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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 THE VALID  
ACCEPTANCES OF RIGHTS SHARES  
AND  
(2) NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND  
NQS UNSOLD RIGHTS SHARES SUBJECT TO  
THE UNSUBSCRIBED SHARES ARRANGEMENT**

**Placing Agent**



**潮商證券有限公司**  
**ChaoShang Securities Limited**  
SFC Licensed Corporation (CE No.: BGH629)

Reference is made to the prospectus (the “**Prospectus**”) of Royal Century Resources Holdings Limited (the “**Company**”) dated 30 November 2020 in relation to the Rights Issue. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Prospectus.

As at the Record Date, the total number of issued Shares was 52,260,000, and the maximum number of Shares to be issued pursuant to the Rights Issue is 104,520,000.

## **RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES**

The Board announces that as at 4:00 p.m. on Monday, 14 December 2020, being the Latest Time for Acceptance of and payment for the Rights Shares, one valid acceptance had been received in respect of a total of 68,101,076 Rights Shares (including 17,150,400 Rights Shares subscribed by ChaoShang pursuant to the terms and conditions of the Irrevocable Undertaking), representing approximately 65.16% of the total number of Rights Shares available for subscription under the Rights Issue. Accordingly, the Rights Issue was under-subscribed by 36,418,924 Rights Shares, representing approximately 34.84% of the total number of the Rights Shares available for subscription under the Rights Issue.

## **NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND NQS UNSOLD RIGHTS SHARES SUBJECT TO THE UNSUBSCRIBED SHARES ARRANGEMENT**

There was no Non-Qualifying Shareholders as at the Record Date, and the number of the NQS Unsold Rights Shares is nil. As such, based on the results of the valid acceptance above, 36,418,924 Unsubscribed Rights Shares, representing approximately 34.84% of the total number of Rights Shares available for subscription under the Rights Issue, will be subject to the Unsubscribed Shares Arrangement.

## **THE UNSUBSCRIBED SHARES ARRANGEMENT**

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company in the Rights Issue must make compensatory arrangement to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares (if any) by offering such Unsubscribed Rights Shares and NQS Unsold Rights Shares (if any) to independent Placees for the benefit of those Shareholders to whom they were offered by way of rights.

In order to comply with the GEM Listing Rules, the Company has entered into the Placing Agreement with the Placing Agent for the Unsubscribed Shares Arrangement. Upon and subject to the terms and conditions set out in the Placing Agreement, the Placing Agent agrees, as agent of the Company, during the Placing Period to procure on a best effort basis Placees to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares (if any) at the Placing Price, subject to the condition that such actual price shall not be lower than the Placing Price. The Placing Agent will, on a best effort basis, procure, from Monday, 21 December 2020 and by not later than 5:00 p.m., on Wednesday, 23 December 2020, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares (if any) at a price not less than the Subscription Price.

Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Unsubscribed Rights Shares and NQS Unsold Rights Shares (if any)) to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

- (i) where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL (unless that person is covered by (iii) below);
- (ii) where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS (unless that person is covered by (iii) below);

(iii) if the Rights Issue is extended to the Overseas Shareholders and where an entitlement to the Rights Shares was not taken up by such Overseas Shareholders, to that Overseas Shareholder.

It is proposed that Net Gain to any of the No Action Shareholder(s) mentioned in (i) to (iii) above which is in an amount of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit.

Any Unsubscribed Rights Shares and NQS Unsold Rights Shares (if any) not placed under the Unsubscribed Shares Arrangement will then be taken up by the Underwriter (on a partially underwritten basis) pursuant to the terms and conditions of the Underwriting Agreement.

An announcement of the results of the Rights Issue (including results of the placing of the Unsubscribed Rights Shares) is expected to be published on the Stock Exchange's website and the Company's website on Monday, 28 December 2020.

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

Hong Kong, 18 December 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).*