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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)

RESULTS OF RIGHTS ISSUE

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 therein.

The Board announces that as at 13 November 2023, all 62,333,989 Unsubscribed Rights Shares had been placed by the Placing Agent to not less than six independent placees at the price of HK\$0.23 per Share. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, all the placees (or their ultimate beneficial owners) are Independent Third Parties and no placee has become a substantial Shareholder immediately following the Placing. Since the placing price is equal to the Subscription Price, no Net Gain will be distributed to the No Action Shareholders.

As all the conditions with respect to the Rights Issue have been fulfilled, the Rights Issue has become unconditional and 156,780,000 Rights Shares, representing 100% of the total number of Rights Shares under the Rights Issue, will be allotted and issued. The gross and net proceeds raised from the Rights Issue (including the Placing) are approximately HK\$36 million and HK\$35 million respectively. The Company intends to apply the net proceeds from the Rights Issue as to (i) HK\$20 million for the development and expansion of the securities business; (ii) HK\$10 million as working capital for the Engineering Business and the Leasing Business; and (iii) HK\$5 million for general corporate and administrative expenses.

The table below sets out the shareholding structure of the Company immediately before and after completion of the Rights Issue:

	Immediately before completion of Rights Issue		Immediately after completion of Rights Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
ChaoShang	9,244,320	29.5%	55,465,920	29.5%
<u>Public Shareholders</u>				
Independent Placees	–	–	62,333,989	33.1%
Other public Shareholders	22,111,680	70.5%	70,336,091	37.4%
	<u>31,356,000</u>	<u>100.0%</u>	<u>188,136,000</u>	<u>100.0%</u>

Share certificates for the fully-paid Rights Shares will be posted to those entitled thereto by ordinary post at their own risks on 14 December 2023. Dealings in the Rights Shares will commence on the Stock Exchange on 15 December 2023.

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

Hong Kong 13 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, Ms. Tsang Hau Wai and Mr. Li Ka Chun Gordon.

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.