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六福集團(國際)有限公司
LUK FOOK HOLDINGS (INTERNATIONAL) LIMITED

**LUK FOOK HOLDINGS
(INTERNATIONAL) LIMITED**

六福集團(國際)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0590)

**LUK FOOK 3D INVESTMENT
HOLDING COMPANY LIMITED**

(六福至尊投資集團有限公司)

(Incorporated in Hong Kong with limited liability)



香港資源控股
**HONG KONG
RESOURCES
HOLDINGS**

**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)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF COMPOSITE DOCUMENT RELATING TO
POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS BY OPTIMA
CAPITAL LIMITED FOR AND ON BEHALF OF LUK FOOK 3D INVESTMENT
HOLDING COMPANY LIMITED TO ACQUIRE ALL ISSUED SHARES IN HONG
KONG RESOURCES HOLDINGS COMPANY LIMITED (OTHER THAN THOSE
ALREADY OWNED OR AGREED TO BE ACQUIRED BY LUK FOOK 3D
INVESTMENT HOLDING COMPANY LIMITED AND PARTIES ACTING IN
CONCERT WITH IT) AND CANCEL ALL OUTSTANDING OPTIONS OF HONG
KONG RESOURCES HOLDINGS COMPANY LIMITED**

Financial adviser to the Offeror



OPTIMA
CAPITAL
創越融資有限公司

Independent financial adviser to the
Independent Board Committees

Nuada Limited

Reference is made to the announcement jointly published by the Offeror and HKRH dated 28 July 2023 (the “**Joint Announcement**”) in relation to, among others, the Sale and Purchase Agreements, the Disposal Agreement and the Offers. Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the Composite Document (accompanied by the forms of acceptance), containing, among other things, (i) the terms and conditions of the Offers; (ii) the expected timetable of the Offers; (iii) a letter of recommendation from the Code IBC of HKRH to the Independent HKRH Shareholders and the Independent HKRH Optionholders in respect of the Offers; and (iv) a letter of advice from the Independent Financial Adviser to the Code IBC of HKRH in respect of the Offers, should normally be despatched to the HKRH Shareholders and the HKRH Optionholders within 21 days of the date of the Joint Announcement, i.e. on or before 18 August 2023.

As it is expected that the Completion and the Offers may not take place within 21 days of the date of the Joint Announcement since the Completion is conditional upon, inter alia, (a) all filings having been made by the Offeror to the SAMR in relation to the transactions under the Sale and Purchase Agreements pursuant to the requirements of the Anti-Monopoly Law of the PRC and such filings having been accepted by the SAMR for examination and cleared by the SAMR; and (b) the passing by the Independent HKRH Shareholders of an ordinary resolution in the HKRH SGM, which is expected to be held in or around October 2023, approving the Disposal Agreement and the transactions contemplated thereunder in accordance with the requirements of the Listing Rules and the Takeovers Code, an application for consent has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code, and the Executive has granted its consent to extending the latest date for the despatch of the Composite Document (accompanied by the forms of acceptance) to a date within 7 days after the Completion or 21 December 2023, whichever is earlier.

The Offers will only be made if Completion takes place. Completion is subject to satisfaction and/or waiver, if applicable, of the Conditions contained in the Sale and Purchase Agreements. The Offers therefore may or may not be made. HKRH Shareholders, HKRH Optionholders and potential investors of HKRH are advised to exercise extreme caution when dealing in the securities of HKRH, and if they are in any doubt about their position, they should consult their professional advisers.

HKRH Shareholders and HKRH Optionholders are encouraged to read the circular of HKRH and the Composite Document carefully, including the advice from the Independent Financial Adviser to the Code IBC of HKRH and the recommendation from the Code IBC of HKRH to the Independent HKRH Shareholders and Independent HKRH Optionholders in respect of the Offers, before deciding whether or not to accept the Offers and whether or not to approve the Disposal Agreement, the Special Deal and the transactions contemplated thereunder.

By order of the board of
directors of
**Luk Fook Holdings
(International) Limited**
WONG Wai Sheung
*Chairman & Chief Executive
Officer*

By order of the board of
directors of
**Hong Kong Resources
Holdings Company
Limited**
LI Ning
Chairman

By order of the board of
directors of
**Luk Fook 3D
Investment Holding
Company Limited**
WONG Wai Sheung
Director

Hong Kong, 18 August 2023

As at the date of this joint announcement, the executive directors of Luk Fook Holdings are Mr. WONG Wai Sheung (Chairman and Chief Executive Officer), Ms. WONG Hau Yeung, Ms. WONG Lan Sze, Nancy and Dr. CHAN So Kuen; the non-executive directors are Mr. WONG Ho Lung, Danny (Deputy Chairman), Mr. TSE Moon Chuen, Mr. HUI Chiu Chung, JP and Mr. LI Hon Hung, BBS, MH, JP; the independent non-executive directors are Mr. IP Shu Kwan, Stephen, GBS, JP, Mr. MAK Wing Sum, Alvin, Ms. WONG Yu Pok, Marina, JP and Mr. HUI King Wai.

The directors of Luk Fook Holdings jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the HKRH Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of HKRH) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the executive directors of HKRH are Mr. LI Ning (Chairman) and Mr. WANG Chaoguang (Co-chairman); the non-executive director is Mr. HU Hongwei; the independent non-executive directors are Dr. Loke Yu alias Loke Hoi LAM, Dr. FAN, Anthony Ren Da and Mr. CHAN Kim Sun

The directors of HKRH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and the Offeror Concert Parties), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of Luk Fook Holdings and the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. WONG Wai Sheung, Ms. WONG Lan Sze, Nancy and Dr. Chan So Kuen.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the HKRH Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of HKRH) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.