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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)**

**(I) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE; AND**  
**(II) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES**  
**ON AN EX-RIGHTS BASIS FOR THE RIGHTS ISSUE**

**SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Wednesday, 18 November 2020.

**COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS FOR THE RIGHTS ISSUE**

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis will be Wednesday, 18 November 2020 and the Consolidated Shares will be dealt with on an ex-rights basis from Thursday, 19 November 2020.

References are made to the circular (the “**Circular**”) of Royal Century Resources Holdings Limited (the “**Company**”) dated 24 October 2020 and the announcement of the Company dated 16 November 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.

## **SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

The Board is pleased to announce that approval has been granted by the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. As all the conditions of the Share Consolidation have been fulfilled, the Share Consolidation will become effective on Wednesday, 18 November 2020. Dealings in Consolidated Shares will commence on Wednesday, 18 November 2020 at 9:00 a.m..

Please refer to the Circular for details on the trading arrangement, the Change in Board Lot Size and the free exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the Consolidated Shares will be issued in yellow colour in order to distinguish them from the existing grey colour.

## **COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHT BASIS FOR THE RIGHTS ISSUE**

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis will be Wednesday, 18 November 2020 and the Consolidated Shares will be dealt with on an ex-rights basis from Thursday, 19 November 2020.

## **DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Company will proceed with the Rights Issue in accordance with the expected timetable as set out in the Circular. The Prospectus Documents are expected to be despatched to the Qualifying Shareholders and the Prospectus is expected to be despatched to the Non-Qualifying Shareholders (if any) for their information only on Monday, 30 November 2020.

Qualifying Shareholders are reminded that the Latest Time for Acceptance of and payment for the Rights Shares is 4:00 p.m. on Monday, 14 December 2020.

## **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, 17 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](http://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](http://www.royalcentury.hk).*