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**SKY SHIELD INVESTMENT LIMITED**

天盾投資有限公司

*(Incorporated in the British Virgin Islands with limited liability)*

**ROYAL GROUP HOLDINGS  
INTERNATIONAL COMPANY LIMITED**

皇璽集團控股國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8300)**

**JOINT ANNOUNCEMENT  
DESPATCH OF COMPOSITE DOCUMENT  
RELATING TO MANDATORY UNCONDITIONAL CASH OFFERS BY  
SORRENTO SECURITIES LIMITED FOR AND ON BEHALF OF  
SKY SHIELD INVESTMENT LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
ROYAL GROUP HOLDINGS INTERNATIONAL COMPANY LIMITED AND  
TO CANCEL ALL OUTSTANDING OPTIONS OF  
ROYAL GROUP HOLDINGS INTERNATIONAL COMPANY LIMITED  
(OTHER THAN THOSE SHARES ALREADY  
OWNED AND/OR AGREED TO BE ACQUIRED  
BY SKY SHIELD INVESTMENT LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



Reference is made to (i) the joint announcement dated 9 October 2023 (the “**Joint Announcement**”); and (ii) the composite document dated 30 October 2023 (the “**Composite Document**”), jointly issued by Sky Shield Investment Limited (the “**Offeror**”) and Royal Group Holdings International Company Limited (the “**Company**”) in respect of the Offers. Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document setting out, among other things, (i) the expected timetable in respect of the Offers; (ii) a letter from Sorrento Securities; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee containing its recommendation in respect of the Offers to the Independent Shareholders and the Optionholders; and (v) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee, the Independent Shareholders and the Optionholders in respect of the Offers, together with the Forms of Acceptance, have been despatched to the Independent Shareholders and the Optionholders on 30 October 2023 in accordance with the Takeovers Code.

The Composite Document and the accompanying Forms of Acceptance are also available on the websites of the Stock Exchange and the Company.

## **EXPECTED TIMETABLE**

The Offers will be open for acceptance on and from Monday, 30 October 2023 and the latest time and date for acceptance of the Offers is 4:00 p.m. on Monday, 20 November 2023 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The announcement of the results of the Offers will be made by 7:00 p.m. on Monday, 20 November 2023.

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all time and date references contained in this joint announcement refer to Hong Kong local time and dates.

<b>Event</b>	<b>Time &amp; Date</b>
	<b>2023</b>
Despatch date of the Composite Document and the accompanying Forms of Acceptance and commencement date of the Offers <sup>(Note 1)</sup> .....	Monday, 30 October
Offers open for acceptance <sup>(Note 1)</sup> .....	Monday, 30 October

Latest time and date for acceptance  
of the Offers <sup>(Notes 2, 3 and 5)</sup> ..... by 4:00 p.m.  
on Monday, 20 November

Closing Date <sup>(Notes 3 and 5)</sup> ..... Monday, 20 November

Announcement of the results of the Offers  
(or their extension or revision, if any)  
on the website of the Stock Exchange <sup>(Notes 3 and 5)</sup> ..... no later than 7:00 p.m.  
on Monday, 20 November

Latest date for posting of remittances  
in respect of valid acceptances received  
under the Offers <sup>(Notes 4 and 5)</sup> ..... Wednesday, 29 November

*Notes:*

1. The Offers, which are unconditional in all respects, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror decides to revise or extend the Offers in accordance with the Takeovers Code. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “8. Right of Withdrawal” in Appendix I to the Composite Document.
2. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
3. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance of the Offers is 4:00 p.m. on Monday, 20 November 2023 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be issued jointly by the Offeror and the Company through the website of the Stock Exchange by no later than 7:00 p.m. on the Closing Date stating whether the Offers have been extended, revised or expired. In the event that the Offeror decides to revise or extend the Offers, all Independent Shareholders and Optionholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms. The revised Offers must be kept open for at least 14 days after the date of the revised offer document(s) and shall not close earlier than the Closing Date.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares and/or Options tendered under the Offers will be despatched to the Independent Shareholders and/or the Optionholders accepting the Offers by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days following the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

5. The latest time and date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or a “black rainstorm warning signal”, or “extreme condition” caused by super typhoon, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances. In such cases, the latest time for acceptance of the Offers will be rescheduled to 4:00 p.m. on the following Business Day and the date of posting of remittances will be rescheduled to the following Business Day which does not have either of those warnings or condition in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve.

Save as mentioned above, if the latest time for acceptance of the Offers do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders and the Optionholders by way of joint announcement(s) on any change to the expected timetable as soon as practicable.

### **IMPORTANT**

**The Offers are unconditional in all respects. The Independent Shareholders and the Optionholders are strongly advised to read the Composite Document and the Forms of Acceptance carefully, including the recommendations from the Independent Board Committee to the Independent Shareholders and the Optionholders and the advice from the Independent Financial Adviser to the Independent Board Committee, the Independent Shareholders and the Optionholders, before deciding whether or not to accept the Offers.**

**The Independent Shareholders, the Optionholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.**

**The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

By order of the Board  
**SKY SHIELD INVESTMENT LIMITED**  
天盾投資有限公司  
**Zhou Feng**  
*Sole Director*

By order of the Board  
**ROYAL GROUP HOLDINGS**  
**INTERNATIONAL COMPANY LIMITED**  
皇璽集團控股國際有限公司  
**Wong Man Wai**  
*Chairman, Chief Executive Officer and  
Executive Director*

Hong Kong, 30 October 2023

*As at the date of this joint 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, Mr. Zhou Feng is the sole director of the Offeror.*

*The sole director of the Offeror (being Mr. Zhou Feng) accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Selling Shareholders), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*This joint 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 day of its publication. This joint announcement will also be published on the Company’s website at [www.hkrcg.com](http://www.hkrcg.com).*

*The English text of this joint announcement shall prevail over its Chinese text.*