
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Royale Home Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**(1) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND
ADOPTION OF NEW ARTICLES;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Terms used in this cover shall have the same meaning as those defined in the circular, unless the context requires otherwise.

A notice convening the EGM to be held at the Room 607, 6/F, Tsim Sha Tsui Centre West Wing, 66 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 9 June 2023 at 3:30 p.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same day, whichever is later, is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk.

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company as amended from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	Royale Home Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened for, among other things, considering, and, if thought fit, approving the Proposed Amendments and adoption of the New Articles
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles”	the second amended and restated articles of association of the Company proposed to be adopted at the EGM by way of special resolution to be passed by the Shareholders
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the existing Articles of Association as set out in Appendix I to this circular

DEFINITIONS

“Share(s)”	the share(s) of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Tse Kam Pang (*Chairman*)
Mr. Yang Jun (*Chief Executive Officer*)

Non-executive Directors:

Mr. Wu Zhongming
Ms. Qin You
Mr. Chen Yisheng
Mr. Tao Ying

Independent non-executive Directors:

Mr. Lau Chi Kit
Mr. Yue Man Yiu Matthew
Mr. Chan Wing Tak Kevin

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 607, 6/F
Tsim Sha Tsui Centre West Wing
66 Mody Road, Tsim Sha Tsui East
Kowloon
Hong Kong

24 May 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND
ADOPTION OF NEW ARTICLES;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 19 May 2023 in relation to, amongst others, the proposed appointment of Mr. Yang Jun as Chairman of the Company (the “**Chairman**”) and the proposed re-designation of Mr. Tse Kam Pang from Chairman to co-chairman of the Company (the “**Proposed Appointment and Re-designation**”); and accordingly, the consequential proposed amendments to the existing Articles of Association.

* *For identification purpose only*

LETTER FROM THE BOARD

The primary purpose of this circular is to provide you with, among other matters, information relating to the Proposed Amendments and adoption of the New Articles; and a notice of the EGM.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES

The Company intends to amend the existing Articles of Association at the EGM for the purpose of establishing and facilitating the dual-chairmen structure of the Company in view of the Proposed Appointment and Re-designation by way of the adoption of the New Articles.

The Board further proposes to adopt the New Articles incorporating and consolidating the Proposed Amendments in substitution for, and to the exclusion of, the existing Articles of Association.

The Proposed Amendments and the proposed adoption of New Articles are subject to the approval of the Shareholders by way of special resolution at the EGM.

Details of the Proposed Amendments are set out in Appendix I to this circular.

The Company has been advised by its legal advisers that the Proposed Amendments and proposed adoption of New Articles are not inconsistent with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands, respectively.

The Company also confirms that there is nothing unusual about the Proposed Amendments and adoption of the New Articles for a company listed on the Stock Exchange.

The Proposed Amendments are prepared in the English language and the Chinese language translation of the Proposed Amendments are for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments, the English language version shall prevail.

EGM

The EGM will be convened and held at Room 607, 6/F, Tsim Sha Tsui Centre West Wing, 66 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 9 June 2023 at 3:30 p.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same day, whichever is later, for the Shareholders to consider and, if thought fit, approve the Proposed Amendments and adoption of New Articles contemplated thereunder.

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any

LETTER FROM THE BOARD

adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

A notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the EGM shall be voted on 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.

RECOMMENDATION

The Directors believe that the Proposed Amendments and adoption of the New Articles are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution(s) to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

GENERAL

Your attention is drawn to the information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the board of Directors of
Royale Home Holdings Limited
Tse Kam Pang
Chairman and Executive Director

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Full particulars of the Proposed Amendments brought about by the adoption of the New Articles (showing changes to the existing Articles of Association) are set out as follows.

Article Number Provisions in the New Articles proposed to be adopted by the Company (showing changes to the existing Articles of Association)

THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES
SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
Royale Home Holdings Limited

(Adopted by way of special resolution passed on ~~6 June 2022~~[9 June] 2023)

INTERPRETATION

63 The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at every a general meeting. If at any meeting the no chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the deputy chairman or co-chairman of the Company or if there is more than one deputy chairman or co-chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman or co-chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article Number	Provisions in the New Articles proposed to be adopted by the Company (showing changes to the existing Articles of Association)
115	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the any president or chairman, as the case may be, or any Director.
118	The Board may elect a <u>one or more</u> chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman <u>or co-chairman</u> or deputy chairman is elected, or if at any meeting neither the <u>no</u> chairman <u>or co-chairman</u> nor any or deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
127.1	The officers of the Company shall consist of a <u>at least one</u> chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and these Articles.
127.2	The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the election of such office shall take place <u>Directors may elect more than one chairman</u> in such manner as the Directors may determine.

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Royale Home Holdings Limited (the “Company”) will be held at Room 607, 6/F, Tsim Sha Tsui Centre West Wing, 66 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 9 June 2023 at 3:30 p.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same day, whichever is later, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as a special resolution.

SPECIAL RESOLUTION

“**THAT:**

- (a) the proposed amendments to the amended and restated articles of association of the Company as set out in Appendix I to the circular of the Company dated 24 May 2023 (the “**Amendments**”) be and are hereby approved with immediate effect after the close of this meeting; and
- (b) the second amended and restated articles of association of the Company (incorporating the Amendments), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification (the “**Second Amended and Restated Articles of Association**”) be and are hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after close of this meeting; and

* *For identification purpose only*

NOTICE OF EGM

- (c) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all relevant documents for and on behalf of the Company as he/she considers necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Amendments and the Company's adoption of the Second Amended and Restated Articles of Association."

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

Hong Kong, 24 May 2023

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 607, 6/F
Tsim Sha Tsui Centre West Wing
66 Mody Road, Tsim Sha Tsui East
Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorised on that behalf, and must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the EGM or adjourned meeting. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM or adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
4. The Register of Members of the Company will be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at EGM. In order to be eligible to attend and vote at the EGM to be held on Friday, 9 June 2023, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 5 June 2023.

NOTICE OF EGM

5. Pursuant to Rule 13.39(4) of the Listing Rules, the resolution as set out in this notice will be decided by poll at the EGM. Where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.

6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 9:30 a.m. and before the above meeting time, then the EGM will be adjourned in accordance with the amended and restated articles of association of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the amended and restated articles of association of the Company.