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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



宏大證券有限公司

Grand Cartel Securities Co. Ltd.

The Board is pleased to announce that the Completion took place on 13 March 2017 and an aggregate of 202,800,000 Placing Shares were successfully placed to not less than six independent Placees at the Placing Price.

Reference is made to the announcement of the Company dated 17 February 2017 (the “**Announcement**”) in relation to the Placing of up to 400,000,000 Placing Shares. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the Completion took place on 13 March 2017 and an aggregate of 202,800,000 Placing Shares, representing approximately 50.70% of maximum number of the Placing Shares, were successfully placed to not less than six independent Placees at the Placing Price.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the Placees and its ultimate beneficial owners (where applicable) is an Independent Third Party and none of the Placees has become a substantial shareholder (as defined in the GEM Listing Rules) as the result of the Placing.

The gross proceeds from the Placing of a total of 202,800,000 Placing Shares are approximately HK\$30.42 million, and the net proceeds from the Placing, after deducting the Placing Agent commission and other expenses incurred in the Placing, are approximately HK\$29.84 million. It is expected that (i) approximately HK\$26.86 million, representing approximately 90% of the net proceeds from the Placing, will be used for pursuing potential

acquisition opportunities; and (ii) the remaining portion of approximately HK\$2.98 million, representing approximately 10% of the net proceeds from the Placing, will be used by the Company as general working capital of the Group.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The 202,800,000 Placing Shares represent (i) 10.14% of the issued share capital of the Company immediately before the Completion; and (ii) 9.20% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares and as at the date of this announcement.

Set out below is the shareholding structure of the Company immediately before and after the Completion:

Shareholders	Immediately before the Completion		Immediately after the Completion and as at the date of this announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Fortune Round Limited (Note (i) and (ii))	1,500,000,000	75.00	1,500,000,000	68.10
Placees	—	—	202,800,000	9.20
Other public Shareholders	<u>500,000,000</u>	<u>25.00</u>	<u>500,000,000</u>	<u>22.70</u>
Total	<u>2,000,000,000</u>	<u>100</u>	<u>2,202,800,000</u>	<u>100</u>

Notes:

- (i) Fortune Round Limited, a company incorporated in the British Virgin Islands with limited liability is wholly-owned by Mr. Wong Man Wai, the Chairman, the chief executive officer and executive Director of the Company. By virtue of the SFO, Mr. Wong Man Wai is deemed to be interested in the Shares held by Fortune Round Limited.
- (ii) Ms. Li Wing Yin is the spouse of Mr. Wong Man Wai and she is deemed to be interested in the Shares in which Mr. Wong Man Wai is interested in under the SFO.

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

Hong Kong, 13 March 2017

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. Cheng Wing Hong and Mr. Cai Chun Fai.

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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.hkrcg.com.