

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

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)

DISCLOSEABLE TRANSACTION ACQUISITION OF PROPERTY

The Board is pleased to announce that on 30 June 2018, the Purchaser, being a wholly-owned subsidiary of the Company, entered into the Provisional Agreement to acquire the Property at the purchase price of HK\$29.80 million.

As the highest applicable percentage ratio (as defined in the GEM Listing Rules) in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules, and is subject to the reporting and announcement requirements thereunder.

ACQUISITION OF PROPERTY

The Board is pleased to announce that on 30 June 2018, the Purchaser, being a wholly-owned subsidiary of the Company, entered into the Provisional Agreement to acquire the Property at the purchase price of HK\$29.80 million.

PROVISIONAL AGREEMENT

Date : 30 June 2018

Parties : The Vendor, as vendor

The Purchaser, as purchaser

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, each of the Vendor and its ultimate beneficial owner(s) is an Independent Third Party.

Property : 12th Floor, Great Smart Tower, No. 230 Wan Chai Road, Hong Kong. The Property is sold at "bare shell" basis.

Purchase price : HK\$29.80 million, which was determined after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to market value of similar properties in adjacent locations. No formal valuation has been conducted in respect of the Property at the time of entering into of the Provisional Agreement.

The purchase price is to be satisfied by the Purchaser in the following manner:

- (1) HK\$1.49 million shall be paid upon signing of the Provisional Agreement as initial deposit;
- (2) HK\$1.49 million shall be paid on or before 12 July 2018 as further deposit; and
- (3) the remaining balance of HK\$26.82 million shall be paid upon completion of the Acquisition.

It is expected that the purchase price will be financed by internal resources of the Group and/or bank borrowings.

Formal agreement : A formal sale and purchase agreement shall be signed on or before 12 July 2018.

Completion : On or before 31 October 2018.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an exempted company incorporated in the Cayman Islands with limited liability. The Group is principally engaged in provision of casual dining food catering services in Hong Kong.

The Property is intended to be held by the Group for its own use as office. To cope with the business development and expansion of the Group, the Directors consider that the purchase of the Property is beneficial to the Group by providing additional office space for the Group. The Directors also expect a value appreciation of the Property when considering the current commercial property market.

Having considered that the Provisional Agreement was entered into on normal commercial terms with the purchase price being determined with reference to the market value of similar properties in adjacent locations, the Directors (including the independent non-executive Directors) are of the view that the terms of the Provisional Agreement are fair and reasonable and the Acquisition in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the highest applicable percentage ratio (as defined in the GEM Listing Rules) in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules, and is subject to the reporting and announcement requirements thereunder.

DEFINITIONS

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

“Acquisition”	the acquisition of the Property by the Purchaser from the Vendor pursuant to the terms of the Provisional Agreements
“Board”	the board of Directors
“Company”	Royal Catering Group Holdings Company Limited (皇爾餐飲集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the GEM of the Stock Exchange (Stock Code: 8300)
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 People’s Republic of China
“Independent Third Party”	a third party which is independent of and not connected with the Company and its connected persons and not otherwise a connected person of the Company
“Property”	12th Floor, Great Smart Tower, No. 230 Wan Chai Road, Hong Kong.
“Provisional Agreement”	the provisional sale and purchase agreement dated 30 June 2018 entered into between the Vendor and the Purchaser in relation to the Acquisition

“Purchaser”	Kingdom Star Investment Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	S&S Holdings Limited

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

Hong Kong, 3 July 2018

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.