



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)

Proxy Form

Form of proxy for use at the extraordinary general meeting (the “Extraordinary General Meeting”) of Royal Century Resources Holdings Limited (the “Company”) to be held at Suite 2201, 22/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 6 March 2024 at 11:00 a.m. (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of
the abovenamed Company HEREBY APPOINT³ _____
of _____
or failing him, the chairman of the meeting³ as my/our proxy, to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at Suite 2201, 22/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 6 March 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this form shall have the same meanings as those defined in the circular of the Company dated 20 February 2024 (the “Circular”).

| | ORDINARY RESOLUTION ⁴ | FOR ⁵ | AGAINST ⁵ |
|----|--|------------------|----------------------|
| 1. | To approve, confirm and ratify the Placing Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate to allot and issue the Placing Shares. | | |

Dated this _____ day of _____ 2024 Signed⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. A shareholder may appoint more than one proxy of his/her/its own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. The full text of resolutions are set out in Notice of Extraordinary General Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOXES MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which have been properly put to the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney so authorised.
7. Where there are joint holders of any share, anyone of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Extraordinary General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
8. 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 Extraordinary General Meeting (i.e. 11:00 a.m. on Monday, 4 March 2024) 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 Extraordinary General Meeting or any adjournment thereof, should he so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. The register of members of the Company will be closed from Friday, 1 March 2024 to Wednesday, 6 March 2024 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Extraordinary General Meeting, all transfer forms accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 29 February 2024.