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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



潮商證券有限公司
ChaoShang Securities Limited

The Board is pleased to announce that all the conditions precedent to the Placing have been fulfilled and the completion of the Placing took place on 26 November 2018, and all the 72,600,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.2 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement (the “**Announcement**”) of Royal Century Resources Holdings Limited (the “**Company**”) dated 1 November 2018 in respect of the Placing. Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING

The Board is pleased to announce that all the conditions precedent to the Placing have been fulfilled and the completion of the Placing took place on 26 November 2018, and all the 72,600,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.2 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial Shareholder (as defined under the GEM Listing Rules) immediately after the completion of the Placing.

The gross proceeds from the Placing is approximately HK\$14.5 million, and the net proceeds from the Placing, after deducting the placing commission and other expenses in connection with the Placing from the gross proceeds, is approximately HK\$13.8 million which is intended to be used for purchase of construction equipment for leasing purposes.

EFFECTS ON SHAREHOLDING STRUCTURE

The 72,600,000 Placing Shares represent (i) 20.00% of the total number of issued Shares immediately before the completion of the Placing; and (ii) approximately 16.67% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares.

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>No. of shares</i>	<i>Approx. % (Note 3)</i>	<i>No. of shares</i>	<i>Approx. % (Note 3)</i>
Substantial Shareholders				
Superb Smart Limited (<i>Note 1</i>)	81,440,000	22.44	81,440,000	18.70
Time Vanguard Holdings Limited (<i>Note 2</i>)	50,000,000	13.77	50,000,000	11.48
Mr. Wang Shengdong	45,484,000	12.53	45,484,000	10.44
Public Shareholders				
The Placees	-	-	72,600,000	16.67
Other public Shareholders	<u>186,076,000</u>	<u>51.26</u>	<u>186,076,000</u>	<u>42.71</u>
Total	<u>363,000,000</u>	<u>100.00</u>	<u>435,600,000</u>	<u>100.00</u>

Notes:

1. Superb Smart Limited is wholly-owned by Ms. Zheng Juhua.
2. Time Vanguard Holdings Limited is wholly-owned by China Huarong International Holdings Limited (“**Huarong International**”). Huarong International is jointly-owned as to 11.9% by Huarong Zhiyuan Investment & Management Co., Ltd. (“**Huarong Zhiyuan**”) and 88.1% by Huarong Real Estate Co., Ltd. (“**Huarong Real Estate**”). Each of Huarong Zhiyuan and Huarong Real Estate is wholly-owned by China Huarong Asset Management Co., Ltd.
3. The percentages are subject to rounding errors.

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

Hong Kong, 26 November 2018

As at the date of this announcement, the executive Directors are Mr. Chan Chi Yuen (Chairman), Mr. Liu Rongsheng (Chief Executive Officer), 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 the 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.