

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS AND 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 annual general meeting (“AGM”) of Royal Catering Group Holdings Company Limited (the “**Company**”) to be held at Macau Jockey Club (H.K.) Club House, 1/F., Shun Tak Centre, 200 Connaught Road, Central, Hong Kong on Monday, 25 September, 2017 at 2:00 p.m. is set out on pages 16 to 20 of this circular.

A form of proxy 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the Company’s website at <http://www.hkrcg.com/>.

23 August, 2017

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the GEM and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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 Macau Jockey Club (H.K.) Club House, 1/F., Shun Tak Centre, 200 Connaught Road, Central, Hong Kong on Monday, 25 September, 2017 at 2:00 p.m.
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Royal Catering Group Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM (stock code: 8300)
“Controlling Shareholder”	has the same meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“General Mandate”	a general unconditional mandate to allot, issue and deal with new Shares not exceeding proposed to be granted to the Directors at the AGM 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 August, 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Date”	8 August 2016, the date on which the issued Shares were first listed and from which dealings therein are permitted to take place on GEM
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“Repurchase Mandate”	a general unconditional mandate to the Directors at the AGM to repurchase the Shares up to 10% of proposed to be granted 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)
“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”	Hong Kong Code on Takeovers and Mergers
“%”	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:

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Independent non-executive Directors:

Mr. Ma Yiu Ho Peter
Mr. Cheng Wing Hong
Mr. Cai Chun Fai

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

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

23 August, 2017

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

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

- (i) the grant of the General Mandate to the Directors;
- (ii) the grant of the Repurchase Mandate to the Directors; and
- (iii) the proposed re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE

Pursuant to a written resolution passed on 21 July 2016 by the sole shareholder of the Company at the time, a general unconditional mandate was granted to the Directors to exercise all powers of the Company to allot, issue and deal with 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 2,202,800,000 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 440,560,000 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 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 Companies Law 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 at 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.

THE REPURCHASE MANDATE

Pursuant to a written resolution passed on 21 July 2016 by the sole shareholder of the Company at the time, a general 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 2,202,800,000 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 220,280,000 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 ending on the earliest of: (i) the conclusion of the next annual general meeting of our Company; (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or the Cayman Companies Law 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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists 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. Cheng Wing Hong and Mr. Cai Chun Fai.

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.

Further, pursuant to Article 16.2 of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Mr. Wong Man Wai, Mr. Chan Chak To Raymond, Ms. Lam Wai Kwan, Mr. Ma Yiu Ho Peter, Mr. Cheng Wing Hong and Mr. Cai Chun Fai shall retire from office by rotation at the AGM and, being eligible, will offer himself/herself for re-election at the said meeting.

The nomination committee of the Company has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 to the GEM Listing Rules and confirmed that all independent non-executive Directors remain independent.

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

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.

NOTICE OF AGM

A notice convening the AGM to be held at Macau Jockey Club (H.K.) Club House, 1/F., Shun Tak Centre, 200 Connaught Road, Central, Hong Kong on Monday, 25 September 2017 at 2:00 p.m. is set out on pages 16 to 20 of this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 20 September 2017 to 25 September 2017, 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 September, 2017.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at www.hkexnews.hk. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

VOTING BY POLL

Pursuant to 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the proposed General Mandate and the proposed Repurchase Mandate to the Directors and the re-election of retiring Directors 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.

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 the GEM Listing Rules, to provide the requisite information to the Shareholders for consideration of the proposed Repurchase Mandate.

Share capital

As at the Latest Practicable Date, the total number of Shares in issue was 2,202,800,000 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 220,280,000 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company during the period 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 laws or the Articles to be held, or (iii) the date upon which the authority given to the Directors to exercise the proposed Repurchase Mandate is revoked or varied by way of an ordinary resolution of the Shareholders of the Company at 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 226,280,000 Shares being repurchased by the Company during the above said period.

Reasons for Shares repurchase

The Directors 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.

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 accounts of the Company for the year ended 31 March 2017 in the results announcement of the Company dated 30 June 2017). 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, to the best knowledge and belief of the Directors, the Controlling Shareholders of the Company, namely Mr. Wong Man Wai and Fortune Round Limited, controlled the exercise of approximately 68.10% of the voting rights at the Company's general meeting. If 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 75.66% 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 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 since the Listing Date, and up to the Latest Practicable Date, were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2016		
August	3.5	0.164
September	0.173	0.153
October	0.173	0.154
November	0.160	0.150
December	0.157	0.120
2017		
January	0.150	0.126
February	0.185	0.140
March	0.163	0.133
April	0.145	0.126
May	0.138	0.120
June	0.183	0.121
July	0.147	0.107
August (up to the Latest Practicable Date)	0.145	0.117

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 and the applicable laws of the Cayman Islands.

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.

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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Wong Man Wai (王文威先生), aged 38, is our Chairman, chief executive officer and executive Director of our Company. Mr. Wong is responsible for formulating the overall business strategy and planning; overseeing our Group's performance generally; leading and representing our Group in negotiation with potential business partners.

Shortly after Mr. Wong's graduation from The University of New South Wales in May 2003 where he obtained his Bachelor of Commerce in Accounting and Finance, he joined our Group and started taking part in the operation of our restaurants since April 2004. Up until now, he has over 13 years of experience in the restaurant and catering business.

Mr. Wong has not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date.

Pursuant to the existing service agreement between Mr. Wong and the Company, the appointment of Mr. Wong 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. Wong has not been re-elected as a Director at any general meeting of the Company. Mr. Wong 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. Wong is HK\$1,800,000 per year and shall be reviewed by the remuneration committee of the Board annually. The remuneration package of Mr. Wong is determined by reference to his duty, qualification and experience and the prevailing market rate.

As at the Latest Practicable Date, Mr. Wong was interested and deemed to be interested in 1,500,000,000 Shares (within the meaning of Part XV of the SFO), representing approximately 68.10% of the issued share capital of the Company. Save that Mr. Wong is the sole director and sole shareholder of Fortune Round Limited, a Controlling Shareholder of the Company, Mr. Wong is not connected with any Directors, senior management, substantial Shareholders or Controlling Shareholders as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Wong as a 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. Chan Chak To Raymond (陳澤濤先生), aged 50, was appointed as an executive Director of our Company on 7 December 2015 and is responsible for overseeing the day-to-day operation of the restaurants operated by our Group; assessing the performance of frontline staff and formulating training standard and guidance to frontline staff.

Mr. Chan has been with our Group for over 7 years since he joined our Group in October 2009 as our operation director. Prior to joining our Group, Mr. Chan had accumulated over 13 years of experience in catering related businesses, of which he had worked as a chef for approximately three years and subsequently held managerial positions with various companies engaging in food production, trading or restaurant operation.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chan has completed a certificate programme on business administration at Research Institute Of Tsinghua University in 2017.

Mr. Chan has not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date.

Pursuant to the existing service agreement between Mr. Chan and the Company, the appointment of Mr. Chan 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. Chan has not been re-elected as a Director at any general meeting of the Company. Mr. Chan 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. Chan is HK\$960,000 per year and shall be reviewed by the remuneration committee of the Board annually. The remuneration package of Mr. Chan is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Chan is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Chan was interested in 20,000,000 Share Options, representing approximately 0.91% of the issued share capital of the Company.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Chan as a 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.

Ms. Lam Wai Kwan (林慧君女士), aged 43, was appointed as an executive Director of our Company on 7 December 2015 and is responsible for the finance and accounting matters, procurement and cost control measures of our Group.

Ms. Lam has been with our Group for over ten years since she joined our Group in November 2003 as an Assistant Manager. She was subsequently promoted to her current position of Accounting Manager in May 2005. After obtaining her Diploma in Commercial Studies from The Chinese Young Men's Christian Association Hong Kong in May 1992, Ms. Lam has worked in various companies performing secretarial and accounting duties.

Ms. Lam has not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date.

Pursuant to the existing service agreement between Ms. Lam and the Company, the appointment of Ms. Lam 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 Ms. Lam has not been re-elected as a Director at any general meeting of the Company. Ms. Lam is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. The current director's fee payable to Ms. Lam is HK\$630,000 per year and shall be reviewed by the remuneration committee of the Board annually. The remuneration package of Ms. Lam is determined by reference to her duty, qualification and experience and the prevailing market rate.

Ms. Lam is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Ms. Lam was interested in 20,000,000 Share Options, representing approximately 0.91% of the issued share capital of the Company.

Save as disclosed above, there are no other matters concerning the re-election of Ms. Lam as a 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. Ma Yiu Ho Peter (馬遙豪先生), aged 52, 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 is also 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 is currently and has been an independent non-executive director and chairman of the audit committee of Convoy Global Holdings Limited (stock code: 1019) and an independent non-executive director and the chairman of the audit committee of Mobile Internet (China) Holdings Limited (formerly known as China Packaging Holdings Development Limited) (stock code: 1439) since, respectively, March 2010 and December 2013, he was an independent non-executive director, the chairman of the audit committee and a member of the remuneration committee of Huisheng International Holdings Limited (stock code: 1340) since February 2014 to July 2017, all of which are listed companies on the Main Board of the Stock Exchange.

Mr. Ma is currently and has been an independent non-executive director and the chairman of the audit committee of TEM Holdings Limited (stock code: 8346) since April 2016, he was an independent non-executive director, the chairman of the audit committee and a member of the remuneration committee of China Ocean Fishing Holdings Limited (formerly known as Sky Forever Supply Chain Management Group Limited) (stock code: 8047) from July 2014 to May 2015, these two companies are listed on the GEM Board of the Stock Exchange.

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 2016 and shall continue thereafter unless and until terminated by either party by giving a three-month written notice. 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 Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Ma was not interested in any Shares within the meaning of Part XV of the SFO. Mr. Ma has met the independence guidelines 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 a 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. Cheng Wing Hong (鄭永康先生), aged 43, is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheng holds a master degree in Practising Accounting from the Monash University. Mr. Cheng has over 18 years of experience in company secretarial, accounting and financial management work in various listed companies in Hong Kong (inclusive of over two years of experience in the field of auditing). Since July 2015, Mr. Cheng has been the company secretary of Kangda International Environmental Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 6136). Mr. Cheng was also the company secretary and executive director of Magic Holdings International Limited, a company previously listed on the Main Board of the Stock Exchange (stock code: 1633) whose listing status was withdrawn as from April 2014 following a privatisation by way of scheme of arrangement, for the period, respectively, from May 2011 to June 2014 and from July 2012 to June 2014.

Pursuant to the existing letter of appointment between Mr. Cheng and the Company, the appointment of Mr. Cheng 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. Mr. Cheng 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. Cheng is HK\$150,000 per year and shall be reviewed by the remuneration committee of the Board annually. The remuneration package of Mr. Cheng is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Cheng is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Cheng was not interested in any Shares within the meaning of Part XV of the SFO. Mr. Cheng has met the independence guidelines 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. Cheng as a 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), aged 35, is the chief operation officer of Well Link Securities Limited, a licensed corporation under the SFO to carry on the regulated activities of dealing in securities and dealing in futures contracts. Mr. Cai was the company secretary of China Fortune Financial Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 290) from February 2012 to April 2014. 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 seven years' experience in auditing, accounting and financial management.

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. 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 Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Cai was not interested in any Shares within the meaning of Part XV of the SFO. Mr. Cai has met the independence guidelines 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 a 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.

NOTICE OF 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 Macau Jockey Club (H.K.) Club House, 1/F., Shun Tak Centre, 200 Connaught Road, Central, Hong Kong on Monday, 25 September, 2017 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the financial statements and the reports of the directors (the “**Directors**”) and the independent auditors for the year ended 31 March 2017.
2.
 - (a) To re-elect Wong Man Wai as an executive Director;
 - (b) To re-elect Chan Chak To Raymond as an executive Director;
 - (c) To re-elect Lam Wai Kwan as an executive Director;
 - (d) To re-elect Ma Yiu Ho Peter as an independent non-executive Director;
 - (e) To re-elect Cheng Wing Hong as an independent non-executive Director;
 - (f) To re-elect Cai Chun Fai as an independent non-executive Director; and
 - (g) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditors of the Company and to authorise the Board to fix their remuneration.

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- 4 To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of 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;
- (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 amount 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 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

NOTICE OF 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 our 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 Companies Law 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

“**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 of the Company (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 the Growth Enterprise Market 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 amount 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;

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- (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
- (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 our 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 Companies Law 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.”

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

Hong Kong, 23 August, 2017

Notes:

1. Resolution 4C will be proposed to the Shareholders of the Company for approval provided that ordinary resolutions 4A and 4B are passed by the Shareholders of the Company.
2. A Shareholder of the Company entitled to attend and vote at the above meeting 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 of the Company.

NOTICE OF AGM

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 the branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. Please refer to Appendix II of the circular of the Company dated 23 August, 2017 for the details of the retiring Directors subject to re-election at the AGM.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the Company's website (<http://www.hkrcg.com>) and on the GEM website (www.hkgem.com) to notify Shareholders of the date, time and place of the rescheduled meeting.

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. Cheng Wing Hong and Mr. Cai Chun Fai.