai has over ten years' experience in auditing, accounting and financial management. He has been an executive director and the company secretary of Zhaobangji Properties Holdings Limited (stock code: 1660), a company listed on the Main Board of the Stock Exchange, since March 2019. He has been an independent non-executive director of Beijing Digital Telecom Co., Ltd (stock code: 6188), a company listed on the Main Board of Stock Exchange, since 30 June 2021. He was an independent non-executive director of My Heart Bodibra Group Limited (stock code: 8297), a company listed on GEM of the Stock Exchange, from February 2018 to April 2021. He was an independent non-executive director of Inno-Tech Holdings Limited (stock code: 8202), a company listed on GEM of the Stock Exchange, from 2 to 14 February 2018.

Pursuant to the existing letter of appointment between Mr. Cai and the Company, the appointment of Mr. Cai was for a fixed term of three years commencing from 8 August 2016 and shall continue thereafter unless and until terminated by either party by giving a three-month written notice or Mr. Cai has not been re-elected as a Director at any general meeting of the Company. Mr. Cai is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. The current director's fee payable to Mr. Cai is HK\$150,000 per

year and shall be reviewed by the remuneration committee of the Board annually. The remuneration package of Mr. Cai is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Cai is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Cai was not and was not deemed to be interested in any securities of the Company within the meaning of Part XV of the SFO. Mr. Cai has met the independence criteria set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Cai as an independent non-executive Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

**APPENDIX III DETAILS OF AMENDMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

The following are the proposed amendments to the existing Memorandum and Articles. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles.

1. Amend the following definitions in the Articles:

“**Exchange**” shall mean ~~the Growth Enterprise Market~~GEM of The Stock Exchange of Hong Kong Limited.

“**Companies LawAct**” shall mean the Companies ~~Law (2013 Revision)~~Act (as revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“**Electronic Transactions LawAct**” shall mean the Electronic Transactions ~~Law (2003 Revision)~~Act (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

2. Amend the following clause in the Articles:

3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of ~~the holders of~~ not less than three-fourths ~~in nominal value of the issued shares of the voting rights of the holder~~ of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third ~~of the voting rights of~~ ~~in nominal value of~~ the issued shares of that class.

3. Amend the following clause in the Articles:

12.1 The Company shall hold a general meeting as its annual general meeting in each financial year other than the year of the Company’s adoption of these Articles; and such annual general meeting shall be held within six months after the end of its previous financial year, ~~within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise).~~ The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

**APPENDIX III DETAILS OF AMENDMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

4. Amend the following clause in the Articles:

- 12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the voting rights at general meetings on a one vote per Share basis in the share capital of the Company~~paid up capital of the Company which carries the right of voting at general meetings of the Company~~. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the voting rights at general meetings on a one vote per Share basis in the share capital of the Company~~paid up capital of the Company which carries the right of voting at general meetings of the Company~~. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

5. Insert the following new clause to the Articles:

- 12.2A Any Member who is entitled to attend the general meeting shall have the right to (a) speak at the general meeting; and (b) vote at a general meeting except where a Member is required by the Listing Rules to abstain from voting to approve the matter under consideration, and subject to Article 14.2 below.

6. Insert the following new clause to the Articles:

- 12.3A Any one or more Members holding, at the date of deposit of the requisition, not less than one tenth of the voting rights at general meetings on a one vote per Share basis in the share capital of the Company shall have the right to, upon reasonable notice, raise requisition to the Board for adding resolutions to the meeting agenda of a general meeting.

**APPENDIX III DETAILS OF AMENDMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

7. Amend the following clauses in the Articles:

16.1 The number of Directors shall not be less than two and in any event shall not exceed six.

16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed to fill a casual vacancy shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Any Director so appointed as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

8. Amend the following clause in the Articles:

29.2 The Company shall at every annual general meeting, by ordinary resolution, appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting, by ordinary resolution, at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

9. Amend the following clause in the Articles:

34 **Financial Year**

~~The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.~~Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 March in each year.

10. Replace all references to “Companies Law” to “Companies Act” in the Articles.

11. Replace all reference to “Royal Catering Group Holdings Company Limited 皇璽餐飲集團控股有限公司” to “Royal Group Holdings International Company Limited 皇璽集團控股國際有限公司” in the Memorandum and Articles.

NOTICE OF THE AGM

ROYAL CATERING GROUP HOLDINGS COMPANY LIMITED

皇璽餐飲集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of Royal Catering Group Holdings Company Limited (the “**Company**”) will be held at Golden Restaurant (East Wing) at 1st Floor, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 19 September 2022 at 2 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the Company’s audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditors for the year ended 31 March 2022.
2. (A) To re-elect Mr. Ma Yiu Peter as an independent non-executive Director;
(B) To re-elect Mr. Cai Chun Fai as an independent non-executive Director; and
(C) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the shareholders of the Company (the “**Shareholders**”):
 - (A) “**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, grant, distribute and deal with additional shares of the Company (the “**Shares**”) and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; (iii) the exercise of any options granted under any option scheme adopted by the Company or similar arrangement for the time being adopted for the granting or issuance of Shares, or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) from time to time, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 the Articles or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

NOTICE OF THE AGM

“**Rights Issue**” means the allotment, issue or grant of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the Shareholders (excluding for such purpose any Shareholder who is resident in a place where it would or might be unlawful or impracticable to offer Shares in compliance with any legal or regulatory requirements or special formalities in such place under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.”

(B) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission 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 GEM of the Stock Exchange (the “**GEM Listing Rules**”) or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval under paragraph (a) above shall be limited accordingly;
- (c) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and hereby revoked; and

NOTICE OF THE AGM

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 the Articles or the Cayman Islands Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

(C) “**THAT** conditional upon the passing of resolutions (A) and (B) above, the general mandate granted to the Directors pursuant to resolution (A) above be and is hereby extended by the addition to it of an amount representing the aggregate nominal value of the Shares repurchased by the Company pursuant to the repurchase mandate under resolution (B) above, provided that such amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTIONS

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Royal Catering Group Holdings Company Limited” to “Royal Group Holdings International Company Limited” and the dual foreign name in Chinese of the Company be changed from “皇璽餐飲集團控股有限公司” to “皇璽集團控股國際有限公司” (the “**Change of Company Name**”), with effect upon the date of the issue of a certificate of incorporation on change of name with the new English name and dual foreign name by the Registrar of Companies in the Cayman Islands; and
- (b) any one of the Directors or the company secretary of the Company be and is hereby authorised to do all such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the Change of Company Name.”

NOTICE OF THE AGM

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:** subject to the proposed Change of Name becoming effective and a certificate of incorporation on change of name being issued by the Registrar of Companies in the Cayman Islands, the proposed amendments to the Memorandum and the Articles of Association of the Company as set out in the Appendix III to the circular of the Company dated 25 August 2022 be and are hereby approved and adopted.”

By order of the Board
Royal Catering Group Holdings Company Limited
Wong Man Wai
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 25 August 2022

Notes:

1. Resolution 4(C) will be proposed to the Shareholders for approval provided that ordinary resolutions 4(A) and 4(B) are passed by the Shareholders.
2. A Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, a form of proxy must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the convening of the AGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.
5. Please refer to Appendix I of the circular of the Company dated 25 August 2022 for explanatory statement for the repurchase mandate.
6. Please refer to Appendix II of the circular of the Company dated 25 August 2022 for the details of the retiring Directors subject to re-election at the AGM.
7. Please refer to Appendix III of the circular of the Company dated 25 August 2022 for the details of amendments to the Memorandum and the Articles of Association.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

NOTICE OF THE AGM

9. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at www.hkrcg.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify members of the Company of the date, time and place of the re-scheduled AGM.
10. In light of the COVID-19 pandemic, the Company will implement certain precautionary measures at the AGM in the interests of the health and safety of our shareholders, directors, staff and other participants of the AGM, which include without limitation:
 - (i) requiring all attendees of the AGM be subject to body temperature checking;
 - (ii) requiring all attendees of the AGM to wear surgical mask before they are permitted to attend, and during their attendance of the AGM;
 - (iii) no distribution of souvenir and no refreshment will be served by the Company at the AGM this year.

Should anyone seeking to attend the AGM decline to comply with these precautionary measures or has feverlike or otherwise unwell symptoms, the Company reserves the right to refuse such person’s admission to the AGM.

Shareholders are kindly reminded that subject to the situation of COVID-19 pandemic at the time of the AGM, the attendance at the AGM may pose a health risk to the attendees. Shareholders should assess for themselves whether they should attend in person. Shareholders may consider appointing the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.

As at the date of this notice, the executive Directors are Mr. Wong Man Wai, Mr. Chan Chak To Raymond and Ms. Lam Wai Kwan; and the independent non-executive Directors are Mr. Ma Yiu Ho Peter, Mr. Cai Chun Fai and Mr. Ng Sai Cheong.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the “Latest Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its posting. This notice will also be published on the Company’s website at www.hkrcg.com.