

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**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)**

**LAPSE OF THE SALE AND PURCHASE AGREEMENT  
IN RELATION TO  
THE INDIRECT ACQUISITION OF 49% EQUITY INTEREST  
IN TIANJIN ZHIYUN**

References are made to the announcements of Hong Kong Resources Holdings Company Limited (the “**Company**”) dated 11 August 2022 and 3 November 2022 respectively and the circular of the Company dated 29 November 2022 (the “**Circular**”) in relation to the indirect acquisition of 49% equity interest in Tianjin Zhiyun Erling Technology Co., Ltd.\* (天津智耘貳零科技有限公司). Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

The Board announces that pursuant to the Sale and Purchase Agreement, the parties thereto shall use all endeavours to procure the fulfilment of all the conditions precedent in the Sale and Purchase Agreement by the Long Stop Date, i.e. 31 December 2022. It is one of the conditions in the Sale and Purchase Agreement that “*the Vendors, at the request of the Purchaser, provide all documents or information in relation to the Target Companies and the Tianjin Zhiyun Group and the background of the Vendors, and the form and content of such documents or information so provided are to the satisfaction of the Purchaser*”. Despite the repeated request of the Purchaser for the Vendors to provide the potential client list and further information relating to potential client of the Tianjin Zhiyun Group, the Vendors had not provided the information to the satisfaction of the Purchaser. Given that all the conditions precedent were not fulfilled (nor waived) by the Long Stop Date and the parties to the Sale and Purchase

Agreement did not agree to extend the Long Stop Date, the Sale and Purchase Agreement was lapsed, terminated and ceased to be effective, and neither parties shall have obligations and liabilities against the other thereafter.

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

Hong Kong, 20 January 2023

*As at the date of this announcement, 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.*