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## **HONG KONG RESOURCES HOLDINGS COMPANY LIMITED**

**香港資源控股有限公司**

*(Incorporated in Bermuda with limited liability  
and carrying on business in Hong Kong as HKRH China Limited)*  
**(Stock Code: 2882)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**Meeting**”) of Hong Kong Resources Holdings Company Limited (the “**Company**”) will be held at Room 2306, 23/F, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong on Thursday, 15 December 2022 at 11 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the allotment and issue of an aggregate of 53,934,320 new shares of HK\$0.001 each in the share capital of the Company (the “**Consideration Shares**”), credited as fully paid, at the issue price of approximately HK\$0.289 per Consideration Share to Ms. Zhu Meizhi (朱梅芝) and Mr. Wang Jifeng (王計峰) (collectively, the “**Vendors**”) pursuant to the terms and conditions of the sale and purchase agreement (as amended by the Supplemental Agreement) dated 11 August 2022 (the “**Sale and Purchase Agreement**”) entered into among (i) Ultra Best Global Limited as purchaser (the “**Purchaser**”); (ii) the Vendors as vendors; and (iii) the Company as issuer of the Consideration Shares, in relation to the acquisition by the Purchaser of the entire issued share capital of Meta Cosmos Limited and Pioneer Digital Technology Co., Limited which in turn holds an aggregate of 49% of the equity interests in Tianjin Zhiyun Erling Technology Co., Ltd.\* (天津智耘貳零科技有限公司), for an aggregate consideration of HK\$15,587,000, and the transactions contemplated thereunder, be and is hereby approved;

- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting and not having withdrawn or revoked the approval for the listing of, and permission to deal in the Consideration Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot, issue, credited as fully paid, the Consideration Shares ; and
- (c) any one Director be and is hereby authorized to do all such acts and things and execute all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the allotment and issue of the Consideration Shares under the Specific Mandate and the transactions contemplated thereunder, as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

By order of the Board  
**Hong Kong Resources Holdings Company Limited**  
**Li Ning**  
*Chairman*

Hong Kong, 29 November 2022

*Notes:*

1. The resolution at the Meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Company’s bye-laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company. 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. Should you wish to vote on any resolution of the Meeting, you are recommended to appoint the chairman of the Meeting as proxy to exercise the right to vote at the Meeting in accordance with your instructions by completing and returning a form of proxy.
3. In the case of joint holders of a share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours (i.e. not later than 11 a.m. on Tuesday, 13 December 2022) before the time appointed for the holding of the Meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

5. For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 12 December 2022 to Thursday, 15 December 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 December 2022.

In the event that the Meeting is adjourned to a date later than Thursday, 15 December 2022 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.

6. If a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time after 8:30 a.m. on the date of the Meeting, the Meeting will be automatically postponed to a later date. The Company will post an notice on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting.

The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the Meeting in adverse weather conditions.

7. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Meeting to protect attending shareholders, staff and stakeholders from the risk of infection: -

- (i) compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius or flu-like symptoms or is otherwise unwell may be denied entry into the Meeting venue or be required to leave the Meeting venue;
- (ii) compulsory wearing of a surgical face mask by all attendees prior to admission to the Meeting venue and throughout the Meeting;
- (iii) maintenance of a safe distance between seats, and the Company may limit the number of attendees at the Meeting as may be necessary to avoid over-crowding; and
- (iv) no refreshment will be served and no souvenirs or corporate gifts will be distributed at the Meeting.

8. References to time and dates in this notice are to Hong Kong time and dates.

9. In case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

*As at the date of this notice, the Board comprises Mr. Li Ning (Chairman) and Mr. Wang Chaoguang (Co-chairman) as executive Directors; Mr. Hu Hongwei as non-executive Director; and Dr. Loke Yu alias Loke Hoi Lam, Dr. Fan, Anthony Ren Da and Mr. Chan Kim Sun as independent non-executive Directors.*

*\* The English translation of the Chinese names in this notice, where indicated, is included for information only, and should not be regarded as the official English name of such Chinese names.*