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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)

(1) RESULTS OF VALID ACCEPTANCE OF RIGHTS SHARES; AND (2) COMPENSATORY ARRANGEMENTS

Reference is made to the prospectus of the Company dated 15 November 2023. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the prospectus.

RESULTS OF VALID APPLICATIONS AND ACCEPTANCE OF RIGHTS SHARES

As at 4:00 p.m. on Wednesday, 29 November 2023, being the latest time for acceptance of and payment for the Rights Shares, 1 valid application and acceptance under the PAL in respect of a total of 94,446,011 Rights Shares had been received, representing 60.2% of the total number of the Rights Shares. The Rights Issue was undersubscribed by 62,333,989 Rights Shares, representing 39.8% of the total number of the Rights Shares.

NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND ES UNSOLD RIGHTS SHARES UNDER COMPENSATORY ARRANGEMENTS

There was no Excluded Shareholder as at the Record Date and there is no ES Unsold Rights Share. The Company has appointed the Placing Agent to place the 62,333,989 Unsubscribed Rights Shares (which are subject to the Compensatory Arrangements) to independent placees on a best effort basis for the benefit of the Shareholders to whom they were offered the Rights Shares. The Placing will commence on Tuesday, 5 December 2023 and will end by not later than 6:00 p.m. on Tuesday, 12 December 2023. The Unsubscribed Rights Shares remaining not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. An announcement will be made by the Company on Wednesday, 13 December 2023 with regard to the allotment results of the Rights Issue and the Placing.

WARNING OF THE RISK IN DEALING IN THE SHARES

Shareholders and potential investors of the Company should note that the Rights Issue and the Placing are subject to fulfilment of certain conditions. If the conditions of the Rights Issue and/or the Placing are not fulfilled, the Rights Issue and/or the Placing will not proceed. In addition, the Rights Issue will proceed on a non-underwritten basis and there is no minimum amount to be raised under the Rights Issue.

Shareholders and investors of the Company are advised to exercise caution when dealing in the Shares.

For and on behalf of the Board
Royal Century Resources Holdings Limited
Yau Yan Yuen
Executive Director & Company Secretary

Hong Kong 4 December 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 GEM Listing Rules 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 website of the Stock Exchange at www.hkex.com.hk for seven days from the date of its posting and on the website of the Company at www.royalcentury.hk.