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# JOYCE

## **JOYCE BOUTIQUE HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

Stock Code: 0647

### **REORGANISATION PROPOSAL – CHANGE OF THE HOLDING COMPANY OF THE GROUP FROM JOYCE BOUTIQUE HOLDINGS LIMITED (DOMICILED IN BERMUDA)**

### **TO JOYCE BOUTIQUE GROUP LIMITED (DOMICILED IN HONG KONG)**

*(a company incorporated in Hong Kong with limited liability,  
the shares of which are proposed to be listed on  
the Main Board of the Stock Exchange by way of introduction)*

### **BY WAY OF A SCHEME OF ARRANGEMENT**

*(under section 99 of the Companies Act 1981 of Bermuda (as amended))*

### **(1) RESULT OF COURT HEARING OF THE PETITION TO SANCTION THE SCHEME;**

**AND**

### **(2) EXPECTED TIMETABLE OF CERTAIN EVENTS**

#### **RESULT OF COURT HEARING OF THE PETITION TO SANCTION THE SCHEME**

The Board is pleased to announce that on 23 August 2019 (Bermuda time), the Scheme, without any modifications, was sanctioned by the Court.

The Scheme will become effective as soon as a copy of the Order of the Court sanctioning the Scheme is delivered to the Registrar of Companies in Bermuda for registration.

#### **THE EXPECTED EFFECTIVE DATE**

The Effective Date of the Scheme is expected to be 26 August 2019. The Shareholders will be advised by a further announcement of the exact date upon which the Scheme becomes effective.

#### **THE EXPECTED DATE OF WITHDRAWAL OF LISTING OF THE SHARES AND COMMENCEMENT OF DEALINGS IN THE NEWCO SHARES**

Shareholders should note that the Directors currently expect that, subject to the Scheme becoming effective, (i) the listing of the Shares on the Main Board will be withdrawn at 9:00 a.m. on

Tuesday, 27 August 2019; and (ii) dealings in the Newco Shares on the Main Board will commence at 9:00 a.m. on Tuesday, 27 August 2019. Holders of the Newco Shares should note that the board lot size for trading in the Newco Shares on the Main Board remains unchanged, being 2,000 Newco Shares.

The English stock short name of Newco will remain the same as the Company's existing stock short name, being "JOYCE BOUTIQUE". Newco and the Newco Shares will be traded under the Company's existing stock code (being stock code 0647).

Reference is made to the scheme document (the "**Scheme Document**") issued by the Company to the Shareholders on 22 July 2019. Unless otherwise defined, capitalised terms used in this announcement shall bear the same meanings as those defined in the Scheme Document.

## **1. RESULT OF COURT HEARING OF THE PETITION TO SANCTION THE SCHEME**

The Board is pleased to announce that on 23 August 2019 (Bermuda time), the Scheme, without any modifications, was sanctioned by the Court.

The Scheme will become effective as soon as a copy of the order of the Court sanctioning the Scheme is delivered to the Registrar of Companies in Bermuda for registration.

## **2. THE EXPECTED EFFECTIVE DATE**

The Effective Date of the Scheme is expected to be 26 August 2019. The Shareholders will be advised by a further announcement of the exact date upon which the Scheme becomes effective.

## **3. THE EXPECTED DATE OF WITHDRAWAL OF LISTING OF THE SHARES AND COMMENCEMENT OF DEALINGS IN NEWCO SHARES**

An application for the simultaneous withdrawal of the listing of the Shares has been made by the Company to the Stock Exchange and the Stock Exchange has approved such withdrawal with effect from 9:00 a.m. on Tuesday, 27 August 2019 onwards, subject to the approval of the listing of Newco and the Scheme becoming effective.

Shareholders should note that the Directors currently expect that, subject to the Scheme becoming effective, (i) the listing of the Shares on the Main Board will be withdrawn at 9:00 a.m. on Tuesday, 27 August 2019; and (ii) dealings in the Newco Shares on the Main Board will commence at 9:00 a.m. on Tuesday, 27 August 2019. Holders of the Newco Shares should note that the board lot size for trading in the Newco Shares on the Main Board remains unchanged, being 2,000 Newco Shares.

The English stock short name of Newco will remain the same as the Company's existing stock short name, being "JOYCE BOUTIQUE". Newco and the Newco Shares will be traded under the Company's existing stock code (being stock code 0647).

#### **4. NON-QUALIFYING OVERSEAS SHAREHOLDERS**

As at the Record Time, there were no Overseas Shareholders whose addresses as registered in the register of members of the Company were outside Hong Kong.

#### **5. DESPATCH OF SHARE CERTIFICATES FOR THE NEWCO SHARES**

Share certificates for the Newco Shares will be despatched on Monday, 26 August 2019 to the persons entitled to them at their respective registered addresses (or in the case of joint holders, at the address of that joint holder whose name stands first in the register of members of the Company in respect of that joint holding) by ordinary post at their own risk.

Share certificates for the Newco Shares will only become valid if the Scheme becomes effective.

#### **6. GENERAL**

**Shareholders and potential investors of the Company, should note that the Reorganisation Proposal is still subject to, among other things, compliance with applicable legal and regulatory requirements. Accordingly, there is no certainty as to whether, and if so when, the Reorganisation Proposal will proceed and/or will become effective. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the Shares and other securities of the Company, and should seek professional advice if there is any doubt about their position.**

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

Hong Kong, 26 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.*