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**LUK FOOK HOLDINGS
(INTERNATIONAL) LIMITED**
(Incorporated in Bermuda with limited liability)
(Stock Code: 0590)

**LUK FOOK 3D INVESTMENT
HOLDING COMPANY LIMITED**
(Incorporated in Hong Kong with limited liability)



**HONG KONG RESOURCES
HOLDINGS COMPANY LIMITED**
*(Incorporated in Bermuda with limited liability and
carrying on business in Hong Kong as HKRH China
Limited)*
(Stock Code: 2882)

JOINT ANNOUNCEMENT

**MONTHLY UPDATE IN RELATION 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



Independent financial adviser to the
Independent Board Committees

Nuada Limited

References are made to (i) the announcement jointly published by Luk Fook Holdings, the Offeror and HKRH dated 28 July 2023 (the “**Rule 3.5 Announcement**”) in relation to, among others, the Sale and Purchase Agreements, the Disposal Agreement and the Offers; (ii) the announcement jointly published by Luk Fook Holdings, the Offeror and HKRH dated 18 August 2023 (the “**Delay in Despatch Announcement**”) in relation to the delay in despatch of composite document relating to the Offers; and (iii) the announcements jointly published by Luk Fook Holdings, the Offeror and HKRH dated 18 September 2023 and 18 October 2023 (collectively, the “**Monthly Update Announcements**”) in relation to the status and progress of the Sale and Purchase Agreements and the Offers (collectively, the “**Joint Announcements**”). Unless the context otherwise requires, all capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcements.

The Offeror and HKRH wish to update the HKRH Shareholders, HKRH Optionholders and potential investors of HKRH that the HKRH SGM was held on 30 October 2023. As disclosed in the poll results announcement of HKRH dated 30 October 2023, the ordinary resolution approving the Disposal Agreement and the transactions contemplated thereunder was duly passed by the Independent HKRH Shareholders and the Executive has conditionally granted its consent to the Special Deal subject to the Special Deal being approved by a vote of the Independent HKRH Shareholders at the HKRH SGM by way of poll. As such, the condition set out in the Executive's consent to the Special Deal was fulfilled. Accordingly, Conditions (v) and (vi) set out under the paragraph headed “Conditions under the Sale and Purchase Agreements” in the Rule 3.5 Announcement have been satisfied.

Save for the aforesaid, there is no further update in respect of the progress on the fulfilment of the Conditions since 18 October 2023, being the date of the previous Monthly Update Announcement. As such, as at the date of this joint announcement, save for Conditions (iii), (v) and (vi) set out under the paragraph headed “Conditions under the Sale and Purchase Agreements” in the Rule 3.5 Announcement, none of the other Conditions has been fulfilled.

Further announcement(s) setting out the progress and any material developments in relation to the Sale and Purchase Agreements and the Offers will be made as and when necessary in accordance with the Listing Rules and/or the Takeovers Code (as the case may be) and/or on a monthly basis until the despatch of the Composite Document.

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, 17 November 2023

As at the date of this joint announcement, Luk Fook Holdings' executive directors 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, HKRH's executive directors 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.