

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Royal Deluxe Holdings Limited (the “**Company**”) dated 25 January 2017.

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

## ROYAL DELUXE HOLDINGS LIMITED

### 御佳控股有限公司

(Incorporated in the Cayman Islands with limited liability)

## SHARE OFFER

Number of Offer Shares	: 300,000,000 Shares (comprising 216,000,000 new Shares and 84,000,000 Sale Shares)
Number of Public Offer Shares	: 30,000,000 Shares (including 3,000,000 Employee Reserved Shares) (subject to reallocation)
Number of Placing Shares	: 270,000,000 Shares, comprising 186,000,000 new Shares and 84,000,000 Sale Shares (subject to reallocation)
Maximum Offer Price	: HK\$0.67 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollar and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 3789

Sponsor

**FRONTPAGE** 富比

Frontpage Capital Limited

Joint Bookrunners and Joint Lead Managers

## THE SHARE OFFER

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issued and to be issued pursuant to the Share Offer (including any additional Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme).

The Share Offer comprises (a) the Public Offer of initially 30,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Share Offer, and (b) the Placing of initially 270,000,000 Shares (comprising 186,000,000 new Shares offered by the Company and 84,000,000 Sale Shares offered by the Vendor) (subject to reallocation), representing 90% of the total number of Offer Shares initially available under the Share Offer. Of the 30,000,000 Public Offer Shares, up to 3,000,000 Employee Reserved Shares (representing 1% of the total number of Offer Shares being offered under the Share Offer) are available for subscription by the Eligible Employees on a preferential basis under the Employee Preferential Offering. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$0.67 per Offer Share and is expected to be not less than HK\$0.53 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares (including the Employee Reserved Shares) shall pay in full, on application, the maximum Offer Price of HK\$0.67 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$0.67 per Offer Share.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.**

Applicants who wish to have the Public Offer Shares allotted and issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who wish to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS. Eligible Employees who wish to have the Employee Reserved Shares allotted and issued in their own names should complete and sign the **PINK** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 25 January 2017 until 12:00 noon on Wednesday, 1 February 2017 from:

(i) The following offices of the Joint Lead Managers:

<b>Frontpage Capital Limited</b>	26/F, Siu On Centre 188 Lockhart Road Wanchai Hong Kong
<b>Huajin Securities (International) Limited</b>	Suite 1101, 11/F Champion Tower 3 Garden Road Central Hong Kong
<b>Pacific Foundation Securities Limited</b>	11/F, New World Tower II 16-18 Queen's Road Central Hong Kong

(ii) Any of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

	<b>Branch</b>	<b>Address</b>
Hong Kong Island	United Centre Branch	Shops 1015-1018, 1/F & Shops 2032-2034, 2/F, United Centre, 95 Queensway, Admiralty
	Happy Valley Branch	G/F, 18A-22 King Kwong Street, Happy Valley
Kowloon	Canton Road – DBS Treasures Centre	G/F, Hanley House, 68 Canton Road, Tsimshatsui, Kowloon
	Amoy Plaza Branch	Shops G193-195, Amoy Plaza, 77 Ngau Tau Kok Road, Ngau Tau Kok, Kowloon
New Territories	Ma On Shan Branch	Shop 205-206, Level 2, Ma On Shan Plaza, Ma On Shan
	Kwai Chung Branch	G/F, 1001 Kwai Chung Road, Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 25 January 2017, until 12:00 noon on Wednesday, 1 February 2017, from: (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your stockbroker, who may have such Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**Ting Hong Nominees Limited – Royal Deluxe Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

**Wednesday, 25 January 2017 – 9:00 a.m. to 5:00 p.m.**

**Thursday, 26 January 2017 – 9:00 a.m. to 5:00 p.m.**

**Friday, 27 January 2017 – 9:00 a.m. to 5:00 p.m.**

**Wednesday, 1 February 2017 – 9:00 a.m. to 12:00 noon**

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 25 January 2017 until 12:00 noon on Wednesday, 1 February 2017 or such later time as described in the section headed "How to Apply for Public Offer Shares and Employee Reserved Shares – 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

Copies of the Prospectus, together with the **PINK** Application Form, may be obtained by the Eligible Employees during normal business hours from 9:00 a.m. on Wednesday, 25 January 2017 until 12:00 noon on Friday, 27 January 2017 from the Company's office at Unit A, 26th Floor, Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong. Electronic copies of the Prospectus and the **PINK** Application Forms may be viewed from the website of the Company at [www.royal-deluxe.com](http://www.royal-deluxe.com).

Your completed **PINK** Application Form, together with a cheque or banker's cashier order attached and marked payable to "**Ting Hong Nominees Limited – Royal Deluxe Public Offer**" for the payment should be returned to Unit A, 26th Floor, Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong by 12:00 noon on Friday, 27 January 2017, being the last day for the submission of the **PINK** Application Forms.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares and Employee Reserved Shares" in the Prospectus for details of the conditions and procedures of the Public Offer and the Employee Preferential Offering.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the results of applications and the level and the basis of allocation of the Public Offer and the Employee Preferential Offering on Tuesday, 7 February 2017, in The Standard (in English), in Sing Tao Daily (in Chinese), on the Company's website at [www.royal-deluxe.com](http://www.royal-deluxe.com) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer and the Employee Preferential Offering will be available through channels as described in the section headed "How to Apply for Public Offer Shares and Employees Reserved Shares – 10. Publication of results" in the Prospectus on Tuesday, 7 February 2017.

The Company will not issue any receipts for sum paid on application or temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Wednesday, 8 February 2017 provided that the Share Offer has become unconditional and the right of termination described in the section headed "Underwriting" in the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 8 February 2017. The Shares will be traded in board lots of 4,000 Shares each and the Stock Code is 3789.

By order of the Board  
**Royal Deluxe Holdings Limited**  
**Wang Kei Ming**  
*Chairman*

Hong Kong, 25 January 2017

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Wang Kei Ming and Mr. Wang Yu Hin; and three independent non-executive Directors, namely Mr. Lai Ah Ming Leon, Mr. Lam Wai Ho and Mr. Kwong Ping Man.*