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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)

- (1) CHANGE OF DIRECTORS;
(2) CHANGE OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER;
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(4) CHANGE OF AUTHORISED REPRESENTATIVE UNDER
THE GEM LISTING RULES, AUTHORIZED REPRESENTATIVE
UNDER THE COMPANIES ORDINANCE
AND COMPLIANCE OFFICER**

The Board hereby announces that, with effect from 23 November 2023:

1. Mr. Chan Chak To Raymond has resigned as an executive Director;
2. Ms. Lam Wai Kwan has resigned as an executive Director and a member of the Investment Committee;
3. Mr. Ma Yiu Ho Peter has resigned as an independent non-executive Director and the chairman of the Audit Committee;
4. Mr. Cai Chun Fai has resigned as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee;
5. Mr. Ng Sai Cheong has resigned as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;

6. Mr. Wong Man Wai has resigned as the chairman of the Board, the chief executive officer of the Company, the chairman of each of the Nomination Committee and the Investment Committee, a member of the Remuneration Committee, an authorised representative of the Company under the GEM Listing Rules, the authorized representative of the Company under Part 16 of the Companies Ordinance and the compliance officer of the Company, and remains as an executive Director;
7. Mr. Zhou Feng has been appointed as an executive Director, the chairman of the Board, the chairman of each of the Nomination Committee and the Investment Committee, a member of the Remuneration Committee, an authorised representative of the Company under the GEM Listing Rules and the compliance officer of the Company;
8. Mr. Wang Yongqiang has been appointed as an executive Director, the chief executive officer of the Company and a member of the Investment Committee;
9. Ms. Zhang Miao has been appointed as an executive Director;
10. Ms. Mak Suet Man has been appointed as a non-executive Director;
11. Mr. Ho Lik Kwan Luke has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee;
12. Mr. Lam Lap Sing has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
13. Ms. Lau Wai Hing has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
14. Mr. Ng Shing Kin, the current company secretary of the Company, has been appointed as the authorized representative of the Company under Part 16 of the Companies Ordinance.

Reference is made to the composite document dated 30 October 2023 (the “**Composite Document**”) jointly issued by Royal Group Holdings International Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and Sky Shield Investment Limited (the “**Offeror**”) in relation to, among other things, the mandatory unconditional cash offers by Sorrento Securities Limited for and on behalf of the Offeror to acquire all the issued shares of the Company and to cancel all outstanding options of the Company, other than those shares already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it.

Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

CHANGE OF DIRECTORS

Resignation of Directors

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that, with effect from 23 November 2023:

- (i) each of Mr. Chan Chak To Raymond and Ms. Lam Wai Kwan has resigned as an executive Director; and
- (ii) each of Mr. Ma Yiu Ho Peter, Mr. Cai Chun Fai and Mr. Ng Sai Cheong has resigned as an independent non-executive Director.

The resignation of the aforesaid Directors (collectively, the “**Outgoing Directors**”) was due to change in control of the Company after completion of the sale and purchase of the Sale Shares pursuant to the Sale and Purchase Agreements and the wishes of the Outgoing Directors to focus on personal affairs and other business engagements. Each of the Outgoing Directors has confirmed that he/she has no disagreement with the Board and there are no matters in respect of his/her resignation that need to be brought to the attention of the Shareholders, the Stock Exchange or other regulatory authorities. The Board would like to take this opportunity to express its appreciation to the Outgoing Directors for their invaluable contribution to the Group during their tenure of office.

Appointment of Directors

The Board further announces that, with effect from 23 November 2023:

- (i) each of Mr. Zhou Feng, Ms. Zhang Miao and Mr. Wang Yongqiang has been appointed as an executive Director;
- (ii) Ms. Mak Suet Man has been appointed as a non-executive Director; and

(iii) each of Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing has been appointed as an independent non-executive Director.

The biographical details of the abovementioned new Directors (collectively, the “**New Directors**”) are set out below:

Executive Directors

Mr. Zhou Feng (“**Mr. Zhou**”), aged 53, has extensive experience in management, marketing and corporate planning. He is currently the chairman of the board of directors of Nanjing Runhuang Liquor Co., Ltd.* (南京潤皇酒業有限公司), a company principally engaged in sales of liquor, and he is mainly responsible for overseeing the company’s operation, strategic planning and formulating business models as well as development and investment plans. He had also served in a number of companies, including Fujian Wanghe Food Co., Ltd.* (福建旺禾食品有限公司) as the deputy chairman of the board of directors and Beijing Jinmifang Technology Co., Ltd.* (北京今米房科技有限公司) as the chairman of the board of directors. Mr. Zhou completed his studies in architectural engineering (建築工程) at the Anhui Institute of Architecture and Industry* (安徽建築工業學院) (currently known as Anhui Jianzhu University (安徽建築大學)) in the People’s Republic of China in July 1990.

As disclosed in the Composite Document, Mr. Zhou is the sole legal and beneficial owner and the sole director of the Offeror. As at the date of this announcement, the Offeror holds 1,730,560,000 Shares (representing approximately 65.46% of the entire issued share capital of the Company). By virtue of Part XV of the SFO, Mr. Zhou is deemed to be interested in the above-mentioned Shares held by the Offeror. In addition, he legally and beneficially owns 148,980,000 Shares in his own name as at the date of this announcement.

Mr. Wang Yongqiang (“**Mr. Wang**”), aged 39, has extensive experience in corporate management and operation. Since November 2021, Mr. Wang has been the chairman of the board of directors of Jiangsu Jinmifang Industrial Development Co., Ltd.* (江蘇今米房實業發展有限公司), a company principally engaged in the provision of Internet of Things (IoT) technical services and socio-economic consultancy services. From March 2016 to May 2019, Mr. Wang served as the vice president of Zhongneng Dongdao (Shenzhen) Investment Holding Management Co., Ltd.* (中能東道(深圳)投資控股管理有限公司), a company principally engaged in investment management, asset management and corporate management consultancy services. Mr. Wang obtained a bachelor’s degree in machine design and manufacturing and automation (機械設計製造及其自動化) from Anshan University of Science and Technology* (鞍山科技大學) (currently known as University of Science and Technology Liaoning (遼寧科技大學)) in the People’s Republic of China in July 2006 and completed his further studies in industrial engineering (工業工程) at Northeastern University (東北大學) in the People’s Republic of China in December 2006.

Mr. Wang was the sole director and general manager of Zhengzhou Amoeba Culture Media Co., Ltd.* (鄭州阿米巴文化傳媒有限公司), a company established in the People's Republic of China principally engaged in the provision of corporate marketing and management consultancy services, prior to its dissolution by voluntary deregistration on 11 November 2021 as the company was inactive. Mr. Wang confirmed that the above company was solvent with no outstanding liability at the time of its dissolution and to the best of his knowledge and understanding, the dissolution of the above company has not resulted in any liability or obligation to be imposed against him. Mr. Wang further confirmed that there was no wrongful act on his part leading to the dissolution of the above company and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of the above company as at the date of this announcement.

Ms. Zhang Miao (“**Ms. Zhang**”), aged 60, has extensive experience in corporate management, operation and risk management. Since December 2016, Ms. Zhang has been the general manager of Nanjing Runhuang Liquor Co., Ltd.* (南京潤皇酒業有限公司), a company principally engaged in the sales of liquor. From October 2009 to January 2013, she served as the sole director and general manager of Xuzhou Yaobang Commerce and Trading Co., Ltd.* (徐州耀邦商貿有限公司), a company principally engaged in the wholesale and sales of pre-packaged food.

Ms. Zhang is the spouse of Mr. Zhou, a controlling shareholder of the Company and an executive Director. She is deemed to be interested in all the 1,879,540,000 Shares in which Mr. Zhou is interested under the SFO.

Each of Mr. Zhou, Mr. Wang and Ms. Zhang has entered into a service contract with the Company for an initial term of three years commencing on 23 November 2023, which is renewable automatically for successive terms of three years upon expiry unless otherwise terminated in accordance with the terms of his/her service agreement. Pursuant to the relevant service contract, Mr. Zhou, Mr. Wang and Ms. Zhang are entitled to a remuneration of HK\$3,600,000 per annum, HK\$1,080,000 per annum and HK\$1,080,000 per annum, respectively, by reference to his/her background, qualifications, experience, level of responsibilities undertaken with the Company, prevailing market conditions and the remuneration policy of the Company. Each of Mr. Zhou, Mr. Wang and Ms. Zhang may also receive such discretionary bonus as may be determined by the Board from time to time with reference to the operating results of the Group and his/her performance. Each of their appointments is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Non-executive Director

Ms. Mak Suet Man (“**Ms. Mak**”), aged 36, possesses extensive experience in accounting, corporate finance, risk management and internal controls. She has been an independent non-executive director of (i) Hang Yick Holdings Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1894), since November 2023; (ii) Alco Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 328), since October 2023; and (iii) Windmill Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1850), since July 2023. Ms. Mak obtained a degree of Bachelor of Business Administration in Marketing and Management of Organizations from The Hong Kong University of Science and Technology in Hong Kong in November 2009. She is a responsible officer of Type 6 (advising on corporate finance) regulated activity under the SFO. She was admitted as a member of the Association of Chartered Certified Accountants in October 2022 and a fellow member of the Hong Kong Institute of Certified Public Accountants in October 2020.

Independent non-executive Directors

Mr. Ho Lik Kwan Luke (“**Mr. Ho**”), aged 44, has over 20 years of experience in the finance industry focusing on corporate finance. Since December 2017, Mr. Ho has been an independent non-executive director of Hatcher Group Limited, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8365). From September 2022 to July 2023, Mr. Ho was the chief financial officer and company secretary of Glory Sun Financial Group Limited (currently known as Renze Harvest International Limited), the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1282). He was also the executive director of the corporate finance division of Glory Sun Securities Limited, a subsidiary of Glory Sun Financial Group Limited, from May 2019 to October 2023. From February 2016 to February 2018 and from March 2018 to May 2019, Mr. Ho served as a director of Huabang Securities Limited and Huabang Corporate Finance Limited, respectively, both of which are subsidiaries of Huabang Technology Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 3638). From January 2015 to February 2016, Mr. Ho served as a director and responsible officer of Ping An Securities Limited. Mr. Ho obtained a degree of Bachelor of Arts in Accounting and Financial Management from the University of Sheffield in the United Kingdom in July 2000. He is currently a member of each of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants.

Mr. Lam Lap Sing (“**Mr. Lam**”), aged 35, has over 13 years of experience in capital market transactions and financial reporting. He served in PricewaterhouseCoopers Hong Kong, from September 2010 to May 2013 and from January 2014 to December 2020, with his last position being a manager of the assurance team. Mr. Lam is currently a senior accounting manager of Hanison Construction Company Limited, a subsidiary of Hanison Construction Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 896). Mr. Lam has been an independent non-executive director of Anchorstone Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1592), since September 2023. Mr. Lam obtained a degree of Bachelor of Business Administration from The Chinese University of Hong Kong in Hong Kong in July 2010. He is currently a member of the Hong Kong Institute of Certified Public Accountants and a graduate of the Hong Kong Chartered Governance Institute

Mr. Lam was a director of Coming Soup Limited, a company incorporated in Hong Kong, prior to its dissolution by deregistration on 11 December 2020 as the company was inactive. Mr. Lam confirmed that the above company was solvent with no outstanding liability at the time of its dissolution and to the best of his knowledge and understanding, the dissolution of the above company has not resulted in any liability or obligation to be imposed against him. Mr. Lam further confirmed that there was no wrongful act on his part leading to the dissolution of the above company and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of the above company as at the date of this announcement.

Ms. Lau Wai Hing (“**Ms. Lau**”), aged 32, has over 10 years of experience in audit and financial services. She also founded Into Stillness Limited, a company principally engaged in offering one-stop comprehensive wellness services to corporates and organisations, in November 2022 and has been a director of the company since then. From July 2019 to July 2022, she served in First Shanghai Capital Limited with her last position being a vice president of the corporate finance department. She has also served in Sunfund Capital Limited from November 2015 to July 2019 with her last position being assistant vice president of the corporate finance department. Ms. Lau worked at RSM Hong Kong from June 2013 to November 2015 with her last position being an audit senior. Ms. Lau obtained a degree of Bachelor of Business Administration in Professional Accounting from The Hong Kong University of Science and Technology in Hong Kong in November 2013. She is currently a member of the Hong Kong Institute of Certified Public Accountants.

Each of Ms. Mak, Mr. Ho, Mr. Lam and Ms. Lau has entered into a letter of appointment with the Company for an initial term of three years commencing on 23 November 2023, which is renewable automatically for successive terms of three years upon expiry unless otherwise terminated in accordance with the terms of his/her letter of appointment. Each of

Ms. Mak, Mr. Ho, Mr. Lam and Ms. Lau is entitled to a remuneration of HK\$120,000 per annum, which is determined based on his/her duties and responsibilities in the Company, experience, the prevailing market rate and the remuneration policy of the Company. Each of their appointments is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Save as disclosed in this announcement, as at the date of this announcement, each of the New Directors:

- (i) does not hold any position in the Company or other members of the Group;
- (ii) does not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas, in the last three years preceding the date of this announcement;
- (iii) is not interested in and did not have any interest in any Shares or underlying Shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and
- (iv) is not connected and had no relationship with any Directors, senior management, substantial shareholders of the Company (as defined in the GEM Listing Rules) or controlling shareholders of the Company (as defined in the GEM Listing Rules), save that (a) Mr. Zhou and Ms. Zhang are spouse; and (b) Ms. Mak is a cousin-in-law of Mr. Wong Man Wai (an executive Director).

Save as disclosed in this announcement, the Board is not aware of other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to the appointment of the New Directors that need to be brought to the attention of the Shareholders.

CHANGE OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

The Board announces that, with effect from 23 November 2023, Mr. Wong Man Wai has resigned as the chairman of the Board and the chief executive officer of the Company due to work adjustment. Mr. Wong Man Wai will remain to serve as an executive Director after his resignation as the chairman of the Board and the chief executive officer of the Company.

Mr. Wong Man Wai has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board further announces that, with effect from 23 November 2023:

- (i) Mr. Zhou Feng has been appointed as the chairman of the Board; and
- (ii) Mr. Wang Yongqiang has been appointed as the chief executive officer of the Company.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 23 November 2023, the composition of the committees of the Board has been changed as follows:

Audit Committee

Mr. Ma Yiu Ho Peter has resigned as the chairman of the audit committee of the Board (the “**Audit Committee**”). Each of Mr. Cai Chun Fai and Mr. Ng Sai Cheong has resigned as a member of the Audit Committee.

Mr. Ho Lik Kwan Luke has been appointed as the chairman of the Audit Committee, and each of Mr. Lam Lap Sing and Ms. Lau Wai Hing has been appointed as a member of the Audit Committee.

Remuneration Committee

Mr. Cai Chun Fai has resigned as the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”). Each of Mr. Wong Man Wai and Mr. Ng Sai Cheong has resigned as a member of the Remuneration Committee.

Mr. Lam Lap Sing has been appointed as the chairman of the Remuneration Committee. Each of Mr. Zhou Feng, Ms. Lau Wai Hing and Mr. Ho Lik Kwan Luke has been appointed as a member of the Remuneration Committee.

Nomination Committee

Mr. Wong Man Wai has resigned as the chairman of the nomination committee of the Board (the “**Nomination Committee**”). Each of Mr. Cai Chun Fai and Mr. Ng Sai Cheong has resigned as a member of the Nomination Committee.

Mr. Zhou Feng has been appointed as the chairman of the Nomination Committee. Each of Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing has been appointed as a member of the Nomination Committee.

Investment Committee

Mr. Wong Man Wai has resigned as the chairman of the investment committee of the Board (the “**Investment Committee**”). Ms. Lam Wai Kwan has resigned as a member of the Investment Committee.

Mr. Zhou Feng has been appointed as the chairman of the Investment Committee. Mr. Wang Yongqiang has been appointed as a member of the Investment Committee.

Mr. Ng Shing Kin, the current company secretary of the Company, remains as a member of the Investment Committee.

CHANGE OF AUTHORISED REPRESENTATIVE UNDER THE GEM LISTING RULES, AUTHORIZED REPRESENTATIVE UNDER THE COMPANIES ORDINANCE AND COMPLIANCE OFFICER

The Board announces that, with effect from 23 November 2023:

- (i) Mr. Wong Man Wai has ceased to be an authorised representative of the Company under the GEM Listing Rules, the authorized representative of the Company under Part 16 of the Companies Ordinance (chapter 622 of the laws of Hong Kong) and the compliance officer of the Company;
- (ii) Mr. Zhou Feng has been appointed as an authorised representative of the Company under the GEM Listing Rules;
- (iii) Mr. Ng Shing Kin, the current company secretary of the Company, has been appointed as the authorized representative of the Company under Part 16 of the Companies Ordinance; and
- (iv) Mr. Zhou Feng has been appointed as the compliance officer of the Company.

By order of the Board

Royal Group Holdings International Company Limited

皇璽集團控股國際有限公司

Zhou Feng

Chairman and Executive Director

Hong Kong, 23 November 2023

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.

As at the date of this announcement, the executive Directors are Mr. Zhou Feng, Mr. Wang Yongqiang, Ms. Zhang Miao and Mr. Wong Man Wai, the non-executive Director is Ms. Mak Suet Man and the independent non-executive Directors are Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at 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.

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