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ROYAL CATERING GROUP HOLDINGS COMPANY LIMITED

皇璽餐飲集團控股有限公司

(incorporated in Cayman Islands with limited liability)

(Stock Code: 8300)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON MONDAY, 19 SEPTEMBER 2022

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 25 August 2022 (the “**AGM Notice**”) of Royal Catering Group Holdings Company Limited (the “**Company**”) and the circular of the Company dated 25 August 2022 (the “**Circular**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the AGM of the Company held on Monday, 19 September 2022, all proposed resolutions (the “**Resolutions**”) set out in the AGM Notice were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll as ordinary resolutions and special resolutions of the Company.

Directors of the Company, namely Mr. Wong Man Wai, Mr. Chan Chak To Raymond, Ms. Lam Wai Kwan, Mr. Ma Yiu Ho Peter, Mr. Cai Chun Fai and Mr. Ng Sai Cheong had attended the AGM either in person or via electronic means.

The Company had appointed Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, as scrutineer for the vote-taking at the AGM.

The poll results in respect of all the Resolutions at the AGM are set out as follows:

Ordinary Resolutions		Number of votes casted (%)	
		For	Against
1.	To receive, consider and approve the financial statements and the reports of the Directors and the independent auditors for the year ended 31 March 2022.	1,500,051,000 (100%)	0 (0%)

Ordinary Resolutions		Number of votes casted (%)	
		For	Against
2.	(A) To re-elect Mr. Ma Yiu Ho Peter as an independent non-executive Director;	1,500,051,000 (100%)	0 (0%)
	(B) To re-elect Mr. Cai Chun Fai as an independent non-executive Director; and	1,500,051,000 (100%)	0 (0%)
	(C) To authorise the Board to fix the remuneration of the Directors.	1,500,051,000 (100%)	0 (0%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.	1,500,051,000 (100%)	0 (0%)
4.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.	1,500,051,000 (100%)	0 (0%)
	(B) To grant to the Directors a general mandate to exercise the power of the Company to repurchase issued shares of the Company not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.	1,500,051,000 (100%)	0 (0%)
	(C) To extend, conditional upon the above Resolution nos. 4(A) and 4(B) being duly passed, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares of the Company by the addition to it of an amount representing the aggregate nominal value of the shares of the Company repurchased by the Company.	1,500,051,000 (100%)	0 (0%)

Special Resolutions		Number of votes casted (%)	
		For	Against
5.	(a) the English name of the Company be changed from “Royal Catering Group Holdings Company Limited” to “Royal Group Holdings International Company Limited” and the Chinese name 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”; and	1,500,051,000 (100%)	0 (0%)
	(b) any one Director or the company secretary of the Company be authorised to at his/her discretion to implement the change of English and Chinese names of the Company.	1,500,051,000 (100%)	0 (0%)
6.	To amend the Memorandum and the Articles of the Company as set out in the Appendix III to the circular of the Company dated 25 August 2022.	1,500,051,000 (100%)	0 (0%)

The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the total valid votes were cast in favour of each of the above ordinary resolutions for resolutions no. 1 to no. 4 and more than 75% of the total valid votes were cast in favour of the above special resolution for resolutions no. 5 and no. 6, all of them were duly passed by way of poll as ordinary resolutions and special resolutions of the Company, respectively.

GENERAL

As at the date of the AGM, there were a total of 2,643,360,000 issued Shares of the Company entitling the Shareholders to attend and vote for or against all the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules, and there were no Shares requiring the Shareholders to abstain from voting on the Resolutions at the AGM. No Shareholder was required to abstain from voting at the AGM under the GEM Listing Rules. There was no restriction on any Shareholder to cast vote on any of the Resolutions at the AGM. No Shareholder had stated his/her/its intention in the Circular to vote against or to abstain from voting on any Resolutions at the AGM.

By order of the Board

Royal Catering Group Holdings Company Limited
Wong Man Wai

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 19 September 2022

As at the date of this announcement, 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 announcement, 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 announcement 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 announcement misleading.

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