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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)

**DELAY IN DESPATCH OF CIRCULAR
AND
REVISED EXPECTED TIMETABLE
IN RELATION TO
(I) PROPOSED SHARE CONSOLIDATION;
(II) PROPOSED CHANGE IN BOARD LOT SIZE;
(III) PROPOSED RIGHTS ISSUE OF 104,520,000 RIGHTS SHARES
AT HK\$0.30 PER RIGHTS SHARE ON THE BASIS
OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) CONSOLIDATED
SHARE HELD ON THE RECORD DATE
ON A NON-FULLY UNDERWRITTEN BASIS; AND
(IV) CONNECTED TRANSACTIONS IN RELATION TO THE PLACING
AGREEMENT AND THE MATCHING SERVICE AGREEMENT**

References are made to the announcements of Royal Century Resources Holdings Limited (the “**Company**”) dated 28 August 2020 (the “**Announcement**”), 3 September 2020, 29 September 2020 and 22 October 2020 in relation to, among other things, (i) the Share Consolidation, Change in Board Lot Size, Rights Issue and Placing; (ii) the appointment of Independent Financial Adviser; (iii) delay in despatch of the circular; and (iv) the appointment of matching service agent. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

DELAY IN DESPATCH OF CIRCULAR AND REVISED EXPECTED TIMETABLE

As disclosed in the Announcement, a circular (the “Circular”) of the Company containing, among others, (i) further details of (a) the Share Consolidation, (b) the Change in Board Lot Size, and (c) the Rights Issue, the Underwriting Agreement and the Placing Agreement; (ii) a letter from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Rights Issue; (iv) other information required under the GEM Listing Rules; and (v) a notice convening the EGM was expected to be despatched to the Shareholders on or before 29 September 2020.

Since additional time is required by the Company to prepare and finalise certain information for inclusion in the Circular, the despatch date of the Circular is expected to be postponed to Saturday, 24 October 2020 and the expected timetable of the Share Consolidation, Change in Board Lot Size, Rights Issue and Placing and the closure of register of members of the Company has been revised accordingly as follows.

Event	Time and Date
Expected date of dispatch of Circular and the notice of EGM	Saturday, 24 October 2020
Latest date and time for lodging transfer of Shares in order to qualify for attendance and voting at the EGM.....	4:00 p.m. on Monday, 9 November 2020
Closure of the register of members of the Company for determining the entitlement to attend and vote at the EGM.....	Tuesday, 10 November 2020 to Monday, 16 November 2020 (both days inclusive)
Latest date and time for lodging forms of proxy for the EGM (not less than 48 hours (excluding any part of a day that is a public holiday)* prior to the time of EGM	11:00 a.m. on Friday, 13 November 2020
Record date for determining attendance and voting rights at the EGM.....	Monday, 16 November 2020
Expected date and time of the EGM.....	11:00 a.m. on Monday, 16 November 2020
Publication of the announcement of the results of the EGM.....	Monday, 16 November 2020

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and Rights Issue as set out in the Announcement.

Event	Time and Date
Effective date of the Share Consolidation.	Wednesday, 18 November 2020
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares.	Wednesday, 18 November 2020
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Wednesday, 18 November 2020
Original counter for trading in the Existing Shares in board lots of 4,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 18 November 2020
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 18 November 2020
Last day of dealings in the Consolidated Shares on a cum-rights basis relating to the Rights Issue	Wednesday, 18 November 2020
First day of dealings in the Consolidated Shares on an ex-rights basis relating to the Rights Issue.	Thursday, 19 November 2020
Latest date and time for lodging transfer of Consolidated Shares in order to qualify for the Rights Issue.	4:00 p.m. on Friday, 20 November 2020
Closure of the register of members of the Company for determining the entitlements to the Rights Issue	Monday, 23 November 2020 to Friday, 27 November 2020 (both days inclusive)
Record Date for the Rights Issue	Friday, 27 November 2020
Register of members of the Company re-opens	Monday, 30 November 2020
Despatch of the Prospectus Documents	Monday, 30 November 2020

Event	Time and Date
Original counter for trading in the Consolidated Shares in new board lots of 8,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens.	9:00 a.m. on Wednesday, 2 December 2020
Parallel trading in the Consolidated Shares (in the form of new share certificates in board lots of 8,000 Consolidated Shares and existing share certificates in board lots of 400 Consolidated Shares) commences	9:00 a.m. on Wednesday, 2 December 2020
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 2 December 2020
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Wednesday, 2 December 2020
Latest time for splitting of PAL(s)	4:00 p.m. on Friday, 4 December 2020
Last day of dealings in nil-paid Rights Shares.....	4:00 p.m. on Wednesday, 9 December 2020
Latest date and time for lodging transfer document of nil-paid Rights Shares in order to qualify for the Unsubscribed Shares Arrangement	4:00 p.m. on Monday, 14 December 2020
Latest Time for Acceptance of and payment for the Rights Issue.....	4:00 p.m. on Monday, 14 December 2020
Latest Time for Termination of the Underwriting Agreement and for the Rights Issue to become unconditional	4:30 p.m. on Tuesday, 15 December 2020
Announcement of the number of Unsubscribed Rights Shares and the NQS Unsold Rights Shares subject to the Unsubscribed Shares Arrangement	Friday, 18 December 2020
Commencement of placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent.....	Monday, 21 December 2020

Event**Time and Date**

Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) ends	4:10 p.m. on Tuesday, 22 December 2020
Parallel trading in the Consolidated Shares (in the form of new share certificates in the board lots of 8,000 Consolidated Shares and existing share certificates in the board lots of 400 Consolidated Shares) ends	4:10 p.m. on Tuesday, 22 December 2020
Latest time of placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent.....	Wednesday, 23 December 2020
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares.....	Monday, 28 December 2020
Announcement of results of the Rights Issue (including results of the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the amount of the Net Gain per Unsubscribed Rights Share and per NQS Unsold Rights Share under the Unsubscribed Shares Arrangement).....	Monday, 28 December 2020
Refund cheques, if any, to be despatched (if the Rights Issue is terminated).....	Tuesday, 29 December 2020
Despatch of share certificates for fully-paid Rights Shares	Tuesday, 29 December 2020
Dealings in fully-paid Rights Shares commence	9:00 a.m. on Wednesday, 30 December 2020
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of the odd lots of the Consolidated Shares.....	Thursday, 7 January 2021
Payment of Net Gain to relevant No Action Shareholder(s) (if any).....	Monday, 11 January 2021

* Pursuant to section 598(3) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), in calculating the period of notice required of appointment of proxy, no account is to be taken of any part of a day that is a public holiday.

Note: All times and dates in this circular refer to Hong Kong local times and dates. In the event that any special circumstances arise, such dates and deadlines may be adjusted by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the GEM website of the Stock Exchange and on the website of the Company as and when appropriate.

CHANGES OF BOOK CLOSURE PERIODS AND THE RECORD DATE

The Shareholders should note that as a result of the change in the expected timetable:

- (i) the register of members of the Company will be closed from Tuesday, 10 November 2020 to Monday, 16 November 2020 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM;
- (ii) the register of members of the Company will be closed from Monday, 23 November 2020 to Friday, 27 November 2020 (both days inclusive) for determining the entitlements to the Rights Issue; and
- (iii) the Record Date for determining entitlements to the Rights Issue will be Friday, 27 November 2020.

No transfer of Shares will be registered during the above book closure periods.

EXTENSION LETTERS IN RELATION TO THE UNDERWRITING AGREEMENT AND THE PLACING AGREEMENT

As a result of the revisions to the expected timetable as set out above, on 22 October 2020, the Company and each of the Underwriter and the Placing Agent entered into an extension letter to reflect the changes of the relevant dates for the Rights Issue as referred to in each of the Underwriting Agreement and the Placing Agreement, respectively. Save for such amendments, all other terms and conditions of each of the Underwriting Agreement and the Placing Agreement shall remain unchanged.

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

Hong Kong, 22 October 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.