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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 1 NOVEMBER 2023

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) of Royal Century Resources Holdings Limited (the “**Company**”) dated 9 October 2023. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE EGM

At the EGM held on 1 November 2023, all the proposed resolutions as set out in the Notice were taken by poll. The Company’s share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As disclosed in the Circular, as the Rights Issue, if proceeded with, will increase the number of the issued Shares by more than 50%, the Rights Issue is conditional on approval by the Independent Shareholders at the EGM by a resolution on which the Directors (excluding the independent non-executive Directors) and chief executive of the Company and their respective associates shall abstain from voting in favour under Rule 10.29(1) of the GEM Listing Rules since there is no controlling Shareholder. As such, Mr. Chan Chi Yuen, Mr. Wang Jun, Mr. Yau Yan Yuen and their respective associates were required to abstain, and have abstained, from voting in favour of the resolution(s) to approve the Rights Issue and the transactions contemplated respectively thereunder at the EGM.

Save as disclosed, to the best knowledge of the Directors, no other Shareholder is involved or interested in or has a material interest in the Rights Issue and the transactions contemplated respectively thereunder and, hence, was required to abstain from voting on the resolution(s) to approve the Rights Issue and the transactions contemplated respectively thereunder at the EGM. On the other hand, to the best knowledge of the Directors, no Shareholder was required to abstain from voting on the resolution to approve the Share Consolidation.

As at the date of EGM, the total number of issued Shares was 156,780,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the EGM. To the best knowledge of the Directors, there were no Shares entitling the holder to attend and abstain from voting at the EGM in favour of any of the resolutions pursuant to Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the resolutions at the EGM. No person has indicated in the Circular that he/she intends to vote against or abstain from voting on any of the resolutions at the EGM. The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the EGM.

All the Directors of the Company attended the EGM either in person or by phone or electronic means.

The poll results in respect of each of the resolutions were as follows:

Ordinary Resolutions <i>(Notes)</i>		Number of Votes (%)		Total number of Votes
		For	Against	
1.	To approve the Share Consolidation	58,647,756 (100.00%)	0 (0.00%)	58,647,756 (100.00%)
2.	To approve the Rights Issue	58,647,756 (100.00%)	0 (0.00%)	58,647,756 (100.00%)

Note: Please refer to the Notice for full version of the proposed resolutions.

As more than 50% of the votes were cast in favour of each of the above resolutions of the EGM, the above resolutions of the EGM were duly passed as ordinary resolutions of the Company.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is subject to fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Any dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholder dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders or other persons contemplating any dealing in the Shares and/or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

By order of the Board
Royal Century Resources Holdings Limited
Chan Chi Yuen
Chairman

Hong Kong, 1 November 2023

As at the date of this announcement, the executive Directors are Mr. Chan Chi Yuen, Mr. Wang Jun and Mr. Yau Yan Yuen; and the independent non-executive Directors are Mr. Wu Zhao, Mr. Lam Cheok Va and Ms. Tsang Hau Wai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“HKEx”) 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the HKEx website at www.hkex.com.hk for at least 7 days from the date of its posting and on the website of the Company at www.royalcentury.hk.