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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. Cheng Wing Hong has resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee with effect from 9 August 2018.

The Board is also pleased to announce that Mr. Ng Sai Cheong has been appointed as an independent non-executive Director with effect from 9 August 2018.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Cheng Wing Hong, Mr. Ng Sai Cheong will be appointed as a member of the Remuneration Committee, Audit Committee and Nomination Committee and Mr. Cai Chun Fai will be re-designated from a member to the chairman of the Remuneration Committee, both with effect from 9 August 2018.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Royal Catering Group Holdings Company Limited (the “**Company**”) hereby announces that Mr. Cheng Wing Hong (“**Mr. Cheng**”) has resigned as an independent non-executive Director, the chairman of the remuneration committee of the Board (“**Remuneration Committee**”) and a member of the audit committee of the Board (“**Audit Committee**”) and nomination committee of the Board (“**Nomination Committee**”) with effect from 9 August 2018 in order to devote more time to other personal commitments.

Mr. Cheng has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Cheng for his valuable contribution to the Company during his tenure.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is also pleased to announce that Mr. Ng Sai Cheong (“**Mr. Ng**”) has been appointed as an independent non-executive Director with effect from 9 August 2018.

The biographical details of Mr. Ng are set out as follows:

Mr. Ng Sai Cheong (伍世昌先生), aged 42, has more than 20 years of experience in auditing and accounting. Mr. Ng worked at Lee Sik Wai & Co., an accounting firm, between June 1998 and April 2000 with his last position held as semi-senior. He then worked at Charles Chan, Ip & Fung CPA Limited (currently known as CCIF CPA Limited) from April 2000 to February 2001 with his last position held as auditor. Between February 2001 and September 2002 and between October 2002 and September 2003, he served as a staff accountant and senior accountant, respectively, at Ernst & Young. He later joined Beauty China Holdings Limited (a company formerly listed on the Singapore Stock Exchange (stock code: B15.SG)) as an accounting manager in October 2003 and was promoted to assistant financial controller in October 2007, a position which he had held until August 2009. He then worked at Top Express Holdings Limited between September 2009 and April 2012 with his last position held as chief financial officer.

Mr. Ng was the financial controller of Kwan On Holdings Limited, a company listed on the Main Board (stock code: 1559), since August 2012 and its company secretary since January 2013 and has been retitled to chief financial officer and company secretary since February 2018. Mr. Ng has been the executive director and company secretary of Indigo Star Holdings Limited, a company listed on GEM (stock code: 8373), since April 2017.

Mr. Ng graduated from The Hong Kong University of Science and Technology in November 1998 with a bachelor of business administration degree in accounting and obtained a master of corporate governance degree from The Open University of Hong Kong in June 2007. Mr. Ng has become an associate of Hong Kong Society of Accountants (currently known as Hong Kong Institute of Certified Public Accountants) since March 2003. He is an associate of the Hong Kong Institute of Chartered Secretaries and an associate of The Institute of Chartered Secretaries and Administrators.

Mr. Ng has entered into a letter of appointment with the Company for a term of three years commencing from 9 August 2018, under which Mr. Ng will be entitled to receive an annual remuneration of HK\$150,000, which was determined with reference to his background, experience and qualifications and his duties and responsibilities with the Company. Mr. Ng is subject to retirement by rotation and re-election at the annual general meeting of the Company under the articles of association of the Company.

Mr. Ng (i) has no interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)); and (ii) does not have any relationship with any other Director, senior management, substantial Shareholders or controlling Shareholders of the Company (as defined in The Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”)). Mr. Ng has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, there is no other matter relating to the appointment of Mr. Ng that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Cheng, Mr. Ng will be appointed as a member of the Remuneration Committee, Audit Committee and Nomination Committee and Mr. Cai Chun Fai will be re-designated from a member to the chairman of the Remuneration Committee, both with effect from 9 August 2018 and the composition of the Audit Committee, Remuneration Committee and Nomination Committee will be as follows:

Audit Committee

Ma Yiu Ho Peter (*Chairman*)

Cai Chun Fai

Ng Sai Cheong

Remuneration Committee

Cai Chun Fai (*Chairman*)

Wong Man Wai

Ng Sai Cheong

Nomination Committee

Wong Man Wai (*Chairman*)

Cai Chun Fai

Ng Sai Cheong

By Order of the Board

Royal Catering Group Holdings Company Limited

Wong Man Wai

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 9 August 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. 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.

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.