

**To be valid, the whole of this document must be returned.**  
**本文件必須整份交還，方為有效。**

**IMPORTANT**  
**重要提示**

Reference is made to the prospectus issued by China New Holdings Limited (the “**Company**”) (formerly known as Royal Century Resources Holdings Limited) dated 3 March 2025 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述中新控股有限公司（「**本公司**」）（前稱仁德資源控股有限公司）日期為二零二五年三月三日就供股刊發之供股章程（「**供股章程**」）。除文義另有所指外，供股章程所界定之詞彙與本文件所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“**PAL**”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON MONDAY, 17 MARCH 2025 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” OVERLEAF).

本暫定配額通知書（「**暫定配額通知書**」）乃具有價值及可轉讓，並須閣下即時處理。本暫定配額通知書所載之要約將於二零二五年三月十七日（星期一）下午四時正（或於惡劣天氣及／或極端狀況下，則於背頁「惡劣天氣及／或極端狀況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間及／或日期）屆滿。

If you are in any doubt as to the content of this PAL or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitors, professional accountant or other professional advisors. Dealings in the shares may be settled through CCASS operated by HKSCC and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

閣下如對本暫定配額通知書任何內容或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。買賣股份可透過香港結算經營之中央結算系統進行交收，而閣下應就該等交收安排之詳情以及有關安排對閣下之權利及權益可能造成之影響諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and other documents specified in the paragraph headed “16. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of the documents referred to above.

本暫定配額通知書之文本連同供股章程以及供股章程附錄三內「16. 送呈香港公司註冊處處長之文件」一段所述之其他文件之文本已根據香港法例第32章公司（清盤及雜項條文）條例第38D條送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對任何上述文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可由未繳股款及繳足股款供股股份各自開始在聯交所買賣當日或香港結算決定之其他日期起，在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統下之所有活動均須根據不時生效之《香港結算一般規則》及《香港結算運作程序規則》進行。



**China New Holdings Limited**  
**中新控股有限公司**

*(formerly known as Royal Century Resources Holdings Limited 仁德資源控股有限公司)*

*(前稱Royal Century Resources Holdings Limited 仁德資源控股有限公司)*

*(incorporated in Hong Kong with limited liability)*

*(於香港註冊成立之有限公司)*

**(Stock Code 股份代號: 8125)**

**RIGHTS ISSUE ON THE BASIS OF THERE  
RIGHTS SHARES FOR EVERY ONE SHARE  
HELD ON THE RECORD DATE AT THE SUBSCRIPTION  
PRICE OF HK\$0.289 PER RIGHTS SHARE**

按於記錄日期每持有一股股份獲發三股供股股份  
的基準以認購價每股供股股份0.289港元進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY  
NOT LATER THAN 4:00 P.M. ON MONDAY, 17 MARCH 2025**  
股款須不遲於二零二五年三月十七日(星期一)下午四時正接納時全數繳足

**PROVISIONAL ALLOTMENT LETTER**  
**暫定配額通知書**

*Share Registrar:*

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

*股份過戶登記處:*

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

*Registered office:*

Suite 2201, 22/F  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*註冊辦事處:*

香港  
灣仔  
港灣道26號  
華潤大廈  
22樓2201室

3 March 2025  
二零二五年三月三日

**Form A**  
**表格甲**

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東之姓名及地址

Number of Shares registered in your name(s) on  
Friday, 28 February 2025  
於二零二五年二月二十八日(星期五)登記  
於閣下名下之股份數目

**BOX A**  
**甲欄**

Number of Rights Shares provisionally allotted to  
you subject to payment in full on acceptance by  
not later than 4:00 p.m. on Monday, 17 March  
2025

暫定配發予閣下之供股股份數目，股款須不  
遲於二零二五年三月十七日(星期一)下午四時  
正接納時繳足

**BOX B**  
**乙欄**

Total subscription monies payable in full upon  
acceptance

於接納時應繳足之認購股款總額<sup>#</sup>

**BOX C**  
**丙欄**

HK\$  
港元

<sup>#</sup> Subscription monies should be rounded down to 2 decimal points  
認購股款應向下約整至小數點後兩位

Note: All remittances must be made in Hong Kong dollars by  
cheques which must be drawn on an account with, or by  
cashier's orders which must be issued by, a licensed bank in  
Hong Kong and made payable to "TRICOR TRUST (HONG  
KONG) LIMITED – A/C NO. 51" and crossed "ACCOUNT  
PAYEE ONLY". All cheques and cashier's orders will be  
presented for payment immediately following receipt.  
附註：所有股款須以港元繳付，並須以香港持牌銀行賬戶開出之支  
票或發出之銀行本票支付。所有該等支票或銀行本票須註明  
抬頭人為「TRICOR TRUST (HONG KONG) LIMITED – A/C  
NO. 51」，並須以「只准入抬頭人賬戶」劃線方式開出。所有支票  
及銀行本票將於收訖後隨即過戶。

**Provisional Allotment Letter No.**  
**暫定配額通知書編號**

Name of bank on which cheque/cashier's order is drawn:  
支票／銀行本票之付款銀行名稱：

Cheque/cashier's order number:  
支票／銀行本票號碼：

Contact Telephone No.:  
聯絡電話號碼：

IN THE EVENT OF A TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓本文件所代表供股股份之認購權時，每項買賣均須繳付香港從價印花稅。實益權益之饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。在登記轉讓本文件所代表之供股股份認購權前，須出示已繳付香港從價印花稅之證明。

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## FORM OF TRANSFER AND NOMINATION

### 轉讓及提名表格

**Form B** (To be completed and signed only by Qualifying Shareholder(s) who wish(es)  
**表格乙** to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein  
(只供擬轉讓其／彼等於本暫定配額通知書所列之全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors

**China New Holdings Limited (formerly known as Royal Century Resources Holdings Limited)**

致：中新控股有限公司（前稱仁德資源控股有限公司）

列位董事 台照

Dear Sir/Madam,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將本人／吾等於本暫定配額通知書所列之供股股份認購權全數轉讓予接納此權利並簽署下列登記申請表格（表格丙）之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of Shareholder(s)(all joint Shareholders must sign)

股東簽署（所有聯名股東均須簽署）

Date: \_\_\_\_\_ 2025

日期：二零二五年\_\_\_\_\_月\_\_\_\_\_日

Hong Kong ad valorem stamp duty is payable in connection with the transfer of the rights to subscribe  
for the Rights Shares.

轉讓供股股份認購權須繳付香港從價印花稅。

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**REGISTRATION APPLICATION FORM**  
**登記申請表格**

**Form C**  
**表格丙**

**(To be completed and signed only by the persons to whom the rights to subscribe for the Rights Shares have been transferred)**  
**(僅供已獲轉讓供股股份認購權之人士填寫及簽署)**

To: The Directors

**China New Holdings Limited (formerly known as Royal Century Resources Holdings Limited)**

致： 中新控股有限公司 (前稱仁德資源控股有限公司)

列位董事 台照

Dear Sir/Madam,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the accompany Prospectus and subject to the articles of association of the Company.

敬啟者：

本人／吾等謹請 閣下將表格甲內乙欄所列之供股股份數目登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及隨附供股章程所載條款，以及在 貴公司之組織章程細則的規限下，接納此等供股股份。

<div style="display: flex; justify-content: space-between; align-items: center;"><div>Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號</div><div style="border: 1px solid black; width: 50px; height: 40px;"></div></div>			
<p>To be completed in <b>BLOCK</b> letters in <b>ENGLISH</b>. Joint applicants should give the address of the first-named applicant only. 請用<b>英文正楷</b>填寫。聯名申請人只須填上排名首位之申請人地址。 For Chinese applicant(s), please provide your name(s) in both English and Chinese. 中國籍申請人請同時填寫中英文姓名。</p>			
Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名
Name(s) of joint applicant(s) (if any) 聯名申請人姓名 (如有)			
Address in English (Joint applicants should give the address of first-named applicant only) 英文地址 (聯名申請人只須填上排名首位之申請人地址)			
Occupation 職業		Telephone No. 電話號碼	
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account number 銀行賬戶號碼	

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicant(s) must sign)  
申請人簽署 (所有聯名申請人均須簽署)

Date: \_\_\_\_\_ 2025

日期：二零二五年\_\_\_\_\_月\_\_\_\_\_日

**Hong Kong ad valorem stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.**  
接納供股股份的認購權須繳付香港從價印花稅。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE SHARE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG, TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C BELOW SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON MONDAY, 17 MARCH 2025 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED **"EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES"** OVERLEAF). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO **"TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51"** AND CROSSED **"ACCOUNT PAYEE ONLY"**. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" under the section headed "LETTER FROM THE BOARD" in the Prospectus. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Dealings in the Rights Shares in the nil-paid form will take place from Wednesday, 5 March 2025 to Wednesday, 12 March 2025 (both days inclusive). Any dealings in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholder dealing in the Right Shares in nil-paid forms shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders or other persons contemplating any dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult their own professional advisors.

閣下如欲全數接納供股股份之暫定配額，應將本暫定配額通知書整份連同以港元繳付之丙欄下所示之全數股款（以支票或銀行本票形式）不遲於二零二五年三月十七日（星期一）下午四時正（或於惡劣天氣及／或極端狀況下，則於背頁「**惡劣天氣及／或極端狀況對接納供股股份及繳付股款之最後時限之影響**」一段所述之有關較後時間及／或日期）送達股份過戶登記處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）收訖。所有股款須以港元繳付，並以香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51**」，並以「**只准入抬頭人賬戶**」劃線方式開出。有關轉讓及分拆之指示載於背頁。本公司將不會發出股款收據。

供股須待供股章程「董事會函件」一節下「供股之條件」一段所載條件獲達成後，方可作實。倘供股條件未獲達成，則供股將不會進行。

供股股份將於二零二五年三月五日（星期三）至二零二五年三月十二日（星期三）（包括首尾兩日）期間以未繳股款形式買賣。任何於供股之所有條件獲達成前買賣股份及以未繳股款形式買賣任何供股股份之股東，均須承擔供股可能不會成為無條件或可能不會進行之風險。股東或其他人士如擬買賣任何股份及／或未繳股款供股股份，應諮詢彼等本身之專業顧問。

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION**

**NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

**每份申請須隨附一張獨立支票或銀行本票**

**本公司將不另發收據**

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# China New Holdings Limited 中新控股有限公司

(formerly known as Royal Century Resources Holdings Limited 仁德資源控股有限公司)

(前稱Royal Century Resources Holdings Limited 仁德資源控股有限公司)

(incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code 股份代號: 8125)

3 March 2025

Dear Qualifying Shareholder(s),

## INTRODUCTION

Reference is made to the prospectus of China New Holdings Limited (the “**Company**”) (formerly known as Royal Century Resources Holdings Limited) dated 3 March 2025 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with and subject to the terms and conditions as set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you a number of Rights Shares on the basis of three (3) Rights Shares for every one (1) Share in issue and registered in your name in the register of members of the Company on the Record Date (that is, Friday, 28 February 2025) at the Subscription Price of HK\$0.289 per Rights Share. Your holding of the Shares on the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A of the PAL.

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all aspects among themselves and with the Shares in issue. Holders of fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the Rights Shares.

The Prospectus Documents will not be registered or filed under the applicable securities or legislation of any jurisdictions other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus or a PAL, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of any of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. If you are in any doubt as to your position, you should consult your professional advisers.

## PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment of the Rights Shares in full, you must lodge the whole of this PAL intact with the Company's Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a remittance by cheque(s) or cashier's order(s) for the full amount payable on acceptance, as shown in Box C, so as to be received by the Share Registrar by no later than 4:00 p.m. on Monday, 17 March 2025 (or, under bad weather conditions and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" below). All remittances must be in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to **"TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51"** and must be crossed **"ACCOUNT PAYEE ONLY"**. Such payment will constitute acceptance of the provisional allotment of the Rights Shares, on the terms of this PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances. All enquires in connection with this PAL should be addressed to the Share Registrar at the above address.

It should be noted that, unless this PAL duly completed, together with the appropriate remittance shown in Box C in Form A, has been received as described above by no later than 4:00 p.m. on Monday, 17 March 2025 (or, under bad weather conditions and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" below), whether lodged by the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights to subscribe for the Rights Shares thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole and absolute discretion, treat a PAL as valid and binding on the persons by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions.

## TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete the form of transfer and nomination (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights hereunder. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance in cheques or cashier's orders for the full amount payable on acceptance as shown in Box C with the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:00 p.m. on Monday, 17 March 2025 (or, under bad weather conditions and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" below). All remittances must be in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to **"TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51"** and must be crossed **"ACCOUNT PAYEE ONLY"**. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

## SPLITTING

If you wish to accept only part of your provisional allotment or wish to transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer your rights to more than one person, this PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Friday, 7 March 2025 to the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. The Share Registrar will cancel this original PAL and issue new PALs in the denominations required which will be available for collection at the Share Registrar on the second business day after your surrender of this original PAL.

## **NO EXCESS APPLICATION IN RELATION TO THE RIGHTS SHARES**

There will be no excess application arrangement in relation to the Rights Issue.

## **CONDITIONS OF THE RIGHTS ISSUE**

The Rights Issue is conditional on each of the conditions of the Rights Issue being fulfilled. Please refer to the paragraph headed “Conditions of the Rights Issue” under the section headed “Letter from the Board” in the Prospectus for details of the conditions of the Rights Issue. In the event that the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

## **CHEQUES OR CASHIER’S ORDERS**

All cheques and cashier’s orders will be presented for payment immediately following receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement or return of this PAL, together with a cheque or cashier’s order in payment for the Rights Shares accepted, will constitute a warranty by the applicant that the cheque or cashier’s order will be honoured on first presentation. If any of the cheque or cashier’s order is dishonoured on first presentation, the PAL is liable to be rejected, and in that event the provisional allotment and all Rights Shares thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon acceptance for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

## **SHARE CERTIFICATES FOR RIGHTS SHARES AND REFUND**

It is expected that share certificates for the Rights Shares in their fully-paid form will be despatched by ordinary post to those entitled at their own risk on Thursday, 10 April 2025. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares issued.

If the conditions of the Rights Issue are not fulfilled, the remittance received in respect of the acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses on or before Thursday, 10 April 2025.

## **FRACTIONAL ENTITLEMENTS**

On the basis of provisional allotment of three Rights Shares for every one Share held by the Qualifying Shareholders on the Record Date, no fractional entitlement to the Rights Shares will arise under the Rights Issue.

## **EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 17 March 2025. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same business day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 17 March 2025. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

An announcement will be made by the Company in such event as soon as practicable.

## **GENERAL**

Lodgement of the PAL with, where relevant, the Form of Transfer (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for Shares.

The PAL and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, Hong Kong law.

Further copies of the Prospectus giving details of the Rights Issue are available from the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong during business hours.

## **PERSONAL DATA COLLECTION – PROVISIONAL ALLOTMENT LETTER**

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Company’s share registrar in Hong Kong and/or their respective advisers and agents personal data and any information which they require about you or the persons for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Company’s share registrar in Hong Kong have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Share Registrar in Hong Kong at its address set out above for the attention of Privacy Compliance Officer.

Yours faithfully,

For and on behalf of

**China New Holdings Limited (formerly known as  
Royal Century Resources Holdings Limited)**  
**Law Hok Yu**

*Executive Director and Company Secretary*



## China New Holdings Limited 中新控股有限公司

(formerly known as Royal Century Resources Holdings Limited 仁德資源控股有限公司)

(前稱Royal Century Resources Holdings Limited 仁德資源控股有限公司)

(incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code 股份代號: 8125)

敬啟者：

### 緒言

茲提述中新控股有限公司（「**本公司**」）（前稱仁德資源控股有限公司）日期為二零二五年三月三日有關供股之供股章程（「**供股章程**」）。除文義另有所指外，供股章程所界定詞彙與本文件所採用者具有相同涵義。根據本暫定配額通知書隨附之供股章程所載條款及條件及在其規限下，董事已向閣下暫定配發若干數目供股股份，基準為按於記錄日期（即二零二五年二月二十八日（星期五））以閣下名義在本公司股東名冊上登記之每一(1)股已發行股份獲發三(3)股供股股份，認購價為每股供股股份0.289港元。閣下於記錄日期持有之股份列於表格甲內甲欄，而閣下所獲暫定配發之供股股份數目則列於本暫定配額通知書表格甲內乙欄。

供股股份一經配發、發行及繳足，將在各方面於彼此之間及與已發行股份股份享有同等權益。繳足股款供股股份之持有人將有權收取於配發及發行供股股份日期當日或之後可能宣派、作出或派付之所有未來股息及分派。

章程文件將不會根據香港以外任何司法權區之適用證券或法例登記或存檔。

並無於香港以外任何地區或司法權區就准許提呈發售供股股份或派發供股章程或暫定配額通知書採取任何行動。因此，於香港以外任何地區或司法權區接獲任何供股章程或暫定配額通知書之文本之任何人士，不可視之為申請認購供股股份之要約或邀請，惟於有關司法權區內可毋須遵守任何登記手續或其他法例或監管規定即可合法提出要約或邀請除外。

本公司在其相信接納或申請供股股份將觸犯任何地區或司法權區之適用證券或其他法律或規例之情況下，保留權利將任何有關接納或申請視為無效。如閣下對本身情況有任何疑問，應諮詢閣下專業顧問之意見。

## 接納手續

閣下如欲全數承購供股股份之暫定配額，須將本暫定配額通知書整份，連同丙欄所示於接納時應繳之全數股款（以支票或銀行本票形式），在不遲於二零二五年三月十七日（星期一）下午四時正（或於惡劣天氣及／或極端狀況下，則下文「惡劣天氣及／或極端狀況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間及／或日期）交回本公司之股份過戶登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。所有股款須以港元繳付，支票須由香港之持牌銀行賬戶開出，銀行本票亦須由香港之持牌銀行發出，並須註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51**」及以「**只准入抬頭人賬戶**」方式劃線開出。繳付上述股款將表示 閣下根據本暫定配額通知書及供股章程之條款，並在本公司之組織章程細則規限下接納供股股份之暫定配額。所有繳款將不獲發收據。所有有關本暫定配額通知書之查詢均須寄交上述股份過戶登記處之地址。

務請注意，除非本暫定配額通知書已經填妥並連同表格甲之丙欄所示之適當股款如上文所述在不遲於二零二五年三月十七日（星期一）下午四時正（或於惡劣天氣及／或極端狀況下，則下文「惡劣天氣及／或極端狀況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間及／或日期）由原承配人或已獲有效轉讓權利之任何人士一併交回，否則 閣下之暫定配額及據此認購供股股份之一切權利將被視作不獲接納並將予註銷。本公司可全權酌情視一份已遞交（即使暫定配額通知書並未根據有關指示填妥）之暫定配額通知書為有效及對遞交暫定配額通知書之人士或其代表具約束力。

## 轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書認購獲暫定配發之供股股份之所有權利，須填妥轉讓及提名表格（表格乙），並將本暫定配額通知書交予承讓 閣下在本暫定配額通知書下之權利或經手轉讓權利之人士。承讓人其後須填妥及簽署登記申請表格（表格丙），並須在不遲於二零二五年三月十七日（星期一）下午四時正（或於惡劣天氣及／或極端狀況下，則下文「惡劣天氣及／或極端狀況對接納供股股份及繳付股款之最後時限之影響」一段所述之有關較後時間及／或日期）將本暫定配額通知書整份連同丙欄所示於接納時應繳之全數股款（以支票或銀行本票形式）一併遞交股份過戶登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。所有股款須以港元繳付，支票須由香港持牌銀行賬戶開出，銀行本票亦須由香港持牌銀行發出，並須註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51**」及以「**只准入抬頭人賬戶**」方式劃線開出。務請注意， 閣下轉讓可認購有關供股股份之權利予承讓人及承讓人接納該等權利，均須繳付香港印花稅。

## 分拆

閣下如僅欲接納根據本暫定配額通知書所獲配發之部分暫定配額或欲轉讓部分可認購 閣下根據本暫定配額通知書獲暫定配發之供股股份之權利或欲轉讓該等權利予超過一名人士，則須在不遲於二零二五年三月七日（星期五）下午四時三十分將本暫定配額通知書呈交股份過戶登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以作註銷。股份過戶登記處將會取消原有之暫定配額通知書，並按所需數額另發新暫定配額通知書。新暫定配額通知書可於 閣下交回原有之暫定配額通知書後第二個營業日向股份過戶登記處領取。



## 概無有關供股股份之額外申請

概無有關供股之額外申請安排。

## 供股之條件

供股須待供股各項條件達成後方可作實。有關供股之條件之詳情，請參閱供股章程內「董事會函件」一節項下「供股之條件」一段。倘供股之條件未獲達成，屆時供股將不會進行。

## 支票或銀行本票

所有支票及銀行本票將於收訖後隨即過戶，有關股款所賺取之全部利息（如有）將撥歸本公司所有。填妥及遞交或交回本暫定配額通知書連同就所接納之供股股份繳付所需股款之支票或銀行本票後，即構成申請人對該支票或銀行本票於首次過戶時即可兌現之保證。如任何支票或銀行本票於首次過戶時未能兌現，暫定配額通知書將不獲受理。在此情況下，有關暫定配額及所有供股股份將視作不獲接納並將予註銷。閣下必須於接納供股股份時繳付實際應繳之金額，任何未繳足股款之申請將不獲受理。倘繳付過多申請股款，多繳金額須為100港元或以上時方會向閣下發出退款支票（不計利息）。本公司不會就所接獲之任何暫定配額通知書及／或相關股款發出收據。

## 供股股份股票及退款

預期繳足股款供股股份之股票將於二零二五年四月十日（星期四）以平郵方式寄發予有權收取之人士，郵誤風險概由彼等自行承擔。閣下（不包括香港中央結算（代理人）有限公司）將就所獲發行之全部供股股份獲發一張股票。

倘若供股之條件未能達成，就接納供股股份所收取的股款將於二零二五年四月十日（星期四）或之前以支票（不計利息）方式退還予合資格股東或獲有效轉讓未繳股款供股股份的其他人士（或倘為聯名申請人，則為名列首位人士），支票將以平郵方式寄往該等合資格股東或其他有關人士的登記地址，郵誤風險概由彼等承擔。

## 零碎配額

按合資格股東於記錄日期每持有一股股份獲暫定配發三股供股股份的基準計算，供股將不會產生供股股份的零碎配額。

## 惡劣天氣及／或極端狀況對接納供股股份及繳付股款之最後時限之影響

若發生以下情況，則接納供股股份及繳付股款之最後時限將不會生效：

- (i) 8號或以上熱帶氣旋警告信號或香港特別行政區政府公告的超級颱風所引致的「極端狀況」或「黑色」暴雨警告信號於二零二五年三月十七日（星期一）當地時間中午十二時正之前任何時間在香港生效並於中午十二時正後不再生效，則接納供股股份及繳付股款之最後時限將延後至同一營業日的下午五時正；或
- (ii) 8號或以上熱帶氣旋警告信號或香港特別行政區政府公告的超級颱風所引致的「極端狀況」或「黑色」暴雨警告信號於二零二五年三月十七日（星期一）當地時間中午十二時正至下午四時正之間任何時間在香港生效，則接納供股股份及繳付股款之最後時限將更改為下一個並無任何該等警告於上午九時正至下午四時正之間任何時間在香港生效的營業日下午四時正。

在此情況下，本公司將於實際可行情況下盡快作出公告。

### 一般事項

遞交暫定配額通知書及（如相關）已由獲發本暫定配額通知書之人士簽署之轉讓表格（表格乙）一經交回，即為遞交上述文件之人士有權處理本暫定配額通知書，並有權收取分拆之配額通知書及／或有關股份之股票之最終憑證。

暫定配額通知書及其中所載要約之任何接納事宜均受香港法例監管，並按其詮釋。

載有供股詳情之供股章程可於正常辦公時間向股份過戶登記處卓佳證券登記有限公司索取，地址為香港夏慤道16號遠東金融中心17樓。

### 收集個人資料－暫定配額通知書

填妥、簽署及呈交本暫定配額通知書隨附之表格，即表示閣下同意向本公司、本公司之香港股份過戶登記處及／或彼等各自之顧問及代理披露個人資料及彼等所要求有關閣下或閣下為其利益而接納暫定配發供股股份之人士之任何資料。《個人資料（私隱）條例》賦予證券持有人權利，可確定本公司或股份過戶登記處是否持有其個人資料、索取有關資料之文本及更正任何不準確資料。根據《個人資料（私隱）條例》，本公司及本公司之香港股份過戶登記處有權就處理任何查閱資料要求收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息的所有要求，應寄往香港股份過戶登記處（地址載於上文），並註明私隱條例事務主任為收件人。

此 致

列位合資格股東 台照

代表  
中新控股有限公司  
(前稱仁德資源控股有限公司)  
執行董事兼公司秘書  
羅學儒  
謹啟

二零二五年三月三日