

To be valid, the whole of this Provisional Allotment Letter must be returned.
本暫定配額通知書必須整份交回方為有效。

IMPORTANT
重要提示

TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS (THE “**PROSPECTUS**”) OF ROYAL CENTURY RESOURCES HOLDINGS LIMITED (THE “**COMPANY**”) DATED MONDAY, 30 NOVEMBER 2020, UNLESS THE CONTEXT OTHERWISE REQUIRES.

THIS PROVISIONAL ALLOTMENT LETTER (“**PAL**”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON MONDAY, 14 DECEMBER 2020 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” OVERLEAF).

If you are in any doubt as to the contents of this PAL or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers. Dealings in the Shares may be settled through CCASS operated by HKSCC and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph headed “15. Documents delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to section 38D of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Securities and Futures Commission in Hong Kong take no responsibility as to the contents of any of the documents referred to above.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, 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 PAL.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

除文義另有所指外，本文件所用詞彙與仁德資源控股有限公司（「本公司」）日期為二零二零年十一月三十日（星期一）之供股章程（「供股章程」）所界定者具有相同涵義。

本暫定配額通知書（「暫定配額通知書」）具有價值及可轉讓，務請閣下立即處理。本暫定配額通知書所載要約於二零二零年十二月十四日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則於背頁「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間或日期）屆滿。

閣下如對本暫定配額通知書之內容或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

買賣股份可透過香港結算經營之中央結算系統進行交收，而閣下應就該等交收安排之詳情以及有關安排對閣下之權利及權益可能造成之影響諮詢股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

本暫定配額通知書之文本，連同供股章程及供股章程附錄三「15.送呈公司註冊處處長之文件」一段所指定其他文件之文本，已遵照香港法例第32章公司（清盤及雜項條文）條例第38D條之規定向香港公司註冊處處長登記。香港公司註冊處處長及證券、香港聯合交易所有限公司（「聯交所」）及香港期貨事務監察委員會對上述任何文件之內容概不負責。

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可由未繳股款及繳足股款供股股份各自開始在聯交所買賣當日或香港結算決定之其他日期起，在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統下之所有活動均須根據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。



Royal Century Resources Holdings Limited
仁德資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code 股份代號: 8125)

RIGHTS ISSUE

**OF 104,520,000 RIGHTS SHARES AT HK\$0.30 PER RIGHTS SHARE ON THE BASIS
OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE
ON A NON-FULLY UNDERWRITTEN BASIS**

以每股

供股股份0.30港元按於記錄日期

**每持有一(1)股股份獲發兩(2)股供股股份的基準以非悉數包銷基準進行供股的
方式發行104,520,000股供股股份**

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Share registrar in Hong Kong:

Union Registrars Limited
Suites 3301-04, 33/F.,
Two Chinachem Exchange Square,
338 King's Road,
North Point, Hong Kong

香港股份過戶登記處：
聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場二期
33樓3301-04室

*Registered office and head office
and principal place of business
in Hong Kong:*

Suite 2201, 22/F,
China Resources Building,
26 Harbour Road,
Wanchai, Hong Kong

註冊辦事處及總辦事處兼
香港主要營業地點：

香港灣仔
港灣道26號
華潤大廈
22樓2201室

30 November 2020

二零二零年十一月三十日

Form A
表格甲

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名／名稱及地址

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Total number of Shares registered in your name(s) on Friday, 27 November 2020
於二零二零年十一月二十七日（星期五）登記於閣下名下之股份總數

Box A
甲欄

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Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 14 December 2020
閣下獲暫定配發之供股股份數目，股款須於接納時（不遲於二零二零年十二月十四日（星期一）下午四時正）繳足

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Box B
乙欄

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Name of bank on which cheque/cashier's order is drawn:

支票或銀行本票的付款銀行名稱：_____

Total subscription monies payable in full upon acceptance
應繳認購款項總額，股款須於接納時繳足

Box C
丙欄

HK\$
港幣

Cheque/cashier's order no.:

支票／銀行本票號碼：_____

Provisional Allotment Letter No.
暫定配額通知書編號

Please insert your contact telephone no.

請填上閣下之聯絡電話號碼：_____

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To accept this provisional allotment in full, you must lodge this PAL intact with the Company's share registrar in Hong Kong, Union Registrars Limited (the "Registrar") at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, together with a remittance by cheque(s) or cashier's order(s) in Hong Kong dollars for the full amount shown in Box C above so as to be received by the Registrar by no later than 4:00 p.m. on Monday, 14 December 2020 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "ROYAL CENTURY RESOURCES HOLDINGS LIMITED – PAL ACCOUNT" and must be crossed "Account Payee Only". Instructions on transfer and splitting are set out overleaf. No receipt will be given for such remittance.

It should be noted that the Underwriting Agreement contains provisions entitling the Underwriter, by notice in writing to the Company, to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in section headed "Termination of the Underwriting Agreement" in the Prospectus before such day specified in the Underwriting Agreement. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

It should be noted that the Shares had been dealt in on an ex-rights basis since Thursday, 19 November 2020. Dealings in the Rights Shares in their nil-paid form will take place from Wednesday, 2 December 2020 to Wednesday, 9 December 2020 (both days inclusive). If the conditions of the Rights Issue are not fulfilled and/or waived at or before 4:30 p.m. on Tuesday, 15 December 2020 (or such later time and/or date as the Company and the Underwriter may determine), the Underwriting Agreement shall terminate and the Rights Issue will lapse. Any persons contemplating buying or selling Shares up to the date on which all the conditions of the Rights Issue are fulfilled and/or waived, and any dealing in the Rights Shares in their nil-paid form between Wednesday, 2 December 2020 to Wednesday, 9 December 2020 (both days inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealing in the Shares or the Rights Shares in their nil-paid form are recommended to consult their own professional advisers.

閣下如全數接納本暫定配額，必須將本暫定配額通知書連同以港元繳付上列丙欄所示數額之全數股款（以支票或銀行本票形式），在不遲於二零二零年十二月十四日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間或日期）交回本公司之香港股份過戶登記處聯合證券登記有限公司（「過戶登記處」），地址為香港北角英皇道338號華懋交易廣場二期33樓3301-04室。所有股款須以港元支付，支票須由香港持牌銀行賬戶開出，銀行本票亦須由香港持牌銀行發出，並須註明抬頭人為「ROYAL CENTURY RESOURCES HOLDINGS LIMITED – PAL ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆之指示載於背頁。所有繳款將不獲發收據。

務請注意，包銷協議載有條文，賦予包銷商權利於發生若干事件時（有關事件載於供股章程「終止包銷協議」一節）在包銷協議訂明之相關日期前向本公司發出書面通知終止包銷協議。倘包銷商終止包銷協議或包銷協議未成為無條件，供股將不會進行。

務請注意，股份已自二零二零年十一月十九日（星期四）起按除權基準買賣。供股股份將於二零二零年十二月二日（星期三）至二零二零年十二月九日（星期三）（包括首尾兩日）期間以未繳股款形式買賣。倘供股條件未能於二零二零年十二月十五日（星期二）下午四時三十分（或本公司與包銷商可能釐定之較後時間及／或日期）或之前達成及／或獲豁免，則包銷協議將告終止，而供股將告失效。擬於全部供股條件達成及／或獲豁免之日期前買賣股份，並於二零二零年十二月二日（星期三）至二零二零年十二月九日（星期三）（包括首尾兩日）期間以未繳股款形式買賣任何供股股份之任何人士，均須承擔供股未必成為無條件或未必進行之風險。擬買賣股份或以未繳股款形式買賣供股股份之任何股東或其他人士，務請諮詢彼等本身之專業顧問。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE

每份申請須隨附一張獨立支票或銀行本票

本公司將不另發收據

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IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓本文件所代表之供股股份認購權時，每宗買賣均須繳付香港從價印花稅。除出售外，饋贈或轉讓實益權益亦須繳付香港從價印花稅。在登記轉讓本文件所代表之認購供股股份之權利前，須出示已繳付香港從價印花稅之憑證。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their rights to subscribe for the Rights Share(s) comprised herein)
(僅供擬將其／彼／彼等可認購本表格所列供股股份權利全數轉讓之合資格股東填寫及簽署)

To: The Directors
Royal Century Resources Holdings Limited
致： 仁德資源控股有限公司
列位董事

Dear Sirs,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將本人／吾等可認購本暫定配額通知書所列供股股份之權利全數轉讓予接受有關權利並簽署下列登記申請表格（表格丙）之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Shareholder(s) (all joint Shareholders must sign)
股東簽署（所有聯名股東均須簽署）

Date: _____ 2020

日期：二零二零年_____月_____日

Hong Kong Ad valorem stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Share(s).
轉讓認購供股股份之權利須繳付香港從價印花稅。

REGISTRATION APPLICATION FORM
登記申請表格

Form C (To be completed and signed only by the person(s) to whom the rights to subscribe
表格丙 for the Rights Shares are being transferred)
(僅供獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors
Royal Century Resources Holdings Limited
致： 仁德資源控股有限公司
列位董事

Dear Sirs,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms set out in this PAL and the accompanying Prospectus and subject to the articles of association of the Company.

敬啟者：
本人／吾等謹請閣下將表格甲內乙欄所列供股股份數目登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及隨附供股章程所載條款，以及在貴公司之組織章程細則規限下，接納此等供股股份。

				Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」符號		
To be completed in BLOCK LETTERS in ENGLISH . Joint applicants should give the address of the first named applicant only. 請用英文正楷填寫。聯名申請人只須填報排名首位之申請人之地址。						
Name in English 英文姓名	Family Name (姓氏) or Company Name (公司名稱)	Other names (名字)	Name in Chinese 中文姓名／名稱			
Full name of joint applicant(s) (if any) 聯名申請人全名 (如有)						
Address in English 英文地址 (Joint applicants should give address of the first-named applicant only) (聯名申請人只須填報排名首位之申請人之地址)						
Occupation 職業					Tel. no. 電話號碼	
Dividend Instructions 股息指示						
Name and address of bank 銀行名稱及地址			Bank Account Number 銀行賬戶號碼			
		BANK 銀行	BRANCH 分行	ACCOUNT 賬戶		

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署 (所有聯名申請人均須簽署)

Date: _____, 2020 日期：二零二零年 _____ 月 _____ 日

Hong Kong Ad valorem stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Share(s).
接納供股股份的認購權須繳付香港從價印花稅。



Royal Century Resources Holdings Limited

仁德資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8125)

30 November 2020

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Royal Century Resources Holdings Limited (the “**Company**”) dated 30 November 2020 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless context otherwise requires. In accordance with the terms and subject to the conditions set out in the Prospectus in connection with the Rights Issue accompanying this PAL, the Directors have provisionally allotted to you the number of Rights Shares indicated on the front page of this PAL on the basis of two (2) Rights Shares for every one (1) Share registered in your name on the register of members of the Company at the close of business on the Record Date (i.e. Friday, 27 November 2020 at the Subscription Price of HK\$0.30 per Rights Share). Your holding of Shares as at the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A of this PAL.

The Rights Shares, when allotted, issued and fully paid, will rank pari passu with the then existing Shares in all respects. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid falling on or after the date of allotment and issue of the Rights Shares in their fully-paid form.

The Prospectus Documents have not been and will not be registered or filed under any applicable securities or equivalent legislation of any jurisdictions other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus or a PAL, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving a copy of the Prospectus or a PAL outside Hong Kong and wishing to take up the Rights Shares under the Prospectus to satisfy itself/himself/herself/themselves as to the full observance of the laws of the relevant territory including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. No application for Rights Shares will be accepted from the Non-Qualifying Shareholders. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong. If you are in any doubt as to your position, you should consult your professional advisers.

PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment of the Rights Shares in full, you must lodge the whole of this PAL intact with the Company’s share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong together with a remittance by cheque(s) or cashier’s order(s) for the full amount payable on acceptance, as shown in Box C, so as to be received by the Company’s share registrar in Hong Kong by no later than 4:00 p.m. on Monday, 14 December 2020 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” below). All remittances must be in Hong Kong dollars and cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**ROYAL CENTURY RESOURCES HOLDINGS LIMITED – PAL ACCOUNT**” and must be crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment of the Rights Shares, on the terms of this PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances. All enquires in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that, unless this PAL duly completed, together with the appropriate remittance shown in Box C in Form A, has been received as described above by no later than 4:00 p.m. on Monday, 14 December 2020 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” below), whether lodged by the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights to subscribe for the Rights Shares thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole and absolute discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. Completion and lodgement of a PAL will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete the form of transfer and nomination (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights hereunder. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance in cheques or cashier’s orders for the full amount payable on acceptance as shown in Box C with the Company’s share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by no later than 4:00 p.m. on Monday, 14 December 2020 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” below). All remittances must be in Hong Kong dollars and cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**ROYAL CENTURY RESOURCES HOLDINGS LIMITED – PAL ACCOUNT**” and must be crossed “**Account Payee Only**”. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of your provisional allotment or wish to transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer your rights to more than one person, this PAL must be surrendered and lodged for cancellation by no later than 4:00 p.m. on Friday, 4 December 2020 to the Company’s share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong. The Company’s share registrar in Hong Kong will cancel this original PAL and issue new PALs in the denominations required which will be available for collection at the Company’s share registrar in Hong Kong on the second business day after your surrender of this original PAL.

NO EXCESS APPLICATION IN RELATION TO THE RIGHTS SHARES

There will be no excess application arrangement in relation to the Rights Issue.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional on each of the conditions of the Rights Issue being fulfilled. Please refer to the paragraph headed “Conditions of the Rights Issue” in the “Letter from the Board” in the Prospectus for details of the conditions of the Rights Issue. In the event that the conditions of the Rights Issue are not fulfilled or (where applicable) waived at or before 4:30 p.m. on Tuesday, 15 December 2020, then the Rights Issue will not proceed.

The Rights Issue will proceed on a non-fully underwritten basis. Save for the Rights Shares to be taken up by Hong Kong ChaoShang Group Limited under the Irrevocable Undertaking and the Underwritten Shares, there is no requirement for a minimum level of subscription. Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed regardless of the ultimate subscription level.

Under the Unsubscribed Shares Arrangement, any Unsubscribed Rights Shares and NQS Unsold Rights Shares will be placed to independent places on a best effort basis subject to the terms and conditions of the Placing Agreement. Any Unsubscribed Rights Shares and NQS Unsold Rights Shares not placed under the Unsubscribed Shares Arrangement will then be taken up by the Underwriter (on a partially underwritten basis) pursuant to the terms and conditions of the Underwriting Agreement. Investors are advised to exercise caution when dealing in the Shares or the nil-paid rights.

TERMINATION

It should be noted that the Underwriting Agreement contains provisions entitling the Underwriter, by notice in writing to the Company, to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus before such day specified in the Underwriting Agreement. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

CHEQUES OR CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement or return of this PAL, together with a cheque or cashier's order in payment for the Rights Shares accepted, will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Any application in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon acceptance for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

SHARE CERTIFICATES FOR RIGHTS SHARES

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be despatched by ordinary post on Tuesday, 29 December 2020 to those entitled thereto and, in the case of joint holders, to the first-named holder registered on the register of members of the Company at their own risk to their registered addresses.

You will receive one share certificate for all the fully-paid Rights Shares validly applied for and issued to you.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance of and payment for the Rights Shares will not take place if:

1. typhoon signal No. 8 (or above); or
2. "extreme conditions" caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or
3. a "black" rainstorm warning:
 - (i) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance and in such event, the Latest Time for Acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
 - (ii) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance and in such event, the Latest Time for Acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance and payment for the Rights Shares are postponed in accordance with the foregoing, the dates of the events subsequent to the Latest Time for Acceptance mentioned in the "Expected Timetable" section may be affected. Announcement(s) will be made by the Company as soon as practicable in such event.

GENERAL

Lodgement of this PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs allotment letters and/or the share certificates for the Rights Shares. Copies of the Prospectus are available at the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong. This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

PERSONAL DATA COLLECTION – PROVISIONAL ALLOTMENT LETTER

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Company's share registrar in Hong Kong and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Company's share registrar in Hong Kong hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Company's share registrar in Hong Kong have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business at Suite 2201, 22/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Company's share registrar in Hong Kong at its address set out above for the attention of Privacy Compliance Officer.

Yours faithfully,

For and on behalf of

Royal Century Resources Holdings Limited

Chan Chi Yuen

Chairman and Executive Director



Royal Century Resources Holdings Limited

仁德資源控股有限公司

(於香港註冊成立之有限公司)

(股份代號：8125)

敬啟者：

緒言

茲提述仁德資源控股有限公司(「本公司」)就供股所刊發日期為二零二零年十一月三十日之供股章程(「供股章程」)。除文義另有所指外，供股章程所界定之詞彙與本通知書所使用者具有相同涵義。根據本暫定配額通知書隨附有關供股之供股章程所載條款及在其所載條件規限下，董事已暫定配發本暫定配額通知書首頁所載數目之供股股份予閣下，基準為於記錄日期(即二零二零年十一月二十七日(星期五)按認購價每股供股股份0.30港元)營業時間結束時，以閣下名義在本公司股東名冊上登記之每(1)股股份獲發兩(2)供股股份。閣下於記錄日期持有之股份列於甲欄，而閣下所獲暫定配發之供股股份總數則列於本暫定配額通知書表格甲之乙欄。

供股股份一經配發、發行及繳足，將在各方面與當時現有股份享有同等權益。繳足股款供股股份之持有人將有權收取於以繳足股款形式配發及發行供股股份日期後可能宣派、作出或派付之所有未來股息及分派。

章程文件並無及將不會根據香港以外任何司法權區之任何適用證券法例或同等法例登記或存檔。

並無於香港以外任何地區或司法權區就准許提呈發售供股股份或派發供股章程或暫定配額通知書採取任何行動。因此，於香港以外任何地區或司法權區接獲任何供股章程或暫定配額通知書之任何人士，不可視之為申請認購供股股份之要約或邀請，惟於有關司法權區內可毋須遵守任何登記手續或其他法例或監管規定即可合法提出要約或邀請除外。

在香港以外地區接獲供股章程或暫定配額通知書之任何人士(包括但不限於代名人、代理及受託人)如欲承購供股章程項下之供股股份，有責任自行全面遵守有關地區之法律，包括為遵守該地區或司法權區可能規定之任何其他正式手續而取得政府或其他同意，以及支付於該地區或司法權區就此將須支付之任何稅項、關稅及其他款項。任何人士作出之任何接納，將被視為構成該名人士就已遵守該等當地法律及規定向本公司作出之聲明及保證。概不會接納不合資格股東之供股股份申請。本公司保留權利在其相信接納任何供股股份認購申請將觸犯香港境外任何司法權區之適用證券或其他法律或規例之情況下，拒絕接納有關認購申請。如閣下對本身情況有任何疑問，應諮詢閣下專業顧問之意見。

接納手續

閣下如欲全數承購供股股份之暫定配額，須將本暫定配額通知書整份，連同丙欄所示於接納時應繳之全數股款(以支票或銀行本票形式)，在不遲於二零二零年十二月十四日(星期一)下午四時正(或於惡劣天氣及/或極端情況下，則下文「惡劣天氣及/或極端情況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間或日期)交回本公司之香港股份過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場二期33樓3301-04室。所有股款須以港元繳付，支票須由香港之持牌銀行賬戶開出，銀行本票亦須由香港之持牌銀行發出，並須註明抬頭人為「ROYAL CENTURY RESOURCES HOLDINGS LIMITED – PAL ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出。繳付上述股款將表示閣下根據本暫定配額通知書及供股章程之條款，並在本公司之組織章程細則規限下接納供股股份之暫定配額。所有繳款將不獲發收據。所有有關本暫定配額通知書之查詢均須寄交上述過戶登記處之地址。

務請注意，除非本暫定配額通知書已經填妥並連同表格甲之丙欄所示之適當股款如上文所述在不遲於二零二零年十二月十四日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間或日期）由原承配人或已獲有效轉讓權利之任何人士一併交回，否則閣下之暫定配額及據此認購供股股份之一切權利將被視作不獲接納並將予註銷。本公司可全權酌情視一份已遞交（即使並未根據有關指示填妥）之暫定配額通知書為有效及對遞交暫定配額通知書之人士或其代表具約束力。填妥及遞交暫定配額通知書將被視作對本公司作出保證及聲明，表示已經或將會就暫定配額通知書（及據此作出任何接納）妥為遵守香港以外一切有關地區之所有登記、法律及監管規定。本公司保留權利在其相信接納任何供股股份認購申請將觸犯任何司法權區之適用證券法例或其他法律或法規之情況下，拒絕接納有關認購申請。為免生疑問，香港結算或香港中央結算（代理人）有限公司概不受任何上述聲明或保證規限。

轉讓

閣下如欲轉讓閣下根據本暫定配額通知書認購獲暫定配發之供股股份之所有權利，須填妥轉讓及提名表格（表格乙），並將本暫定配額通知書交予承讓閣下在本暫定配額通知書下之權利或經手轉讓權利之人士。承讓人其後須填妥及簽署登記申請表格（表格丙），並須在不遲於二零二零年十二月十四日（星期一）下午四時正（或於惡劣天氣及／或極端情況下，則下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間或日期）將本暫定配額通知書整份連同丙欄所示於接納時應繳之全數股款（以支票或銀行本票形式）一併遞交本公司之香港股份過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場二期33樓3301-04室。所有股款須以港元繳付，支票須由香港持牌銀行賬戶開出，銀行本票亦須由香港持牌銀行發出，並須註明抬頭人為「**ROYAL CENTURY RESOURCES HOLDINGS LIMITED – PAL ACCOUNT**」及以「**只准入抬頭人賬戶**」方式劃線開出。務請注意，閣下轉讓可認購有關供股股份之權利予承讓人及承讓人接納該等權利，均須繳付香港印花稅。

分拆

閣下如僅欲接納根據本暫定配額通知書所獲配發之部分暫定配額或欲轉讓部分可認購閣下根據本暫定配額通知書獲暫定配發之供股股份之權利或欲轉讓該等權利予超過一名人士，則須在不遲於二零二零年十二月四日（星期五）下午四時正將本暫定配額通知書呈交本公司之香港股份過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場二期33樓3301-04室，以作註銷。本公司之香港股份過戶登記處將會取消原有之暫定配額通知書，並按所需數額另發新暫定配額通知書。新暫定配額通知書可於閣下交回原有之暫定配額通知書後第二個營業日向本公司之香港股份過戶登記處領取。

概無有關供股股份之額外申請

概無有關供股之額外申請安排。

供股之條件

供股須待供股各項條件達成後方可作實。有關供股之條件之詳情，請參閱供股章程內董事會函件一節「供股之條件」一段。倘供股之條件未能於二零二零年十二月十五日（星期二）下午四時三十分或之前獲達成或（倘適用）豁免，屆時供股將不會進行。

供股將按非悉數包銷基準進行。除香港潮商集團有限公司根據不可撤回承諾接納之供股股份及包銷股份外，概無最低認購水平之規定。待供股之條件獲達成後，無論最終的認購水平如何，供股將會進行。

根據不獲認購股份安排，任何不獲認購供股股份及不合資格股東未售出供股股份將根據配售協議之條款及條件按盡力基準配售予獨立承配人。任何不獲認購股份安排下未能配售之不獲認購供股股份及不合資格股東未售出供股股份其後將由包銷商根據包銷協議之條款及條件（按部分包銷基準）承購。投資者於買賣股份或未繳股款供股權時務請審慎行事。

終止

務請注意，包銷協議載有條文，賦予包銷商權利於發生若干事件時（該等事件已載於供股章程「終止包銷協議」一節）在包銷協議訂明之相關日期前向本公司發出書面通知終止包銷協議。倘包銷商終止包銷協議或包銷協議未成為無條件，則供股將不會進行。

支票或銀行本票

所有支票及銀行本票將於收訖後隨即過戶，有關股款所賺取之全部利息（如有）將撥歸本公司所有。填妥及遞交或交回本暫定配額通知書連同就所接納之供股股份繳付所需股款之支票或銀行本票後，即構成申請人對該支票或銀行本票於首次過戶時即可兌現之保證。如支票或銀行本票於首次過戶時未能兌現，有關申請將不獲受理。在此情況下，有關保證配額及所有相關權利將視作不獲接納並將予註銷。閣下必須於申請認購供股股份時繳付實際應繳之金額，任何未繳足股款之申請將不獲受理。倘繳付過多申請股款，多繳金額須為100港元或以上時方會向閣下發出退款支票（不計利息）。本公司不會就所接獲之任何暫定配額通知書及／或相關股款發出收據。

供股股份股票

待供股之條件達成後，預期所有繳足股款供股股份之股票將於二零二零年十二月二十九日（星期二）以平郵方式寄往應得人士（倘為聯名持有人，則寄予於本公司股東名冊中排名首位之登記持有人）之登記地址，郵誤風險概由收件人自行承擔。

閣下將會就有效申請及發行予閣下之全部繳足股款供股股份獲發一張股票。

惡劣天氣及／或極端狀況對接納供股股份及繳付股款之最後時限之影響

倘出現以下情況，接納供股股份及繳付股款之最後時限將會生效：

1. 懸掛8號風球（或以上）；或
2. 香港特別行政區政府宣佈由超級颱風造成之「極端情況」；或
3. 「黑色」暴雨警告：
 - (i) 於最後接納時限當日中午十二時正之前（香港當地時間）懸掛但於中午十二時正之後取消，於該情況下則接納供股股份及繳付股款之最後時限將延至同一營業日下午五時正；或
 - (ii) 於最後接納時限當日中午十二時正至下午四時正期間（香港當地時間）懸掛，於該情況下則接納供股股份及繳付股款之最後時限將重新安排至下一個於上午九時正至下午四時正期間之任何時間香港並無懸掛上述警告訊號之營業日下午四時正。

倘接納供股股份及繳付股款之最後時限根據上文所述延後，則「預期時間表」一節所述最後接納時限後各項事件之日期可能會受到影響。在該情況下，本公司將在切實可行情況下盡快作出公告。

一般事項

遞交本暫定配額通知書及（如適用）已由獲發本暫定配額通知書之人士簽署之轉讓及提名表格後，即為遞交上述文件之人士有權處理本暫定配額通知書，並有權收取分拆之暫定配額通知書及／或有關供股股份之股票之最終憑證。供股章程文本可於本公司之香港股份過戶登記處聯合證券登記有限公司索取，地址為香港北角英皇道338號華懋交易廣場二期33樓3301-04室。本暫定配額通知書及其中所載要約之所有接納事宜均受香港法例監管，並按其詮釋。

收集個人資料－暫定配額通知書

填妥、簽署及呈交本暫定配額通知書隨附之表格，即表示閣下同意向本公司、本公司之香港股份過戶登記處及／或彼等各自之顧問及代理披露個人資料及彼等所要求有關閣下或閣下為其利益而接納暫定配發供股股份之人士之任何資料。《個人資料（私隱）條例》賦予證券持有人權利，可確定本公司或本公司之香港股份過戶登記處是否持有其個人資料、索取有關資料之文本及更正任何不準確資料。根據《個人資料（私隱）條例》，本公司及本公司之香港股份過戶登記處有權就處理任何查閱資料要求收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息的所有要求，應寄往本公司根據適用法律不時通知之主要營業地點（香港灣仔港灣道26號華潤大廈22樓2201室），並註明公司秘書為收件人；或（視情況而定）寄往本公司之香港股份過戶登記處（地址載於上文），並註明私隱條例事務主任為收件人。

此 致

列位合資格股東 台照

代表

仁德資源控股有限公司

主席及執行董事

陳志遠

謹啟

二零二零年十一月三十日