

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Royal China International Holdings Limited

皇中國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

(1) CHANGE OF DIRECTORS; AND (2) CHANGE OF COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board would like to announce the followings:

- (1) Mr. Ho Hin Yip has resigned as independent non-executive Director, chairman of Audit Committee and member of Remuneration Committee with effect from 9 July 2019;
- (2) Ms. Xie Yanbin has been appointed as the independent non-executive Director, member of Audit Committee and Remuneration Committee with effect from 9 July 2019;
- (3) Mr. Lu Zhuohui, an independent non-executive Director has been appointed as the chairman of the Audit Committee with effect from 9 July 2019; and
- (4) Ms. Shen Jie, the Chairman of the Board and an executive Director, has been appointed as the chairman of the Nomination Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Royal China International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) would like to announce that with effect from 9 July 2019, Mr. Ho Hin Yip (“**Mr. Ho**”) has resigned as an independent non-executive Director due to his other business commitments (the “**Resignation**”).

Following the Resignation, Mr. Ho ceased to be the chairman of the audit committee (the “**Audit Committee**”) of the Company and the member of the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 9 July 2019. Mr. Ho ceased to hold any position within the Group following the Resignation.

Mr. Ho has confirmed that he has no disagreement with the Board and there are no matters relating to his Resignation that need to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Ho for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Xie Yanbin (“**Ms. Xie**”) has been appointed as (i) an independent non-executive Director; (ii) member of the Audit Committee; and (iii) member of the Remuneration Committee with effect from 9 July 2019. The biographical details of Ms. Xie are set out as follows:

Biography of Ms. Xie

Ms. Xie Yubin, 39 years old, is a qualified lawyer in China and has over 15 years of experience in the legal field of China. Ms. Xie has been a partner of Guangdong Kaiyer Law Firm* (廣東凱律師事務所) since October 2018. Ms. Xie previously worked as a lawyer for Guangdong Kaitong Law Firm* (廣東凱通律師事務所) for more than 10 years. Ms. Xie was appointed as a member of the 9th Guangzhou Lawyers Association’s Finance and Taxation Legal Business Committee* (第九屆廣州市律師協會財稅法律業務專業委員會) in March 2017. Ms. Xie holds a bachelor’s degree in economic law from China University of Political Science and Law.

Ms. Xie has entered into a letter of appointment with the Company for a term of three years and is subject to retirement by rotation and re-election in accordance with the articles of association (the “**Articles**”) of the Company and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange. The director’s fee of Ms. Xie as the independent non-executive Director is HK\$120,000 per annum, which shall be paid in twelve monthly instalments of HK\$10,000 each. The director’s fee of Ms. Xie was determined with reference to her duties and responsibilities and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Ms. Xie (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Xie further confirmed that she has satisfied the requirements to act as an independent non-executive director under Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to the appointment of Ms. Xie which the Board considers necessary to be brought to the attention of the Shareholders and/or the Stock Exchange.

The Board would like to take this opportunity express its warmest welcome to Ms. Xie in joining the Company.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE AND NOMINATION COMMITTEE

Following the Resignation, Mr. Lu Zhuohui, an independent non-executive Director has been appointed as the chairman of the Audit Committee and Ms. Shen Jie, the Chairman of the Board and an executive Director, has been appointed as the chairman of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 9 July 2019.

By order of the Board of
Royal China International Holdings Limited
SHEN Jie
Chairman

Hong Kong, 9 July 2019

As at the date of this announcement, the Board of Directors of the Company comprises Ms. SHEN Jie, Mr. LEONG Hing Loong Rudoff and Ms. GAO Jinyi as executive Directors; and Mr. CHAN Kwong Ming Johnny, Mr. LU Zhuohui and Ms. XIE Yanbin as independent non-executive Directors.

* *For identification purpose only*