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**SCIENCE CITY  
(HONG KONG)  
INVESTMENT  
CO. LIMITED**

*(Incorporated in  
Hong Kong)*

**MR. TSE  
KAM  
PANG**

**LEADING  
STAR  
GLOBAL  
LIMITED**

*(Incorporated  
in the British  
Virgin Islands)*

**CRISANA  
INTERNATIONAL  
INC.**

*(Incorporated  
in the British  
Virgin Islands)*

**CHARMING  
FUTURE  
HOLDINGS  
LIMITED**

*(Incorporated  
in the British  
Virgin Islands)*



**ROYALE FURNITURE  
HOLDINGS LIMITED  
皇朝傢俬控股有限公司\***

*(Incorporated in Cayman  
Islands with limited liability)*

**(Stock Code: 1198)**

**(1) COMPLETION OF SUBSCRIPTION OF NEW SHARES  
(2) COMPLETION OF SALE AND PURCHASE OF SHARES  
AND**

**(3) UNCONDITIONAL MANDATORY CASH OFFER BY ABCI FOR AND  
ON BEHALF OF SCIENCE CITY (HONG KONG) INVESTMENT CO.  
LIMITED, MR. TSE KAM PANG, LEADING STAR GLOBAL LIMITED,  
CRISANA INTERNATIONAL INC. AND CHARMING FUTURE  
HOLDINGS LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF  
ROYALE FURNITURE HOLDINGS LIMITED (OTHER THAN THOSE  
ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE JOINT  
OFFERORS AND PARTIES ACTING IN CONCERT WITH THEM)**

Reference is made to the (i) joint announcement of Royale Furniture Holdings Limited (the “**Company**”), Science City (Hong Kong) Investment Co. Limited (“**SCHK**”), Tse Kam Pang (“**Mr. Tse**”), Leading Star Global Limited (“**Leading Star**”), Crisana International Inc. (“**Crisana**”) and Charming Future Holdings Limited (“**Charming Future**”, together with SCHK, Mr. Tse, Leading Star and Crisana, the “**Joint Offerors**”) dated 5 June 2019 (the “**Joint Announcement**”); (ii) the announcements of the Company dated 21 June 2019 and 26 June 2019 in relation to the delay in despatch of circular; (iii) the joint announcement of the Company and the Joint Offerors dated 26 June 2019 in relation to the delay in despatch of composite document; and (iv) the circular of the Company dated 8 July 2019 (the “**Circular**”), in relation to, among other things, the transactions contemplated under the Subscription Agreement and the Sale and Purchase Agreement. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meaning as those defined in the Joint Announcement and the Circular.

## **THE SUBSCRIPTION COMPLETION**

The Board is pleased to announce that all Subscription Conditions set out under the sub-section headed “Conditions precedent to the Subscription Completion” in the Letter from the Board of the Circular have been fulfilled and the Subscription Completion took place on 2 August 2019. Upon the Subscription Completion, 433,093,554 new Shares have been duly allotted and issued as fully paid to the Purchaser (as subscriber).

## **THE SALE AND PURCHASE COMPLETION**

The respective board of directors of the Company and Science City announce that all the conditions set out under the sub-section headed “Sale and Purchase Completion” in the Joint Announcement have been fulfilled and the transfer of 218,387,763 Sale Shares pursuant to the Sale and Purchase Agreement was completed on 2 August 2019.

The Subscription Completion and the Sale and Purchase Completion are inter-conditional, and immediately after the Subscription Completion and the Sale and Purchase Completion, there are 2,598,561,326 Shares in issue. On the Subscription Completion Date and Sale and Purchase Completion Date (which was on the same date), the Concert Group Agreement has come into effect. As at the date of this joint announcement, the Joint Offerors and parties acting in concert with them are interested in a total of 1,396,038,406 Shares, representing approximately 53.72% of the issued share capital of the Company. Accordingly, the Joint Offerors are required to make an unconditional mandatory cash general offer for all the issued Shares (other than those already owned or agreed to be acquired by the Joint Offerors and parties acting in concert with them) pursuant to Rule 26.1 of the Takeovers Code. ABCI, on behalf of the Joint Offerors and in compliance with the Takeovers Code, will make the Offer to acquire all the Offer Shares on the terms to be set out in the Composite Document.

The following table sets out for illustrative purposes the shareholding structures of the Company (i) immediately prior to the Sale and Purchase Completion and Subscription Completion; (ii) immediately after the Sale and Purchase Completion but before the

Subscription Completion; and (iii) immediately after the Sale and Purchase Completion and Subscription Completion (assuming there are no changes to the issued share capital and shareholding structure of the Company save for the issue of the Subscription Shares):

	(i) Immediately before the Sale and Purchase Completion and Subscription Completion		(ii) Immediately after the Sale and Purchase Completion (Note 4)		(iii) Immediately after the Sale and Purchase Completion and Subscription Completion	
	Number of Shares held	Approximate % of Shares in issue	Number of Shares held	Approximate % of Shares in issue	Number of Shares held	Approximate % of Shares in issue
<b>Vendor and its concert parties and/or its associates</b>						
The Vendor	218,387,763	10.09%	–	–	–	–
Mr. Wong Shu Yui (note 1)	60,866,000	2.81%	60,866,000	2.81%	60,866,000	2.34%
The spouse of Mr. Wong Kai Kei	6,300,000	0.29%	6,300,000	0.29%	6,300,000	0.24%
<b>Sub-total</b>	<b>285,553,763</b>	<b>13.19%</b>	<b>67,166,000</b>	<b>3.10%</b>	<b>67,166,000</b>	<b>2.58%</b>
<b>Directors (other than Mr. Tse)</b>						
Chan Wing Kit (note 2)	25,561,076	1.18%	25,561,076	1.18%	25,561,076	0.99%
Tse Hok Kan	9,200,000	0.42%	9,200,000	0.42%	9,200,000	0.36%
Lau Chi Kit	4,005,096	0.19%	4,005,096	0.19%	4,005,096	0.15%
Yue Man-Yiu, Matthew	5,267,096	0.24%	5,267,096	0.24%	5,267,096	0.20%
Donald H. Straszheim	9,268,647	0.43%	9,268,647	0.43%	9,268,647	0.36%
<b>Sub-total</b>	<b>53,301,915</b>	<b>2.46%</b>	<b>53,301,915</b>	<b>2.46%</b>	<b>53,301,915</b>	<b>2.06%</b>
<b>The Joint Offerors and parties acting in concert with them</b>						
SCHK (a Joint Offeror)	–	–	218,387,763	10.09%	651,481,317	25.07%
Mr. Tse and his controlled companies (note 3) (a Joint Offeror)						
Mr. Tse	348,948,047	16.11%	348,948,047	16.11%	348,948,047	13.43%
Leading Star	–	–	–	–	–	–
Crisana	185,840,120	8.58%	185,840,120	8.58%	185,840,120	7.15%
Charming Future	209,768,922	9.69%	209,768,922	9.69%	209,768,922	8.07%
<b>Sub-total</b>	<b>744,557,089</b>	<b>34.38%</b>	<b>744,557,089</b>	<b>34.38%</b>	<b>744,557,089</b>	<b>28.65%</b>
<b>Sub-total</b>	<b>744,557,089</b>	<b>34.38%</b>	<b>962,944,852</b>	<b>44.47%</b>	<b>1,396,038,406</b>	<b>53.72%</b>
<b>Public</b>						
Public Shareholders (note 1)	1,082,055,005	49.97%	1,082,055,005	49.97%	1,082,055,005	41.64%
<b>Total</b>	<b>2,165,467,772</b>	<b>100%</b>	<b>2,165,467,772</b>	<b>100%</b>	<b>2,598,561,326</b>	<b>100%</b>

*Notes:*

1. Mr. Wong Shu Yui is interested in 35% of the issued share capital of the Vendor. He personally holds 60,866,000 Shares. He is a public Shareholder following the Subscription Completion and the Sale and Purchase Completion. The spouse of Mr. Wong Kai Kei (a Guarantor) personally holds 6,300,000 Shares, representing 0.29% of the issued share capital of the Company. She is a public Shareholder following the Subscription Completion and the Sale and Purchase Completion.
2. Among the 25,561,076 Shares, 24,016,117 Shares are directly beneficially owned by Mr. Chan Wing Kit (“Mr. Chan”), 1,510,000 Shares are held by the spouse of Mr. Chan and 34,959 Shares are held by World Partner Development Limited. World Partner Development Limited is a company wholly and beneficially owned by Mr. Chan. As such, Mr. Chan is deemed to be interested in 25,561,076 Shares.
3. Among the 744,557,089 Shares, 348,948,047 Shares (representing 16.11% of the issued share capital of the Company), are directly beneficially owned by Mr. Tse, none by Leading Star, 185,840,120 Shares (representing 8.58% of the issued share capital of the Company) are held by Crisana and 209,768,922 Shares (representing 9.69% of the issued share capital of the Company) are held by Charming Future. Leading Star, Crisana and Charming Future are both companies wholly and beneficially owned by Mr. Tse. As such, Mr. Tse is deemed to be interested in the 744,557,089 Shares. As disclosed in the section headed “D. Concert Group Agreement – Principal Terms of the Concert Group Agreement” of the Circular, Leading Star will acquire all the Offer Shares tendered by Shareholders to the Joint Offerors until the total number of Shares directly and indirectly held by Mr. Tse, Leading Star, Crisana and Charming Future represents 30.65% of the total issued share capital of the Company, after which SCHK will acquire further Shares tendered by the Shareholders. Mr. Tse intends to use Leading Star as the holding vehicle for those newly acquired Shares.
4. The shareholding structure of the Company immediately after the Sale and Purchase Completion but before the Subscription Completion is set out above for illustrative purpose only. As the Sale and Purchase Completion and the Subscription Completion are inter-conditional, the Sale and Purchase Completion and the Subscription Completion have occurred at the same time.

## DESPATCH OF THE COMPOSITE DOCUMENT

As stated in the Joint Announcement, it is the intention of the Joint Offerors and the Company that the offeree response document will be combined with the offer document. The Joint Offerors and the Company intend to despatch the Composite Document to the Shareholders setting out, among other things, (a) the terms of the Offer; (b) the expected timetable; (c) the letter from the Board (d) the letter from the IBC containing its recommendation and advice to Independent Shareholders in respect of the Offer; and (e) the letter of advice from Gram Capital, the Independent Financial Adviser, to advise the IBC containing its recommendation and advice to the IBC in respect of the Offer. The Composite Document, together with the form of acceptance and transfer of Shares, are expected to be despatched to the Shareholders on or before 9 August 2019.

By Order of the board of		By Order of the board of	By Order of the board of	By Order of the board of	By Order of the board
<b>SCIENCE CITY</b>		<b>LEADING</b>	<b>CRISANA</b>	<b>CHARMING</b>	<b>ROYALE</b>
<b>(HONG KONG)</b>	<b>TSE</b>	<b>STAR</b>	<b>INTERNATIONAL</b>	<b>FUTURE</b>	<b>FURNITURE</b>
<b>INVESTMENT</b>	<b>KAM</b>	<b>GLOBAL</b>	<b>INC.</b>	<b>HOLDINGS</b>	<b>HOLDINGS</b>
<b>CO. LIMITED</b>	<b>PANG</b>	<b>LIMITED</b>		<b>LIMITED</b>	<b>LIMITED</b>
<b>Yu Yinghong</b>		<b>Tse Kam Pang</b>	<b>Tse Kam Pang</b>	<b>Tse Kam Pang</b>	<b>Tse Kam Pang</b>
<i>Director</i>		<i>Director</i>	<i>Director</i>	<i>Director</i>	<i>Chairman and Executive Director</i>

Hong Kong, 2 August 2019

*As at the date of this joint announcement, the Board comprises three executive Directors, namely, Mr. Tse Kam Pang (Chairman), Mr. Tse Hok Kan and Mr. Chan Wing Kit; and three independent non-executive Directors, namely, Dr. Donald H. Straszhheim, Mr. Lau Chi Kit and Mr. Yue Man Yiu Matthew.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Joint Offerors, Science City, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the respective directors of SCHK, Science City, Leading Star, Crisana and Charming Future) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*As at the date of this joint announcement, (i) the directors of SCHK are Ms. Yu Yinghong and Mr. Chen Zexian, (ii) the directors of Science City are Mr. Hong Hansong, Mr. Zhao Guangnan, Mr. Wang Congli, Mr. Ye Zhiqiang, Mr. Ma Yiyong, Mr. Wu Zhongming, Mr. Ji Yunhai and Ms. Tan Ling, (iii) the sole director of Leading Star is Mr. Tse Kam Pang, (iv) the sole director of Crisana is Mr. Tse Kam Pang, and (v) the sole director of Charming Future is Mr. Tse Kam Pang.*

*The directors of SCHK and the directors of Science City jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendor, the Guarantors, their respective associates and parties acting in concert with any of them and Mr. Tse, Leading Star, Crisana, Charming Future and their respective associates), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors, Mr. Tse or the directors of each of Leading Star, Crisana and Charming Future) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*Mr. Tse (the sole director of Crisana, Leading Star and Charming Future) accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to SCHK and Science City and their respective associates), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by the directors of SCHK or the directors of Science City) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*The English text of this joint announcement shall prevail over its Chinese text.*

*\* for identification purposes only*