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ROYALE HOME HOLDINGS LIMITED

皇朝家居控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1198)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Royale Home Holdings Limited (the “**Company**”) announces that, in order to (i) bring the existing memorandum and articles of association of the Company (the “**Existing M&A**”) in line with the relevant requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (in particular the core standards set out in Appendix 3 thereto) and the laws of the Cayman Islands; (ii) fix the size of the Board at a maximum number of nine (9) Directors; and (iii) make other consequential and housekeeping amendments to the Existing M&A, the Board resolved to seek approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting scheduled to be convened and held on Monday, 6 June 2022 (the “**AGM**”) to adopt a new amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in substitution for, and to the exclusion of, the Existing M&A.

A summary of the areas under the Existing M&A which will be subject to material change is set out below:

1. to reflect the change of the name of the Company from “ROYALE FURNITURE HOLDINGS LIMITED” to “Royale Home Holdings Limited” effective from 10 June 2020;
2. to update the definition of “Law” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Act**”);
3. to provide that the Company must hold an annual general meeting in each financial year other than the financial year of the Company’s adoption of the articles of association and such annual general meeting must be held within six months after the end of the Company’s financial year;

4. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one clear days, while all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Act and the rules of designated stock exchanges (including the Stock Exchange), if it is so agreed under the circumstances set out in the New M&A;
5. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
6. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election;
7. to provide that the Shareholders may approve the removal of the auditor of the Company at any time before the expiration of his term of office by way of an ordinary resolution;
8. to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
9. to add the definition of “financial year” and provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors from time to time;
10. to fix the size of the Board at a maximum number of nine (9) Directors;
11. to provide that auditors of the Company appointed at an annual general meeting or at a subsequent extraordinary general meeting of the Company shall hold office until the next annual general meeting and the Shareholders may by ordinary resolution remove auditors of the Company at any time before the expiration of his/her/its term of office;
12. to provide, in accordance with the Listing Rules, that any vote of Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;

13. to clarify that the right to requisition an extraordinary general meeting by any Shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company includes the right for such Shareholder to specify the resolution to be transacted in its requisition; and
14. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The proposed adoption of the New M&A is subject to the approval of the Shareholders by way of a special resolution at the AGM.

By order of the Board
Royale Home Holdings Limited
Tse Kam Pang
Chairman and Executive Director

Hong Kong, 28 April 2022

As at the date of this announcement, the Board comprises two executive directors, namely, Mr. Tse Kam Pang (Chairman) and Mr. Yang Jun; four non-executive directors, namely, Mr. Wu Zhongming, Mr. Wu Dingliang, Ms. Qin You and Mr. Chen Yisheng; and three independent non-executive directors, namely, Mr. Lau Chi Kit, Mr. Yue Man Yiu Matthew and Mr. Chan Wing Tak Kevin.

* *For identification purposes only*