

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

Case Number: 20170220-F08300-0001

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Company name: Royal Catering Group Holdings Company Limited
皇璽餐飲集團控股有限公司

Stock code (ordinary shares): 8300

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 13 March 2017

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 8 August 2016

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors:
Wong Man Wai (Chairman and Chief Executive Officer)
Chan Chak To Raymond
Lam Wai Kwan

Independent Non-executive Directors:
Ma Yiu Ho Peter
Cheng Wing Hong
Cai Chun Fai

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Number of shares of HK\$0.01 each in the share capital of the Company (the "Shares")	Approximate % of issued Shares
Mr. Wong Man Wai	1,500,000,000 ^(Note 1)	68.10%
Ms. Li Wing Yin	1,500,000,000 ^(Note 2)	68.10%
Fortune Round Limited	1,500,000,000 ^(Note 1)	68.10%

Notes

1. *These 1,500,000,000 Shares are held by Fortune Round Limited. Mr. Wong Man Wai beneficially owns the entire issued share capital of Fortune Round Limited and is deemed, or taken to be, interested in all Shares held by Fortune Round Limited for the purpose of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). Mr. Wong Man Wai is the sole director of Fortune Round Limited.*
2. *Ms. Li Wing Yin is the spouse of Mr. Wong Man Wai. Accordingly, Madam Li Wing Yin is deemed, or taken to be, interested in all Shares in which Mr. Wong Man Wai is interested for the purpose of the SFO.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Head office and principal place of business:

Room 1207, 12th Floor
Wing Ong Kowloon Centre
No. 345 Nathan Road
Kowloon, Hong Kong

Web-site address (if applicable):

<http://www.hkrcg.com/>

Share registrar:

Principal share registrar and transfer office in the Cayman Islands:

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square, Grand Cayman
KY1-1102, Cayman Islands

Branch share registrar and transfer office in Hong Kong:

Tricor Investor Services Limited
Level 22, Hopewell Centre, 183 Queen's Road East
Wanchai, Hong Kong

Auditors:

HLB Hodgson Impey Cheng Limited
31st Floor, Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong

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B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in the provision of casual dining food catering services in Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue: 2,202,800,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 20,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

Reference is made to the announcement of the Company dated 5 October 2016 ("Announcement") regarding the Option Grant. Capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Further information of the Share Options is set out below:

Date of grant: 5 October 2016

No. of Options outstanding: 60,000,000

Exercise Price: HK\$0.163 per Option Share

Exercise Period: 5 October 2016 to 4 October 2026

No. of Shares falling to be issued upon the exercise of Options in full: 60,000,000 ordinary Shares of HK\$0.01 each in the share capital of the Company

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

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If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Wong Man Wai

Ma Yiu Ho Peter

Chan Chak To Raymond

Cheng Wing Hong

Lam Wai Kwan

Cai Chun Fai

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*