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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)**

### **PROPOSED CHANGE OF COMPANY NAME AND PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board announces that the Company proposes to change its English name from “Royal Catering Group Holdings Company Limited” to “Royal Group Holdings International Company Limited” and change its dual foreign name in Chinese from “皇璽餐飲集團控股有限公司” to “皇璽集團控股國際有限公司”.

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the AGM; and (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

#### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the existing M&A in order to bring the M&A in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022.

#### **GENERAL**

At the AGM, special resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the Proposed Amendments. A circular containing, amongst other things, details regarding the Proposed Change of Company Name and the Proposed Amendments, together with the notice of AGM and the related proxy form will be despatched to the Shareholders as soon as practicable.

## **PROPOSED CHANGE OF COMPANY NAME**

The board (“**Board**”) of directors (“**Directors**”) of Royal Catering Group Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that the Company proposes to change its English name from “Royal Catering Group Holdings Company Limited” to “Royal Group Holdings International Company Limited” and change its dual foreign name in Chinese from “皇璽餐飲集團控股有限公司” to “皇璽集團控股國際有限公司” (the “**Proposed Change of Company Name**”). A special resolution will be proposed at the upcoming annual general meeting of the Company (the “**AGM**”) to be held on 19 September 2022 to consider and, if thought fit, approve the Proposed Change of Company Name, among others.

## **CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the AGM approving the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date upon the issue of a certificate of incorporation on adoption of the new English name and dual foreign name by the Registrar of Companies in the Cayman Islands confirming that the new English name and dual foreign name have been registered. Upon receiving the requisite approval from the Registrar of Companies in the Cayman Islands, the Company will carry out all necessary filings with the Companies Registry in Hong Kong thereafter.

## **REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

Since the Company’s listing on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Group has been a food and beverage group in Hong Kong operating casual dining restaurants under a portfolio of brands (the “**Catering Business**”). As mentioned in the announcement on 20 June 2022, the annual report of the Company for the year ended 31 March 2022 and the first quarterly report of the Company for the three months ended 30 June 2022, in order to develop the Group’s business and to cope with the challenging market conditions, the Group has diversified its business and tapped into a new business of trading luxury branded watches in Hong Kong. The Catering Business will continue to be the core business of the Group. Accordingly, the Board considers that the Proposed Change of Company Name will better reflect the current status of the Company’s strategic business plan and its direction of future development.

The Board believes that the name of the Company will provide the Company with a more appropriate corporate image and identity which will benefit the Company's future business development. As such, the Board believes that the change is in the best interests of the Company and the Shareholders as a whole.

### **EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name will not affect any rights of the existing holders of the shares of the Company (the "**Share(s)**") nor the Company's daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new names of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new English and Chinese names of the Company.

In addition, subject to the confirmation by the Stock Exchange, the Company will also adopt a new English stock short name and Chinese stock short name for trading of Shares in the Stock Exchange after the Proposed Change of Company Name becoming effective.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to amend the existing memorandum and articles of association of the Company ("**M&A**") (the "**Proposed Amendments**") in order to bring the M&A in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022. A special resolution will be proposed at the upcoming AGM to be held on 19 September 2022 to consider and, if thought fit, approve the Proposed Amendments, among others.

### **GENERAL**

At the AGM, special resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the Proposed Amendments. A circular containing, amongst other things, details regarding the Proposed Change of Company Name and the Proposed Amendments, together with the notice of AGM and the related proxy form will be despatched to the Shareholders as soon as practicable.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the special resolutions, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short name of the Company under which the Shares will be traded on the Stock Exchange as and when appropriate.

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

Hong Kong, 25 August 2022

*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 Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting. This announcement will also be published on the Company’s website at [www.hkrcg.com](http://www.hkrcg.com).*