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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 16 NOVEMBER 2020**

POLL RESULTS OF EGM

The Board is pleased to announce that the ordinary resolutions as set out in the Notice were duly passed by way of poll at the EGM held on Monday, 16 November 2020.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Royal Century Resources Holdings Limited (the “**Company**”) both dated 24 October 2020 in relation to, among other things, the Share Consolidation, the Change in Board Lot Size, the Rights Issue, the Underwriting Agreement, the Placing Agreement, the Matching Service Agreement and the transactions contemplated respectively thereunder. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders and Independent Shareholders (as the case may be) by way of poll at the EGM held on Monday, 16 November 2020.

The Company’s share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results in respect of the proposed resolutions are as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes cast <i>(approximate % of total number of votes cast)</i>		Total number of votes cast
		FOR	AGAINST	
1.	To approve the Share Consolidation.	167,248,021 (100%)	0 (0%)	167,248,021
2.	To approve the Rights Issue, the Underwriting Agreement, the Placing Agreement, the Matching Service Agreement and the transactions contemplated respectively thereunder.	81,496,021 (100%)	0 (0%)	81,496,021

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 the above proposed resolutions, the resolutions proposed at the EGM were duly passed as ordinary resolutions by way of poll.

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. Further, ChaoShang Securities is wholly-owned by ChaoShang, which is a substantial shareholder of the Company. As at the date of the EGM, ChaoShang is beneficially interested in 85,752,000 Existing Shares, representing approximately 16.41% of the existing issued Shares. As such, Mr. Chan Chi Yuen, Mr. Wang Jun, Mr. Zhang Weijie, Mr. Tsang Kei Cheong and their respective associates, as well as ChaoShang, were required to abstain, and had abstained, from voting in favour of the resolution(s) to approve the Rights Issue, the Underwriting Agreement, the Placing Agreement, the Matching Service Agreement 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, the Underwriting Agreement, the Placing Agreement, the Matching Service Agreement and the transactions contemplated respectively thereunder and, hence, was required to abstain from voting on the resolution(s) to approve the Rights Issue, the Underwriting Agreement, the Placing Agreement, the Matching Service Agreement 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 the EGM, there were a total of 522,600,000 Existing Shares in issue. Accordingly, (i) the total number of Existing Shares entitling the holders to attend and vote for or against the resolution(s) to approve the Share Consolidation at the EGM was 522,600,000; and (ii) the total number of Existing Shares entitling the holders to attend and vote for or against the resolution(s) to approve the Rights Issue, the Underwriting Agreement, the Placing Agreement, the Matching Service Agreement and the transactions contemplated respectively thereunder at the EGM, was 436,848,000.

Save as disclosed above, no Shareholder was required under the GEM Listing Rules to abstain from voting on the resolutions at the EGM. To the best of the Directors' knowledge, information and belief, no Shareholder was entitled to attend and vote only against the proposed resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules. No parties have stated their intention in the Circular to vote against or to abstain from voting on the proposed resolutions at the EGM.

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

The Rights Issue will proceed on a non-fully underwritten basis. Save for the Rights Shares to be taken up by Chaoshang pursuant to the Irrevocable Undertaking and the Underwritten Shares, there is no requirement for a minimum level of subscription. Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed regardless of the ultimate subscription level.

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed "Termination of the Underwriting Agreement" in the Circular). Accordingly, the Rights Issue may or may not proceed.

The Shares are expected to be dealt in on an ex-rights basis from Thursday, 19 November 2020. Dealings in the Rights Shares in nil-paid form are expected to take place from Wednesday, 2 December 2020 to Wednesday, 9 December 2020 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 16 November 2020

As at the date of this announcement, the executive Directors are Mr. Chan Chi Yuen (Chairman), Mr. Wang Jun and Mr. Zhang Weijie; the non-executive Director is Mr. Tsang Kei Cheong; and the independent non-executive Directors are Mr. Chan Chiu Hung Alex, Mr. Wu Zhao and Mr. Lam Cheok Va.

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 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 Company Announcements” page of GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.royalcentury.hk.