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JOYCE

Joyce Boutique Group Limited
(incorporated in Hong Kong 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) THE EFFECTIVE DATE AND COMPLETION OF
THE REORGANISATION PROPOSAL; AND
(2) THE WITHDRAWAL OF LISTING OF THE JBHL SHARES AND
THE COMMENCEMENT OF DEALINGS IN THE NEWCO SHARES**

THE EFFECTIVE DATE AND COMPLETION OF THE REORGANISATION PROPOSAL

The Newco Board is pleased to announce that on 26 August 2019, a copy of the order of the Court sanctioning the Scheme was delivered to the Registrar of Companies in Bermuda for registration. Therefore, the Effective Date of the Scheme is 26 August 2019.

The Newco Board is also pleased to announce that the Reorganisation Proposal has become unconditional and was completed on 26 August 2019.

THE WITHDRAWAL OF LISTING OF THE JBHL SHARES AND THE COMMENCEMENT OF DEALINGS IN THE NEWCO SHARES

Listing of the JBHL shares on the Main Board will be withdrawn at 9:00 a.m. on Tuesday, 27 August 2019 and dealings in the Newco Shares on the Main Board will commence at 9:00 a.m. on Tuesday, 27 August 2019.

Reference is made to the scheme document (the “**Scheme Document**”) issued by Joyce Boutique Holdings Limited (“**JBHL**”) to the Shareholders on 22 July 2019 and the announcement issued by JBHL on 26 August 2019. Unless otherwise defined, capitalised terms used in this announcement shall bear the same meanings as those defined in the Scheme Document.

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

Hong Kong, 27 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.