
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in n **Royal Century Resources Holdings Limited**, you should at once hand this circular with the enclosed forms of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for the securities of the Company.

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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) VERY SUBSTANTIAL DISPOSAL IN RELATION TO
THE DISPOSAL OF PROPERTY;
AND
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held on Friday, 21 July 2023 at 11:00 a.m. at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company’s share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the website of the Stock Exchange at www.hkex.com.hk for at least 7 days from the date of its posting and on the website of the Company at www.royalcentury.hk.

23 June 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the Board of Directors
“Business Day(s)”	a day on which banks in Hong Kong are open for normal banking business (excluding Saturdays, Sundays and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.)
“Company”	Royal Century Resources Holdings Limited (仁德資源控股有限公司), a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on GEM
“Completion”	the completion of the Disposal
“Completion Date”	29 September 2023 (or such other date to be agreed by the Vendor and Purchaser)
“Conditions Precedent”	the conditions precedent to the Completion
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Consideration”	the cash consideration payable by the Purchaser to the Vendor pursuant to the Sale and Purchase Agreement
“Disposal”	the sale and purchase of the Property under the Sale and Purchase Agreement
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 21 July 2023, at 11:00 a.m. for the purpose of considering and, if thought fit, approving, among other matters, the Disposal
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Latest Practicable Date”	20 June 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Property”	the property located at Workshop A, 5/F, Tontex Industrial Building, 2-4 Sheung Hei Street, San Po Kong, Hong Kong with a gross floor area of approximately 5,500 square feet
“Purchaser”	Lucky Smart Capital Investment Limited, a private company incorporated in Hong Kong with limited liability and wholly owned by Mr. Chan Tat Wah
“Remaining Group”	the Group immediately after Completion
“Sale and Purchase Agreement”	the sale and purchase agreement dated 31 March 2023 entered into between the Vendor and the Purchaser relating to the sale and purchase of the Property
“SFO”	Securities and Futures Ordinance (chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in the GEM Listing Rules
“Valuer”	Asset Appraisal Limited, an independent valuer
“Vendor”	Kate China Property Consultants Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chan Chi Yuen (*Chairman*)

Mr. Wang Jun

Independent non-executive Directors:

Mr. Chan Chiu Hung Alex

Mr. Wu Zhao

Mr. Lam Cheok Va

Registered Office:

Suite 2201, 22/F.

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

23 June 2023

To the Shareholders

Dear Sir or Madam,

**(I) VERY SUBSTANTIAL DISPOSAL IN RELATION TO
THE DISPOSAL OF PROPERTY;**

AND

(II) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement dated 31 March 2023 in relation to the Disposal.

The purpose of this circular is to provide you with, among other things, (i) further details on the Disposal; (ii) financial information on the Group; (iii) valuation report on the Property; and (iv) the notice of the EGM.

LETTER FROM THE BOARD

THE DISPOSAL

On 31 March 2023 (after trading hours of the Stock Exchange), the Vendor, being an indirect wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Purchaser, pursuant to which the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to dispose of, the Property at a consideration of HK\$30,000,000.

THE SALE AND PURCHASE AGREEMENT

Set out below are the principal terms of the Sale and Purchase Agreement:

Date: 31 March 2023 (after the trading hours)

Parties: (i) the Purchaser; and

(ii) the Vendor.

(collectively, the “**Parties**”)

The Property

The Property is an industrial unit and is situated at Workshop A, 5/F, Tontex Industrial Building, 2-4 Sheung Hei Street, San Po Kong, Hong Kong with a gross floor area of approximately 5,500 square feet.

The Property was acquired by the Group in 2015. The original acquisition cost was HK\$22.4 million and the vendor at that time was Topost Limited. According to the information publicly available, the ultimate beneficial owner of Topost Limited in 2015 was Ms. Ng Sze Man. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, Topost Limited and its ultimate beneficial owner are independent third parties. To the best of the Directors’ knowledge, information and belief, Topost Limited does not have any relationship with the Purchaser.

LETTER FROM THE BOARD

The Property was held by the Group for investment purpose and rented out for rental income. The Property will be sold with the existing tenancy. The profit/loss generated from the rental income of the Property for each of the two financial years ended 31 March 2021 and 31 March 2022 are set out below:

	For the year ended	
	31 March	
	2021	2022
	HK\$'000	HK\$'000
Property		
Profit/(loss) before taxation	1,997	(121)
Profit/(loss) after taxation	1,899	(233)

The loss before taxation for the year ended 31 March 2022 was mainly due to the decrease in the fair value of the Property of approximately HK\$800,000.

Consideration and Payment Terms

The consideration of HK\$30,000,000 shall be paid by the Purchaser to the Vendor in the following manner:

- (i) HK\$6,000,000 shall be paid by the Purchaser to the Vendor on the date of signing the Sale and Purchase Agreement as deposit; and
- (ii) the balance in the sum of HK\$24,000,000 shall be paid by the Purchaser to the Vendor on the Completion Date.

As at the Latest Practicable Date, the Vendor has received the deposit of HK\$6.0 million. The consideration was determined after arm's length negotiations between the Vendor and the Purchaser by reference to, among other things, the valuation of the Property of approximately HK\$29.5 million as at 31 March 2023 based on market approach conducted by the Valuer and the market value of comparable properties in Hong Kong.

The valuation report issued by the Valuer in relation to the Property is set out in Appendix IV.

LETTER FROM THE BOARD

Conditions Precedent

Completion shall be conditional upon:

- (i) if necessary, the passing of the necessary ordinary resolution(s) by the Shareholders who are entitled to vote and not required to be abstained from voting under the GEM Listing Rules at a general meeting of the Company to be convened and held to approve the Sale and Purchase Agreement and the transactions contemplated thereunder, and all other consents and acts required to be obtained by the Company under the GEM Listing Rules and/or other applicable laws and regulations having been obtained and contemplated or, as the case may be, the relevant waiver from compliance with any of such rules having been obtained from the Stock Exchange;
- (ii) all necessary consents and approvals required to be obtained on the part of the Vendor, the Purchaser and the Company in respect of the Sale and Purchase Agreement and the transactions contemplated thereby having been obtained; and
- (iii) the Purchaser shall procure that all information and documents required pursuant to the GEM Listing Rules, and other applicable rules, codes and regulations whether in connection with the preparation of all circulars, reports, documents, independent advice or otherwise are duly given promptly to the Vendor.

None of the above conditions could be waived. If the conditions set out in (i) and (ii) have not been satisfied on or before 12:00 noon on 29 September 2023 or such later date as the Parties may agree in writing, the Sale and Purchase Agreement shall cease and determine and the Vendor shall forthwith refund the deposit without interest to the Purchaser. Neither party shall have any obligations and liabilities towards each other hereunder save for any antecedent breaches of the terms hereof.

Completion

Subject to the fulfillment of the Conditions Precedent, the Completion shall take place on the Completion Date.

INFORMATION OF THE PARTIES

Information of the Purchaser

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner, Mr. Chan Tat Wah, are third parties independent of the Company and its connected persons. The Purchaser is an investment holding company. Mr. Chan Tat Wah, a Hong Kong permanent resident and a merchant, is the former chairman of the Group. He was appointed as the executive director of the Company in July 2013 and resigned from the position in November 2015.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, Mr. Chan Tat Wah has extensive experience in investing in the real estate industry of Hong Kong. He approached the Group expressing his interest in acquiring the Property in early 2023. The Directors also consider this as a valuable opportunity to realise the value of the Property at a favourable price.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, there is, and in the past twelve months, there has been, no material loan arrangement between (a) the Purchaser and/or Mr. Chan Tat Wah; and (b) the Company, any connected person at the Company's level and/or any connected person of the Company's subsidiaries involved in the transaction contemplated under the Sale and Purchase Agreement.

Information of the Company, the Group and the Vendor

The Company is an investment holding company while the Group is principally engaged in (i) provision of fitting out and engineering, design and procurement of furnishings and related products services ("**Design, fitting out and Engineering Services**"), (ii) leasing of construction equipment ("**Construction Equipment Leasing**"), (iii) sourcing and merchandising of fine and rare wines ("**Wine Merchandising**"); and (iv) provision of financial services ("**Financial Services Business**").

Design, Fitting out and Engineering Services

The Group provides design, fitting out and engineering services to contractors in both private and public sectors who are involved in a variety of construction projects such as public housing maintenance, improvement and vacant flat refurbishment works and services etc.

Construction Equipment Leasing

The Group place orders to the manufacturers for the production of batches of scaffolding equipment for leasing out to the customers who are engaged in construction and engineering contracts/projects. The Group would approach and negotiate with the customers for the lease of scaffolding equipment in Hong Kong for rental income and, if requested, for the provision of installation services.

Wine Merchandising

The Group procures a variety of wines from different wine suppliers and sells the relevant wine products to both individual and corporate customers.

LETTER FROM THE BOARD

Financial Services Business

The Financial Services Business comprises securities business and money lending business. The Group carries out the securities business at a prudent management approach for introducing brokerage services to both individual and corporate clients in return for commission income. The Group provides money lending services to both individual and corporate clients at a prudent management approach. The income from the Financial Services Business attributes a low level of contributions to the Group's revenue.

The Vendor

The Vendor is an indirect wholly-owned subsidiary of the Company with the principal business of property investment holding.

FINANCIAL EFFECTS OF THE DISPOSAL

The carrying value of the Property as shown in the audited consolidated accounts of the Company as at 31 March 2022 was approximately HK\$26.2 million. Subject to review and confirmation by the auditors, and upon Completion, the Group is expected to record a gain of approximately HK\$3.8 million from the Disposal, which is calculated based on the Consideration received by the Group for the Disposal less the carrying value of the Property as at 31 March 2022 before any related expenses.

Earnings

Upon Completion, the Group will cease to receive monthly rental income of approximately HK\$75,000. It is expected that there will be an increase in cash being the net proceeds from the Disposal.

Assets and Liabilities

Upon Completion, the book value of investment properties which is classified as non-current assets of the Group will be reduced by the book value of the Property. Part of the proceeds will be applied to repay some of the liabilities as described in the section headed "Intended use of proceeds" as below.

LETTER FROM THE BOARD

INTENDED USE OF PROCEEDS

It is estimated that the net proceeds from the Disposal (after deduction of agency fees, legal fees and ancillary expenses) would be approximately HK\$29.4 million. The Company intends to use the net proceeds from the Disposal as follows: (i) approximately HK\$5.0 million for repayment of borrowing (the “**Borrowing**”), (ii) approximately HK\$5.0 million for repayment of payables and accruals (the “**Payables and Accruals**”), and (iii) approximately HK\$19.4 million as general working capital of the Group, which will mainly be used for the expenses and daily operation reserve of the leasing of construction equipment business and the design, fitting out and engineering services business. It is expected that the net proceeds of approximately HK\$29.4 million would be fully utilised by the end of 30 April 2025.

The Borrowing was obtained from a Hong Kong licensed financial institution and was used as working capital for the Group. The outstanding Borrowing is a three-year loan with an annual interest rate of 5% and will mature in April 2025. The Company intends to repay the Borrowing on or before maturity date. The Payables and Accruals comprise of operating expenses incurred in the ordinary and usual course of business of the Group such as operating costs and project costs, some of which will fall due in the third quarter of 2023.

REASONS AND BENEFITS OF THE DISPOSAL

Subject to review and confirmation by the auditors, the Group is expected to record a gain of approximately HK\$3.8 million from the Disposal, which is calculated based on the consideration received by the Group for the Disposal less the carrying value of the Property as at 31 March 2022 before any related expenses.

The Directors believe that the Disposal represents a valuable opportunity for the Company to realise the value of the Property at a favourable price and the proceeds from the Disposal may improve the financial position of the Group and provide additional general working capital to the Group.

The Directors consider that the terms of the Sale and Purchase Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Disposal is more than 75%, the Disposal constitutes a very substantial disposal of the Company under the GEM Listing Rules.

LETTER FROM THE BOARD

EGM

EGM will be held to consider and approve, among other matters, the Sale and Purchase Agreement and the transactions contemplated thereunder.

A notice convening the EGM to be held on Friday, 21 July, 2023 at 11:00 a.m. at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange's website at www.hkex.com.hk and the Company's website at www.royalcentury.hk. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the EGM on the Stock Exchange's website at www.hkex.com.hk and the Company's website at www.royalcentury.hk under Rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM or any adjournment thereof, the register of members of the Company will be closed from Tuesday, 18 July 2023 to Friday, 21 July 2023, both days inclusive, during which period no transfer of Shares will be registered.

In order to qualify for the right to attend and vote at the EGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Monday, 17 July 2023.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Sale and Purchase Agreement and the transactions thereunder.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Completion is subject to fulfilment of the Conditions Precedent, and the Disposal may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

Your faithfully,
By Order of the Board
Royal Century Resources Holdings Limited
Chan Chi Yuen
Chairman

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three financial years ended 31 March 2020, 2021 and 2022 and the nine months ended 31 December 2022 are set out in the following documents which have been published on both the GEM website at www.hkgem.com and the Company's website at www.royalcentury.hk:

- the annual report of the Company for the year ended 31 March 2020 published on 30 June 2020 (pages 75 to 198) (hyperlink: <https://www1.hkexnews.hk/listedco/listconews/gem/2020/0630/2020063000751.pdf>);
- the annual report of the Company for the year ended 31 March 2021 published on 30 June 2021 (pages 74 to 190) (hyperlink: <https://www1.hkexnews.hk/listedco/listconews/gem/2021/0630/2021063000201.pdf>);
- the annual report of the Company for the year ended 31 March 2022 published on 30 June 2022 (pages 88 to 202) (hyperlink: <https://www1.hkexnews.hk/listedco/listconews/gem/2022/0630/2022063000045.pdf>); and
- the third quarterly report of the Company for the nine months ended 31 December 2022 published on 14 February 2023 (pages 2 to 16) (hyperlink: <https://www1.hkexnews.hk/listedco/listconews/gem/2023/0214/2023021400003.pdf>).

2. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the financial resources available, including internal resources, the net proceeds to be received from the Disposal and the existing credit facilities available, the Remaining Group has sufficient working capital for its requirements for at least the next 12 months from the date of this circular.

3. INDEBTEDNESS STATEMENT**Statement of Indebtedness**

As at the close of business on 30 April 2023, being the most recent practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the indebtedness of the Group was as follows:

Borrowings

At the close of business on 30 April 2023, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the Group had unsecured interest bearing borrowing of approximately HK\$5,000,000.

Pledge of assets and restricted bank deposits

At the close of business on 30 April 2023, the Group had no pledged assets and no restricted bank deposits.

Debt securities

At the close of business on 30 April 2023, the Group had no debt securities.

Lease liabilities

At the close of business on 30 April 2023, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the Group had outstanding lease liabilities of approximately HK\$8,221,000.

Contingent liabilities

The Group did not have any material contingent liabilities as at the close of business on 30 April 2023.

Save as aforesaid, at the close of business on 30 April 2023, being the most recent practicable date for the purpose of this indebtedness statement prior to the printing of this circular, and apart from the intra-group liabilities, the Group did not have any debt securities issued and outstanding, any authorised or otherwise created but unissued, term loans, other borrowings, indebtedness in nature of borrowings including bank overdrafts, liabilities under acceptances (other than normal trade bills) or acceptance credits, hire purchase commitments, debentures, mortgages, charges, recognised lease liabilities, which are either guaranteed, unguaranteed, secured, or unsecured, or other material contingent liabilities or guarantees outstanding.

4. MATERIAL ADVERSE CHANGE

Save as disclosed in the third quarterly report of the Company for the nine months ended 31 December 2022, as at the Latest Practicable Date, the Directors confirm that there was no material change in the financial or trading position or outlook of the Group since 31 March 2022, being the date to which the latest published audited consolidated accounts of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**Design, fitting out and engineering services**

During the nine months ended 31 December 2022, the Group recorded revenue from the design, fitting out and engineering services of approximately HK\$35.4 million, of which, revenue generated from the provision of public housing maintenance, improvement and vacant flat refurbishment works and services has increased and amounted to approximately HK\$27.4 million. Such increase was mainly attributable to the increase in number of the public housing estates service contracts awarded alongside with the commencement of the new 3-year term contract during the period.

The Group expects the revenue from the provision of public housing maintenance, improvement and vacant flat refurbishment works and services to have a steady growth and maintains a sustainable stream of income to the Group in the long run.

Besides the public housing maintenance, improvement and vacant flat refurbishment works and services, the Group continues to establish and maintain business relationship with the existing individual or commercial customers as well as other contractors for the provision of design, fitting out and engineering services. Apart from fitting out works, the Group has commenced a waterproofing works and maintenance services contract from the Housing Authority which is expected to be completed in the coming quarter or early next financial year. The Group has further been invited to submit tenders and is optimistic to secure further waterproofing works and maintenance services contracts from the Housing Authority.

However, due to the fierce industry competition and the depressed situation of the local economy resulting from the erratic development of the COVID-19 pandemic which affects the sentiment of the end customers in planning of design and fitting out activities, the contracts/projects awarded from the private sector were with lower contract sum when compared with the corresponding period in the last year. Nevertheless, following the relaxation of control measures and resumption to normal in response to the retreat of COVID-19 pandemic, the management is optimistic on the recovery of the local economy and the business opportunities arising therefrom.

Leasing of construction equipment

Due to the erratic development of the COVID-19 pandemic leading to the slowdown of the local economic recovery, the progress of certain construction projects has been delayed, which affects the lease out rate of the Group's scaffolding equipment. During the nine months ended 31 December 2022, rental income from the leasing of scaffolding equipment has decreased.

The Group has been actively seeking for potential customer(s) and negotiating with both existing and potential customers for new rental orders during the period. Although the Group has concluded certain rental orders with customers, the project size was smaller.

The Group has been making effort in fostering and maintaining the business relationship and cooperations with the existing customers in order to have recurring orders from the existing customers. Following the relaxation of control measures and resumption to normal in response to the retreat of COVID-19 pandemic, the Group is optimistic that the local economy would be recovered and construction works will gradually be increased over time. The management expects certain of the lagged construction projects would catch up their progress, leading to increase in demand for the scaffolding equipment.

Wines merchandising

Despite certain measures in response to the COVID-19 pandemic on restriction of social gathering and operation of food and beverage facilities have been relaxed during the period, the end customers' consumption of fine and rare wines had been affected, resulting in a decrease of the Group's revenue from the wines merchandising.

The reallocation of the Group's resources to the design, fitting out and engineering services and the leasing of construction equipment further compounded the decrease in revenue from the wines merchandising. The Group expects the wines merchandising would be carried out at a moderate level in the short run.

Financial services

The Group continues to adopt a prudent management approach to carry out the financial services business in order to minimize its credit risk exposure while proactively exploring and seeking for high creditworthiness customers to ensure a healthy development in its money lending, securities advisory services, securities dealing and brokerage services and assets management services business.

As at 31 December 2022, the Group's money lending business maintains a loan portfolio with principal amount of approximately the same level as at 31 March 2022.

Certain commission income was also recognised from the introducing brokerage services during the nine months ended 31 December 2022.

6. MANAGEMENT DISCUSSION AND ANALYSIS OF THE REMAINING GROUP

There will be no change to the principal business of the Remaining Group as a result of the Disposal. Upon the Completion, the Remaining Group will continue to be principally engaged in the business of (i) provision of design, fitting out and engineering services comprising design, fitting out, engineering and procurement of furnishings and related products services, (ii) leasing of construction equipment and provision of related installation services, (iii) sourcing and merchandising of fine and rare wines and (iv) provision of financial services.

Set out below is the management discussion and analysis on the Remaining Group.

Business review

During the year ended 31 March 2022, the Group recorded other income of approximately HK\$952,000, which was mostly derived from the rental income generated from the Property. Hypothetically, if the Property was sold on the first day for the year ended 31 March 2022, the other income of the Remaining Group would be reduced to approximately HK\$44,000. As the rental income does not form part of the revenue of the Group, the revenue of the Remaining Group shall remain the same as the Group.

Segment Information

During the year ended 31 March 2022, the revenue of the Group was categorized into the following segments, (i) design, fitting out and engineering services; (ii) leasing of construction equipment; (iii) sourcing and merchandising of fine and rare wines; and (iv) financial services, the revenue of each of the abovementioned category amounted to approximately HK\$33,785,000, HK\$13,341,000, HK\$9,977,000 and HK\$557,000, respectively. As the rental income of the Group does not form part of the revenue of the Group, the revenue generated from each of the segment of the Remaining Group shall be the same as the Group.

Liquidity and Financial Resources

The Group had non-current assets amounted to approximately HK\$61,412,000, mainly comprised of investment properties that amounted to approximately HK\$26,200,000 as at 30 September 2022. Hypothetically, if the Property was sold on 30 September 2022, the investment properties of the Remaining Group would amount to HK\$0 and thereby the total non-current assets of the Remaining Group as at 30 September 2022 would be reduced to approximately HK\$35,212,000.

The Group had cash and bank balances amounted to approximately HK\$6,394,000 as at 30 September 2022. Hypothetically, if the Property was sold on 30 September 2022, the cash and bank balances of the Remaining Group should be increased to approximately HK\$35,794,000, representing an increase of approximately 459.8%.

The current liabilities of the Group as at 30 September 2022 amounted to approximately HK\$17,307,000 and the current liabilities of the Remaining Group remained as approximately HK\$17,307,000.

The interest-bearing borrowings for the Remaining Group amounted to approximately HK\$5,000,000 as at 30 September 2022 which bears interest at a rate of 5% per annum and is matured for repayment in April 2025. The gearing ratio of the Group was approximately 29.7% calculated by dividing total borrowings (being the total of lease liabilities and interest-bearing borrowings) by total equity as at 30 September 2022. As the Group did not borrow for the Property nor charge any part of it as security for any borrowings, the interest-bearing borrowings and the gearing ratio of the Remaining Group shall remain the same as the Group.

The Property did not form any part of the pledge/charge to secure any borrowings of the Group.

The Remaining Group did not have any committed borrowing facilities.

As at 30 September 2022, the net assets of the Group amounted to approximately HK\$60,604,000. Hypothetically, if the Property was sold on 30 September 2022, the net assets of the Remaining Group should be increased to approximately HK\$63,804,000.

Capital Structure

As at 30 September 2022, the capital of the Group comprised only ordinary shares.

Significant Investment held by the Remaining Group

The Remaining Group did not have significant investment as at 30 September 2022.

Significant Investments, Acquisitions and Disposal

The Remaining Group did not have significant investment, acquisition and disposal of assets and/or subsidiaries as at 30 September 2022.

The Remaining Group did not have any material acquisitions and disposal of associates and joint ventures as at 30 September 2022.

Treasury Policies

As for the treasury policies, the objectives of the Remaining Group when managing capital were to safeguard the ability of the Remaining Group to maintain an optimal capital structure to reduce the cost of capital. The Remaining Group generally financed its operations with internally generated resources and borrowings provided by third parties. The Remaining Group endeavours to monitor its cash flow position, and to improve the cost-efficiency of funding initiatives by its treasury function.

Exposure to Fluctuations in Exchange Rates

All of the Remaining Group's assets, liabilities and transactions are mainly denominated either in HK\$ or Renminbi. The Directors do not consider that the Remaining Group is exposed to any material foreign currency exchange risk. Therefore, no hedging devices or any other alternatives have been implemented.

Charge on the Remaining Group Assets

As at 30 September 2022, the Remaining Group did not have any charges on the assets.

Future Plans for Material Investments or Capital Assets

The Remaining Group will continue to focus on the existing segments and allocate resources carefully in different business segments to optimize the business and investment strategies.

Contingent Liabilities and Guarantee

The Remaining Group did not have any contingent liabilities as at 30 September 2022.

Employees and Remuneration Policies

As the Property, together with the business operations of the Remaining Group, were collectively managed by the human resources of the Group, the number and remuneration of the employees of the Group and the Remaining Group would be the same.

As at 30 September 2022, the Group employed 34 employees with the total remuneration for the six months ended 30 September 2022 amounted to approximately HK\$5.8 million. The employee's remuneration was determined by reference to the market salary of their respective experience and performance. The Remaining Group provided training to its employees to improve and upgrade their management and professional skills. On top of regular remuneration, the Remaining Group also offers discretionary bonus and adopts a share option scheme which enables the grant of options to employees as incentives or rewards for their contributions. As at 30 September 2022, no options were granted or outstanding pursuant to the share option scheme.

A. UNAUDITED PROFIT OR LOSS STATEMENT OF THE PROPERTY

In accordance with Rule 19.68(2)(b)(i) of the GEM Listing Rules, the unaudited profit and loss statement on the identifiable net income stream of the Property for the years ended 31 March 2020, 2021 and 2022 and the nine months ended 31 December 2021 and 2022 respectively are set out below:

	Year ended 31 March			Nine months ended 31 December	
	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Revenue	782	834	870	648	664
Cost of sales	<u>(104)</u>	<u>(164)</u>	<u>(118)</u>	<u>(89)</u>	<u>(95)</u>
Gross profit	678	670	752	559	569
Other income	32	34	38	32	33
Change in fair value of investment property	(2,600)	1,400	(800)	–	–
Administrative expenses	<u>(117)</u>	<u>(107)</u>	<u>(111)</u>	<u>(64)</u>	<u>(57)</u>
Profit (Loss) before income tax	(2,007)	1,997	(121)	527	545
Income tax	<u>68</u>	<u>(98)</u>	<u>(112)</u>	<u>–</u>	<u>–</u>
Profit (Loss) for the year	<u><u>(1,939)</u></u>	<u><u>1,899</u></u>	<u><u>(233)</u></u>	<u><u>527</u></u>	<u><u>545</u></u>

Note: The cost of sales represents the related utilities charges, building management fee, government rent and rates, and water charge while the other income represents the electricity/water chargeable to the tenants.

The Company has engaged Mazars CPA Limited, the reporting accountants of the Company, to conduct the agreed-upon procedures engagement on the compilation of the unaudited profit or loss statement of the Property in accordance with the Hong Kong Standard on Related Services 4400 (Revised), Agreed-Upon Procedures Engagements, issued by the Hong Kong Institute of Certified Public Accountants. Mazars CPA Limited has (i) obtained the profit or loss statement of the Property for each of the years ended 31 March 2020, 2021 and 2022 and the nine months ended 31 December 2021 and 2022 respectively (the “**Relevant Periods**”) (the “**Schedules**”) prepared by the management of the Company, and found the amounts in the Schedules to be arithmetically accurate; (ii) compared the revenue shown on the Schedules to the relevant amounts in the underlying ledger of the Vendor provided by the management of the Company for the Relevant Periods and found them to be in agreement; (iii) compared the aggregate amounts of other operating expense (income) shown on the Schedules to the aggregate amount of the relevant amounts in the underlying ledger of the Vendor provided by the management of the Company for the Relevant Periods and found them to be in agreement; and (iv) reported their factual findings based on the agreed-upon procedures to the Directors. Since the agreed-upon procedures were agreed by the Directors and Mazars CPA Limited and the findings on the agreed-upon procedures were reported solely for the information of the Directors, they should not be used or relied upon by any other parties for any other purposes.

B. VALUATION OF THE PROPERTY

The valuation report of the Property as at 31 March 2023 is disclosed in Appendix IV to this circular.

**I. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING
GROUP****A. INTRODUCTION**

The following unaudited pro forma financial information has been prepared by Royal Century Resources Holdings Limited (the “**Company**”) to illustrate (i) the net assets of the Company and its subsidiaries as if the proposed disposal of a property located at Workshop A, 5/F, Tontex Industrial Building, 2-4 Sheung Hei Street, San Po Kong, Hong Kong (the “**Property**”) had been completed on 30 September 2022 (the “**Proposed Disposal**”) (hereinafter collectively referred to as the “**Remaining Group**”); and (ii) the profit or loss of the Remaining Group for the year ended 31 March 2022 as if the Proposed Disposal had been completed on 1 April 2021. Details of the Proposed Disposal are set out in the “**Letter from the Board**” contained in the circular dated 23 June 2023 the “**Circular**”) issued by the Company.

The unaudited pro forma financial information is prepared based on (i) the unaudited consolidated statement of financial position of the Group as at 30 September 2022 as extracted from the interim report of the Company for the six months ended 30 September 2022 after taking into account the pro forma adjustments relating to the Proposed Disposal as if the Proposed Disposal had been completed on 30 September 2022; and (ii) the audited consolidated statement of profit or loss of the Group for the year ended 31 March 2022 as extracted from the annual report of the Company for the year ended 31 March 2022 after taking into account the pro forma adjustments relating to the Proposed Disposal as if the Proposed Disposal had been completed on 1 April 2021.

The unaudited pro forma financial information is presented after making pro forma adjustments that are clearly shown and explained, directly attributable to the Proposed Disposal and not relating to future events or decisions, factually supportable and clearly identified as to those have/have no continuing effect on the Remaining Group.

The unaudited pro forma financial information, which has been prepared by the directors of the Company in accordance with paragraph 7.31(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “**Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars**” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) for the purposes of illustrating the effect of the Proposed Disposal, is based on a number of assumptions, estimates and uncertainties. As a result of these assumptions, estimates and uncertainties, it may not give a true picture of (i) the financial position of the Remaining Group as at 30 September 2022 or at any future date had the Proposed Disposal been completed on 30 September 2022; or (ii) the financial performance of the Remaining Group for the year ended 31 March 2022 or any future period had the Proposed Disposal been completed on 1 April 2021.

The unaudited pro forma financial information should be read in conjunction with the historical financial information of the Group as set out in the interim report of the Company for the six months ended 30 September 2022, the annual report of the Company for the year ended 31 March 2022 and other financial information included elsewhere in the Circular.

**B. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF NET ASSETS OF
THE REMAINING GROUP**

	The Group as at 30 September 2022 <i>HK\$'000</i> (Unaudited) <i>Note 1</i>	Pro forma adjustments <i>HK\$'000</i> (Unaudited) <i>Note 2</i>	Pro forma Remaining Group as at 30 September 2022 <i>HK\$'000</i> (Unaudited)
NON-CURRENT ASSETS			
Property, plant and equipment	18,381		18,381
Investment property	26,200	(26,200)	–
Right-of-use assets	11,054		11,054
Goodwill	–		–
Intangible assets	5,777		5,777
	<u>61,412</u>		<u>35,212</u>
CURRENT ASSETS			
Loan and interest receivables	5,427		5,427
Inventories	2,117		2,117
Trade and other receivables	10,784		10,784
Contract assets	5,194		5,194
Cash and bank balances	6,394	29,400	35,794
	<u>29,916</u>		<u>59,316</u>
CURRENT LIABILITIES			
Trade and other payables	11,274		11,274
Contract liabilities	175		175
Income tax payable	93		93
Lease liabilities	5,765		5,765
	<u>17,307</u>		<u>17,307</u>
NET CURRENT ASSETS	<u>12,609</u>		<u>42,009</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>74,021</u>		<u>77,221</u>
NON-CURRENT LIABILITIES			
Deferred tax liabilities	1,193		1,193
Lease liabilities	7,224		7,224
Interest-bearing borrowings	5,000		5,000
	<u>13,417</u>		<u>13,417</u>
NET ASSETS	<u><u>60,604</u></u>		<u><u>63,804</u></u>

APPENDIX III

UNAUDITED PRO FORMA FINANCIAL
INFORMATION OF THE REMAINING GROUP

C. UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS
OF THE REMAINING GROUP

	The Group for the year ended 31 March 2022			Pro forma Remaining Group for the year ended 31 March 2022
	HK\$'000 (Unaudited) Note 1	Pro forma adjustments		HK\$'000 (Unaudited)
	HK\$'000 (Unaudited) Note 1	HK\$'000 (Unaudited) Note 3	HK\$'000 (Unaudited) Note 4	HK\$'000 (Unaudited)
Revenue	57,660			57,660
Cost of sales	(47,758)			(47,758)
Gross profit	9,902			9,902
Other income	952		(908)	44
Other gains, net	1,266	2,400		3,666
Impairment of intangible assets	(690)			(690)
Allowance for ECL on loan and interest receivables	(377)			(377)
Allowance for ECL on trade receivables	(4,350)			(4,350)
Allowance for ECL on contract assets	(14)			(14)
Change in fair value of investment property	(800)		800	–
Administrative expenses	(26,203)		229	(25,974)
Finance costs	(622)			(622)
Loss before tax	(20,936)			(18,415)
Income tax expenses	(132)		112	(20)
Loss for the year attributable to owners of the Company	<u>(21,068)</u>			<u>(18,435)</u>

**D. NOTES TO THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE
REMAINING GROUP**

1. The unaudited consolidated statement of financial position of the Group as at 30 September 2022 is extracted from the Company's published interim report for the six months ended 30 September 2022 while the audited consolidated statement of profit or loss of the Group for the year ended 31 March 2022 is extracted from the published annual report of the Company for the year ended 31 March 2022.
2. The calculation of the estimated gain on the Proposed Disposal to be recognised in profit or loss, as if the Proposed Disposal had been completed on 30 September 2022, is as follows:

	<i>Notes</i>	<i>HK\$'000</i>
Consideration	<i>(i)</i>	30,000
Less: Estimated direct transaction costs and professional fees	<i>(ii)</i>	<u>(600)</u>
Net cash received		29,400
Less: Carrying amount of the Property as at 30 September 2022	<i>(iii)</i>	<u>(26,200)</u>
Gain on the Proposed Disposal as if the Proposed Disposal had been completed on 30 September 2022, net of estimated direct transaction costs and professional fees		<u><u>3,200</u></u>

Notes:

- (i) Amount represents the total consideration for the Proposed Disposal of HK\$30,000,000 in accordance with the sale and purchase agreement signed between Lucky Smart Capital Investment Limited and Kate China Property Consultants Limited, a subsidiary of the Company, on 31 March 2023 (the "**Agreement**") in relation to the sale and purchase of the Property.
- (ii) Amount represents the best estimates of the direct transaction costs and professional fees in relation to the Proposed Disposal amounting to HK\$600,000 by the directors of the Company.
- (iii) The carrying amount is extracted from the Company's published interim report for the six months ended 30 September 2022.

Actual gain arising from the Proposed Disposal depends on final adjustment to the carrying amount of the Property, actual transaction costs and professional fees incurred up to the date of completion of the Proposed Disposal. Therefore, the actual gain shall be different from the amount calculated in the above table.

3. The calculation of the estimated gain on the Proposed Disposal to be recognised in profit or loss, as if the Proposed Disposal had been completed on 1 April 2021, is as follows:

	<i>Notes</i>	<i>HK\$'000</i>
Consideration	<i>(i)</i>	30,000
Less: Estimated direct transaction costs and professional fees	<i>(ii)</i>	<u>(600)</u>
Net cash received		29,400
Less: Carrying amount of the Property as at 1 April 2021	<i>(iii)</i>	<u>(27,000)</u>
Gain on the Proposed Disposal as if the Proposed Disposal had been completed on 1 April 2021, net of estimated direct transaction costs and professional fees		<u><u>2,400</u></u>

Notes:

- (i) Amount represents the total consideration for the Proposed Disposal of HK\$30,000,000 in accordance with the Agreement.
- (ii) Amount represents the best estimates of the direct transaction costs and professional fees in relation to the Proposed Disposal amounting to HK\$600,000 by the directors of the Company.
- (iii) The carrying amount is extracted from the Company's published annual report for the year ended 31 March 2021.

Actual gain arising from the Proposed Disposal depends on final adjustment to carrying amount of the Property, actual transaction costs and professional fees incurred up to the date of completion of the Proposed Disposal. Therefore, the actual gain shall be different from the amount calculated in the above table.

4. These adjustments represent the exclusion of operating results of the Property and reversal of the fair value loss on the Property for the year ended 31 March 2022 as if the Disposal had been completed on 1 April 2021.

5. The above adjustments in relation to the statement of profit or loss are not expected to have a continuing effect on the unaudited pro forma consolidated statement of profit or loss of the Remaining Group in the subsequent reporting periods.
6. The financial information contained in the unaudited pro forma consolidated statement of profit or loss relating to the year ended 31 March 2022 included in this report does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those financial statements.

The Company has delivered the financial statements for the year ended 31 March 2022 to the Registrar of Companies as required by Section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance (Cap. 622). The Company's auditor has reported on the consolidated financial statements for the year ended 31 March 2022 of the Group. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under Sections 406(2), 407(2) or 407(3) of the Companies Ordinance (Cap. 622).

The following is the text of a report, prepared for the sole purpose of inclusion in this circular, received from the independent reporting accountants, Mazars CPA Limited, Certified Public Accountants, Hong Kong.

II. INDEPENDENT REPORTING ACCOUNTANT’S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

The Board of Directors

Royal Century Resources Holdings Limited

Suite 2201, 22/F.

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Royal Century Resources Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purpose only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of net assets as at 30 September 2022 and the unaudited pro forma consolidated statement of profit or loss for the year ended 31 March 2022 and related notes as set out on pages III-1 to III-7 of the circular in connection with proposed disposal of a property located at Workshop A, 5/F, Tontex Industrial Building, 2-4 Sheung Hei Street, San Po Kong, Hong Kong (collectively the “**Proposed Disposal**”) dated 23 June 2023 (the “**Circular**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described in Part I of Appendix III to the Circular.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the Proposed Disposal on the Group’s net assets as at 30 September 2022 and its profit or loss for the year ended 31 March 2022 as if the Proposed Disposal had taken place on 30 September 2022 and 1 April 2021 respectively. As part of this process, information about the Group’s consolidated financial position as at 30 September 2022 has been extracted by the Directors from the Company’s consolidated financial statements for the six months ended 30 September 2022 on which no audit, review or accountant’s report has been published and the Group’s consolidated financial performance for the year ended 31 March 2022 has been extracted by the Directors from the Company’s consolidated financial statements for the year ended 31 March 2022 on which an audit report has been issued.

Directors' responsibility for the unaudited pro forma financial information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “*Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Reporting accountant's independence and quality management

We have complied with the independence and other ethical requirements of the “*Code of Ethics for Professional Accountants*” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

We apply Hong Kong Standard on Quality Management 1 “*Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*” which requires us to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountant's responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “*Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*” issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 7.31 of the Listing Rules and with reference to AG 7.

* *As defined in the Circular*

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in a circular is solely to illustrate the impact of a significant event or transaction on the unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions as at 30 September 2022 or 1 April 2021 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled by the Directors on the basis stated;

- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 7.31(1) of the Listing Rules.

Mazars CPA Limited

Certified Public Accountants

42/F., Central Plaza

18 Harbour Road

Wanchai, Hong Kong

Hong Kong, 23 June 2023

The following is the text of a letter and valuation certificate, prepared for the purpose of incorporation in this circular received from Asset Appraisal Limited, an independent valuer, in connection with its valuation of the Property as at 31 March 2023.



Asset Appraisal Limited
中誠達資產評值顧問有限公司

Rm 801 8/F On Hong Commercial Building
No.145 Hennessy Road Wanchai HK
香港灣仔軒尼詩道145號安康商業大廈8樓801室
Tel: (852) 2529 9448 Fax: (852) 3521 9591

23 June 2023

The Board of Directors

Royal Century Resources Holdings Limited

Suite 2201, 22/F

China Resources Building

28 Harbour Road

Wanchai

Hong Kong

Dear Sirs,

Re: Valuation of Workshop A on 5th Floor, Tontex Industrial Building, Nos. 2-4 Sheung Hei Street, San Po Kong, Kowloon, Hong Kong

In accordance with the instructions from **Royal Century Resources Holdings Limited** (the “**Company**”) to value the captioned property interests (the “**Property**”) situated in Hong Kong, we confirm that we have carried out inspection of the Property, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Property as at **31 March 2023** (the “**date of valuation**”).

BASIS OF VALUATION

Our valuation of the Property represents the market value which is defined as “*the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing where the parties had each acted knowledgeably, prudently and without compulsion*”.

TITLESHIP

We have caused searches to be made at the Hong Kong Land Registry for the Property. However, we have not verified ownerships of the Property or to verify the existence of any amendments which do not appear on the registration details retrieved by us from the Hong Kong Land Registry. All registration details have been disclosed herein for reference only. We do not accept liability for any interpretation that we have placed on such registration details which is more properly within the sphere of the legal advisers. No responsibility is assumed for any legal matters concerning legal title to the Property set out in this report.

VALUATION METHODOLOGY

The Property is valued by the comparison method where comparison based on prices realised or market prices of comparable properties is made. Comparable properties of similar size, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of capital values.

ASSUMPTIONS

Our valuation has been made on the assumption that the Group sell the Property on the market in their existing states without the benefit of deferred terms contracts, leaseback, joint ventures, management agreements or any similar arrangement which would serve to affect the value of the Property.

As the Property is held by the owner by means of long term Government lease, we have assumed that the owner has a free and uninterrupted right to use the Property for the whole of the unexpired term of its Government Lease.

Other special assumptions for our valuation (if any) would be stated out in the footnotes of the valuation certificate attached herewith.

LIMITING CONDITIONS

No allowance has been made in our report for any charges, mortgages or amounts owing on the Property nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Property is free from encumbrances, restrictions and outgoing of an onerous nature, which could affect its value.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have not carried out detailed site measurements to verify the correctness of the floor areas in respect of the Property but have assumed that the areas shown on the documents and official plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

The Property was last inspected on 15 May 2023 by the undersigned. She has inspected the exterior and, where possible, the interior of the buildings and structures of the Property. However, no structural survey has been made for them. We are not, however, able to report whether the buildings and structures inspected by us are free of rot, infestation or any structural defect. No test was carried out on any of the building services and equipment. During the site inspection, she has ascertained the following matters of the Property as at the date of site inspection:

- the general environment and development conditions of the area in which the Property is situated;
- the existing use of the Property;
- the occupancy of the Property;
- the facilities provided by the Property;
- the repair and maintenance conditions of the Property; and
- the existence of any closure order and resumption order affixed to the Property.

The market value estimate contained within this report specifically excludes the impact of environmental contamination resulting from abnormal soil movement or other causes. It is recommended that the reader of this report consult a qualified environmental auditor for the evaluation of possible environmental defects, the existence of which could have a material impact on market value.

No soil analysis or geological studies were ordered or made in conjunction with this report, nor were any water, oil, gas, or other subsurface minerals use rights or conditions investigated.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

In valuing the Property, we have complied with all the requirements contained in Chapter 8 of the Rules Governing the Listing of Securities on the Growth Enterprise Market issued by The Stock Exchange of Hong Kong Limited and the HKIS Valuation Standards (2020 Edition) published by The Hong Kong Institute of Surveyors.

We enclose herewith our valuation certificate.

Yours faithfully,
for and on behalf of
Asset Appraisal Limited

Sandra Lau

MHKIS AAPI RPS(GP)

Director

Sandra Lau is a member of the Hong Kong Institute of Surveyors, an Associate of the Australian Property Institute and a Registered Professional Surveyor in General Practice. She is on the list of Property Valuers for Undertaking Valuations for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers of the Hong Kong Institute of Surveyors, Registered Business Valuer under the Hong Kong Business Valuation Forum and has over 10 years' experience in valuation of properties in Hong Kong, in Macau and in the PRC.

VALUATION CERTIFICATE

Property held by the Group for investment

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2023 HK\$
Workshop A on 5th Floor Tontex Industrial Building Nos. 2-4 Sheung Hei Street San Po Kong Kowloon Hong Kong 1/37th shares of and in New Kowloon Inland Lot Nos. 4449, 4450 and 4726	<p>The Property comprises a workshop unit on 5th floor within a 13-storey flatted factory building of reinforced concrete construction completed in about 1965 (with an approximate age of 58 years as at the date of valuation). It is restricted for industrial use.</p> <p>The saleable area of the Property is approximately 4,325 square feet.</p> <p>The Property is held under 3 Government leases namely Conditions of Sale Nos. UB7690, UB7691 and 7774 all for a term of 99 years commencing on 1 July 1988. The Government leases have been statutorily extended to 30 June 2047 subject to an annual Government rent charged at 3% of the rateable value of the Property. As at the date of valuation, the annual Government rent of the Property was HK\$11,160.</p>	<p>As at the date of valuation, the Property was partitioned into 16 individual compartments each of which was occupied by an individual licensee under fixed term licenses or periodic licenses for workshop or storage uses. The Property is currently generating a total monthly license income of HK\$75,690 inclusive of management fee, Government rates and Government rent.</p>	29,500,000

Notes:

- The registered owner of the Property is Kate China Property Consultants Limited registered via memorial no. 15101301150182 dated 30 September 2015.
- Deed of Mutual Covenant of the subject development is registered via memorial no. UB489415 dated 27 May 1965.
- No undischarged lien, pledge, mortgage was registered against the Property as at 15 March 2023.
- The Property falls within an area currently zoned for "Other Specified Uses (BUSINESS)" purpose under Tsz Wan Shan, Diamond Hill & San Po Kong Outline Zoning Plan No. S/K11/31 approved for public inspection on 5 May 2023.
- The Property is falling within an early established industrial area concentrated with various flatted factory buildings of various ages. Highly populous housing estates are clustering at the east, north and west of the area whilst the ex-airport Kai Tak Area where massive and highly complex development projects are underway is located at the south of the area. Given the development status of its periphery, the planning authority is intended to eliminate the fire hazard and environmental impacting uses within the subject locality and to phase out existing polluting and hazardous industrial activities through town planning controls and favorable land premium pilot schemes for propelling en-bloc industrial buildings. Currently, various commercial developments are found scattering over the subject locality.

6. On 6 October 2021, the following Fire Safety Directions were issued from the Buildings Department and the Fire Services Department, respectively to the owner of the Property under Section 5 and/or Section 6 of the Fire Safety (Industrial Buildings) Ordinance (Chapter 636) in relation to certain fire safety works to be completed on or before 6 October 2022 (the “**Works Completion Date**”):
- Direction No. BD/FS/TIB/0507/21 pursuant to which the Director of Buildings direct the owner to replace or reinstate a total of 4 doors of prescribed fire resistance rating (FRR) and dimensions between the Property and the Escape Staircases of the subject building, to remove certain structures in the Escape Staircases of the subject building, to separate the subdivided units of the Property from the internal common corridor with walls of prescribed FRR and to replace all doors of the sub-divided units of the Property of prescribed FRR and dimensions;
 - Direction No. FSB/IB/60042/0109/21 pursuant to which the Director of Fire Services direct the owner to install emergency lighting within the Property and to install automatic cut-off devices to the mechanical ventilation system installed in the building; and
 - Direction No. FSB/IB/60042/0046/2021 pursuant to which the Director of Fire Services direct the owner to install or improve automatic sprinkler systems, fire hydrant/hose reel systems, manual fire alarm systems, emergency lighting systems, exit signs and directional signs in the subject building.
7. Towards the above directions, the Company has confirmed that:
- it has applied for extension and pending for the approval from the Buildings Department to extend the Works Completion Date in relation to those fire safety works mentioned in Direction No. BD/FS/TIB/0507/21 which include certain works in the common area of the subject building being in negotiation with the owners of the subject building;
 - it has applied for extension and pending for the approval from the Fire Services Department to extend the Works Completion Date in relation to those fire safety works mentioned in Direction No. FSB/IB/60042/0109/21, which are applicable to the Property only, the Vendor is in the course of obtaining the contractor’s quotation on the cost of works;
 - those fire safety works mentioned in Direction No. FSB/IB/60042/0046/2021 are applicable to the subject building, shall be jointly undertaken by the owners of the subject building. The representative of the owners of the subject building is currently seeking quotations from competent contractors for carrying out the fire safety works;
 - prior to Completion, the Group bears the legal obligation to comply with Direction No. BD/FS/TIB/0507/21, Direction No. FSB/IB/60042/0109/21 and Direction No. FSB/IB/60042/0046/2021, the relevant legal obligation will be borne by the Purchaser upon Completion; and
 - subject to Completion, the cost for such demolition or re-instatement under Direction No. BD/FS/TIB/0507/21 and Direction Nos. FSB/IB/60042/0109/21 and FSB/IB/60042/0046/2021 shall be borne by the Purchaser.
8. Save for the fire safety directions mentioned in note 6 above, it is confirmed by the Company that, to the best its knowledge having made reasonable enquiry, there is no investigation, notices, pending litigation of any court or government agency or regulatory body outstanding or anticipated against the Property. It is further confirmed by the Company that the Property is free from any title defect and has not violated or omitted to comply with any applicable law, decree, judgment, legislation, order, regulation, statute, ordinance, treaty or other legislative measure.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules, for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors and chief executive of the Company

As at the Latest Practicable Date, none of the Directors or chief executive of the Company and/or any of their respective associates had or was deemed to have any interests and short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or which were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO, or otherwise which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Interests of substantial Shareholders

So far as known to the Directors, as at the Latest Practicable Date, the following persons (not being Directors or chief executive of the Company) had or were deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register required to be kept under Section 336 of the SFO who, are directly or indirectly interested in 5% or more of the Shares.

Long positions in the Shares and the underlying shares

Name of Shareholder	Capacity/Nature of interests in capital	Number of Shares held	Approximate percentage of the issued Shares (Note 1)
Hong Kong ChaoShang Group Limited ("HK ChaoShang") (Stock code: 02322)	Beneficial owner	46,221,600	29.48%

Notes:

1. The approximate percentage is calculated based on the total number of issued Shares as at the Latest Practicable Date (i.e. 156,780,000 Shares).

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other persons who had any interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register required to be kept under Section 336 of the SFO, who are directly or indirectly interested in 5% or more of the Shares.

3. COMPETING INTERESTS

As at the Latest Practicable Date, save as disclosed below, none of the Directors or any of their close associates has any interest in business which competes with or may compete with the business of the Group or has any other conflict of interests which any person has or may have with the Group.

Mr. Chan Chi Yuen is also an executive director and chief executive officer of HK ChaoShang. HK ChaoShang is listed on the main board of the Stock Exchange. The business of HK ChaoShang involves money lending business and securities and asset management business.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

5. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or claim of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

6. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS AND ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2022, the date to which the latest published audited accounts of the Group were made up.

There was no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date, in which any of the Directors was materially interested and which was significant in relation to the business of the Group as a whole.

7. EXPERTS' QUALIFICATIONS AND CONSENTS

The following are the names and qualifications of the experts who have given its opinions and advice which are included in this circular:

Name	Qualification
Mazars CPA Limited	Certified Public Accountants
Asset Appraisal Limited	Independent valuer

As at the Latest Practicable Date, each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letters or reports and the reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, none of the experts had any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, none of the experts had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2022, being the date to which the latest published audited accounts of the Company were made up.

8. MATERIAL CONTRACTS

The following material contracts (not being contracts entered into in the ordinary course of business) have been entered into by the members of the Group within the two years immediately preceding the date of this circular.

- (a) the Sale and Purchase Agreement, details of which are contained in this circular; and
- (b) a legally binding sub-deed of lease dated 22 November 2021 (as supplemented by a supplemental letter dated 22 November 2021) entered into between Hong Kong ChaoShang Group Limited as sub-lessor and the Company as sub-lessee in relation to a designated portion with a floor area of approximately 3,693 sq. ft. in the larger premises constituted by Rooms 2201-05 on the 22nd Floor of China Resources Building, No. 26 Harbour Road, Wan Chai, Hong Kong for a term commenced from 1 December 2021 to 31 March 2025 (both days inclusive). The aggregate amount payable by the Company under the sub-deed of lease is HK\$6,499,680 (which is equal to HK\$162,492 per month), exclusive of air-conditioning charges, management fee, government rates which shall be payable to the Landlord or the Government.

9. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Board comprises three members, namely Mr. Chan Chiu Hung Alex, Mr. Wu Zhao and Mr. Lam Cheok Va, being all the independent non-executive Directors. The primary duties of the audit committee include the review of the Group's financial reporting process and the internal control systems as well as risk management of the Group.

Mr. Chan Chiu Hung Alex ("Mr. Chan"), aged 57, is an independent non-executive Director since September 2015. Mr. Chan is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Institute of Chartered Accountants in England and Wales, and The Association of Chartered Certified Accountants, The Hong Kong Chartered Governance Institute (formerly, The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute. Mr. Chan obtained a Bachelor of Business Administration degree (major in Finance) from Hong Kong Baptist University and professional diplomas in Hong Kong tax and China tax from the Hong Kong Institute of Certified Public Accountants. He has served in senior financial and company secretarial positions in a number of public companies listed in Hong Kong and Singapore for years. Mr. Chan is currently an independent non-executive director of Kingkey Intelligence Culture Holdings Limited (formerly, KK Culture Holdings Limited) (Stock code: 550).

Mr. Wu Zhao (“Mr. Wu”), aged 45, is an independent non-executive Director since November 2015. Mr. Wu obtained a bachelor degree in Engineering (Chemical) from the University of Queensland, Australia. He also obtained a master of commerce in applied finance and a master of information technology from the University of Queensland, Australia. He has extensive experience in finance, information technology, investment and funds management. Mr. Wu is currently an independent non-executive director of Silk Road Logistics Holdings Limited (Stock code: 988).

Mr. Lam Cheok Va (“Mr. Lam”), aged 64, is an independent non-executive Director since April 2016. Mr. Lam is a member of Election Committee of the Macau Special Administrative Region. Mr. Lam was a member of the Standing Committee of Yunnan Province Committee of the Chinese People’s Political Consultative Conference (9th, 10th and 11th). He is also the President of Macau Yunnan Chamber of Commerce, the Director General of Macau Small and Medium Enterprises Chamber of Commerce, a director of China Federation of Overseas Entrepreneurs, a director of Macau Chamber of Commerce, an executive director of Macau Region China Council for the Promotion of Peaceful National Reunification, and a member of Advisory Board of School of Language and Translation of Macau Polytechnic Institute. Mr. Lam has extensive experience in business including entertainment, food and beverage, retail, tourism and consulting. Mr. Lam is currently President of Macau Innovation Development Research Association, focusing in studies and research of government policies and strategies.

10. MISCELLANEOUS

- (a) The registered office and principal place of business of the Company is Suite 2201, 22/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.
- (b) The share registrar and transfer office of the Company is Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (c) The company secretary of the Company is Mr. Pang Pui Hung Paton. He is a fellow member of the Association of International Accountants, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong.
- (d) The translation into Chinese language of this circular is for reference only. In the event of any inconsistency, the English text of this circular shall prevail over the Chinese language text.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be available on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and on the website of the Company (<http://www.royalcentury.hk>) for a period of 14 days from the date of this circular:

1. the Sale and Purchase Agreement;
2. the letter from the Board, the full text of which is set out in the section headed “Letter from the Board” of this circular;
3. the accountants’ report in respect of the unaudited pro forma financial information of the Remaining Group, the text of which is set out in Appendix III to this circular;
4. the valuation report issued by the Valuer, the text of which is set out in Appendix IV to this circular;
5. the written consents referred to in the paragraph headed “Experts’ Qualifications and Consents” in this appendix; and
6. the material contracts referred to in the paragraph headed “Material Contracts” in this appendix.

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Royal Century Resources Holdings Limited (the “**Company**”) will be held at Suite 2201, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 21 July 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution to be proposed as an ordinary resolution of the Company. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 June 2023:

ORDINARY RESOLUTION

1. “**THAT**
 - (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 31 March 2023 entered into between Lucky Smart Capital Investment Limited as the purchaser and Kate China Property Consultants Limited as the vendor in relation to the disposal of the Property, and the transactions contemplated thereunder a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification, be and are hereby approved, confirmed and ratified; and

NOTICE OF EGM

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement and the transactions contemplated thereunder and the implementation thereof.”

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

Hong Kong, 23 June 2023

Registered Office:
Suite 2201, 22/F.,
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the Meeting or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 18 July 2023 to Friday, 21 July 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Meeting, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:00 p.m. on Monday, 17 July 2023.

NOTICE OF EGM

4. A form of proxy for use at the Meeting is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.royalcentury.hk).

5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the Meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.royalcentury.hk and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.