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GOOD RESOURCES

GOOD RESOURCES HOLDINGS LIMITED

天成國際集團控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 109)

ADDITIONAL RESUMPTION GUIDANCE

This announcement is made by Good Resources Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated (i) 24 September 2020 in relation to, among others, the Loan Transactions; (ii) 30 September 2020 in relation to, among others, the delay in publication of the 2020 Annual Results; (iii) 28 October 2020, 7 January 2021 and 9 April 2021 in relation to the resumption guidance set by the Stock Exchange for the Company; (iv) 26 February 2021 in relation to the delay in publication of the 2020/21 Interim Results; (v) 24 March 2021 in relation to the Pledge Agreement; and (vi) 3 May 2021 in relation to key findings of the Forensic Accounting Review (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

ADDITIONAL RESUMPTION GUIDANCE

With reference to the announcements of the Company dated 28 October 2020, 7 January 2021 and 9 April 2021, the Company received letters from the Stock Exchange dated 23 October 2020, 8 December 2020 and 30 March 2021 in which the Stock Exchange sets out the following resumption guidance for the Company (the “**Existing Resumption Guidance**”):

- (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (b) conduct an appropriate independent forensic investigation into the Loan Transactions, announce the findings and take appropriate remedial actions;
- (c) announce all material information for the Company’s shareholders and investors to appraise its position;

- (d) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; and
- (e) conduct an independent internal control review and demonstrate adequate internal control systems being in place to meet the obligations under the Listing Rules.

On 31 May 2021, the Company received a further letter from the Stock Exchange in which the Stock Exchange sets out the following additional resumption guidance for the Company (together with the Existing Resumption Guidance, the "**Resumption Guidance**"):

- (f) extend the scope of the independent forensic investigation into the Loan Transactions (required under the Existing Resumption Guidance) to cover the Pledge Contracts and the subscription and redemption of the Wealth Management Products;
- (g) conduct an independent forensic investigation with a view to identifying, if any, other material financial assistance made by the Group without proper authorisation, announce the findings, and take appropriate remedial actions;
- (h) demonstrate that there is no reasonable regulatory concern about management integrity and/or the integrity of any persons with substantial influence over the Company's management and operations, which will pose a risk to investors and damage market confidence; and
- (i) demonstrate that the directors of the Company meet a standard of competence commensurate with their position as directors of a listed issuer to fulfil duties of skill, care and diligence as required under Rules 3.08 and 3.09 of the Listing Rules.

The Stock Exchange indicated that it may modify the Resumption Guidance that has been given and/or give further guidance if the Company's situation changes.

NEXT STEPS TO BE TAKEN BY THE COMPANY

As disclosed in the Company's announcement dated 3 May 2021, as a result of the findings of the Forensic Accounting Review, the Company is determined to conduct further investigation into possible misconduct committed against the Company's interests and carry out a number of remedial actions.

In light of the Stock Exchange's additional resumption guidance in respect of the scope of the independent forensic investigation, the Investigation Committee will engage an independent forensic accounting firm and discuss with them the plan for conducting the second stage of forensic investigation.

The Company has engaged Hong Kong legal advisers and PRC legal advisers to provide advice to the Company in relation to what action the Company should take in view of the findings from the Forensic Accounting Review.

Upon receiving the legal advice, the Board shall consider the same and take actions as appropriate. Further announcement(s) in relation to the above will be made as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 1:00 p.m. on 23 September 2020, and will remain suspended until the Company fulfills the Resumption Guidance.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Good Resources Holdings Limited
Liu Bin
Executive Director

Hong Kong, 3 June 2021

As at the date of this announcement, (i) the executive Directors are Mr. Chen Shi and Mr. Liu Bin and (ii) the independent non-executive Directors are Mr. Chau On Ta Yuen, Mr. Zhang Ning and Mr. Wong Hok Bun, Mario.

In case of inconsistency, the English text of this announcement shall prevail over the Chinese text.

* *For identification purpose only*