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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Royal Century Resources Holdings Limited (the “**Company**”) will be held at Suite 2201, 22/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, Hong Kong, on Wednesday, 6 March 2024 at 11:00 a.m. to consider and, if thought fit, approve, with or without modifications the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the placing agreement dated 17 January 2024 (the “**Placing Agreement**”) and entered into between the Company as issuer and Space Securities Limited as the placing agent in relation to the placing of up to 37,627,200 shares of the Company (the “**Placing Shares**”) to independent places at the placing price of HK\$0.201 per Placing Share (a copy of the Placing Agreement having been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) having granted or agreeing to grant and not subsequently revoked prior to completion of the Placing the approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange, the board of directors of the Company (the “**Directors**”) be and is hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions of the Placing Agreement, provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one or more of the Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Placing Agreement and the transactions contemplated thereunder, including without limitation, the allotment and issue of the Placing Shares under the relevant specific mandate and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

By order of the board
Royal Century Resources Holdings Limited
Yau Yan Yuen
Executive Director & Company Secretary

Hong Kong, 20 February 2024

Headquarter, registered office and principal place of business:

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

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company (the “**Shares**”) in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share, anyone of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the EGM (i.e. 11:00 a.m. on Monday, 4 March 2024) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Friday, 1 March 2024 to Wednesday, 6 March 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company’s share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30p.m. on Thursday, 29 February 2024.

5. A form of proxy for use at the EGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.royalcentury.hk).
6. The resolution(s) set out in this notice shall be voted on by way of poll.
7. Shareholders of the Company are advised to read the circular of the Company dated 20 February 2024 which contains information concerning the resolutions to be proposed in the EGM.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 7:00a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the websites of the Company at www.royalcentury.hk and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

As at the date of this notice, 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 notice, 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 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page on the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company’s website at www.royalcentury.hk.