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# JOYCE

## **JOYCE BOUTIQUE HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

Stock Code: 0647

**LISTING BY WAY OF INTRODUCTION OF  
THE ENTIRE ISSUED SHARE CAPITAL OF  
JOYCE BOUTIQUE GROUP LIMITED  
(DOMICILED IN HONG KONG)  
ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
AND  
WITHDRAWAL OF LISTING OF  
JOYCE BOUTIQUE HOLDINGS LIMITED  
(DOMICILED IN BERMUDA)**

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the listing document of Joyce Boutique Group Limited (“**Newco**”) issued on 22 July 2019 (the “**Listing Document**”) in connection with the proposed listing of the entire issued share capital of Newco. Newco was incorporated in Hong Kong on 6 May 2019 with limited liability under the Companies Ordinance. Immediately following completion of the Reorganisation Proposal, Newco will become the holding company of the Group. For further details of Newco, please refer to the section headed “*Appendix II – Information of Newco*” in the Listing Document.

Copies of the Listing Document issued in accordance with the Listing Rules are available for inspection, for information purposes only, at Deacons, 5th Floor, Alexandra House, 18 Chater Road Central, Hong Kong during normal business hours on any Business Day from the date of this announcement until the earlier of the Effective Date (which is expected to be on Monday, 26 August 2019) or the date on which the Scheme lapses. The Listing Document is also available on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk).

An application has been made by Newco to the Listing Committee for approval for the listing by way of introduction of, and permission to deal in, Newco Shares in issue and to be issued pursuant to the Scheme. An application has also been made by the Company to the Stock Exchange for the simultaneous withdrawal of the listing of the Shares subject to completion of the Reorganisation Proposal.

Based on the issued share capital of the Company of 1,624,000,000 Shares as at the date of this announcement, and on the basis of Scheme Shareholders (other than the Non-Qualifying Overseas Shareholders, if any) will hold the same number of Newco Shares (ranking *pari passu* with each other) as the number of Scheme Shares held by each of them at the Record Time,

Newco will have issued 1,624,000,000 shares upon the Scheme being effective.

Subject to the Stock Exchange granting approval for the listing of, and permission to deal in, the Newco Shares on the Main Board, as well as compliance with the stock admission requirements of HKSCC, Newco Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in Newco Shares on the Main Board or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Subject to the Scheme becoming effective, dealings in Newco Shares on the Main Board are expected to commence at 9:00 a.m. on Tuesday, 27 August 2019. The English stock short name of Newco will remain the same as the Company's existing stock short name (being "JOYCE BOUTIQUE"). Newco and Newco Shares will be traded under the Company's existing stock code (being stock code 0647).

**The Scheme is subject to, among other things, sanction by the Court and accordingly, there is no certainty as to whether, and if so, when the Reorganisation Proposal and the transactions thereunder will be completed and when the listing of Newco on the Main Board will take place. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the Shares and other securities of the Company.** Further announcements(s) will be made by Newco and the Company in relation to the Reorganisation Proposal as and when appropriate.

By Order of the Board  
**Kevin C. Y. Hui**  
*Company Secretary*

Hong Kong, 15 August 2019

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Stephen T. H. Ng, Ms. Doreen Y. F. Lee and Mr. Paul Y. C. Tsui, together with three Independent Non-executive Directors, namely Mr. Antonio Chan, Mr. Eric K. K. Lo and Mr. T. Y. Ng.*