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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of HKRH.*



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

**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)*



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

**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**

### **(1) DESPATCH OF COMPOSITE DOCUMENT RELATING TO UNCONDITIONAL MANDATORY CASH OFFERS BY OPTIMA CAPITAL LIMITED**

**FOR AND ON BEHALF OF LUK FOOK 3D INVESTMENT HOLDING  
COMPANY LIMITED TO ACQUIRE ALL THE 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; AND**

### **(2) COMPOSITION OF THE HKRH BOARD AND BOARD COMMITTEES**

Financial adviser to the Offeror

  
**OPTIMA  
CAPITAL**  
**創越融資有限公司**

Independent financial adviser to  
the Independent Board Committee

**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 announcements jointly published by Luk Fook Holdings, the Offeror and HKRH dated 18 August 2023 and 18 December 2023 (the “**Delay in Despatch Announcements**”) in relation to the delay in despatch of Composite Document relating to the Offers; (iii) the announcements jointly published by Luk Fook Holdings, the Offeror and HKRH dated 18 September 2023, 18 October 2023, 17 November 2023, 18 December 2023 and 11 January 2024 in relation to the status and progress of the Sale and Purchase Agreements and the Offers; (iv) the announcement jointly published by Luk Fook Holdings, the Offeror and HKRH dated 12 January 2024 in relation to the Completion and the Offers (the “**Completion Announcement**”); and (v) the composite offer and response document jointly issued by Luk Fook Holdings, the Offeror and HKRH dated 19 January 2024 (the “**Composite Document**”). Unless otherwise stated, all capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document (accompanied by the Form(s) of Acceptance), which contains, 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 Independent Board Committee 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 Independent Board Committee in respect of the Offers, has been despatched to the HKRH Shareholders and the HKRH Optionholders on 19 January 2024 in accordance with the Takeovers Code.

## **COMPOSITION OF THE HKRH BOARD AND BOARD COMMITTEES**

As disclosed in the Completion Announcement, the following appointments and resignations will take effect immediately upon the posting of the Composite Document.

As stated above in this joint announcement, the Composite Document has been despatched to the HKRH Shareholders and the HKRH Optionholders on 19 January 2024. As such, the following appointments have taken effect:

- (i) Mr. WONG Ho Lung, Danny, as an executive director of HKRH, the chairman of the HKRH Board, the chief executive officer of HKRH and a member of the Nomination Committee;
- (ii) Ms. CHEUNG, Irene, as an executive director and the chief operating officer of HKRH, an authorised representative of HKRH as required under Rule 3.05 of the Listing Rules and a member of the Nomination Committee;

- (iii) Ms. WONG Hau Yeung, as an executive director of HKRH;
- (iv) Dr. CHAN So Kuen, as an executive director of HKRH;
- (v) Ms. YEUNG Po Ling, Pauline, as a non-executive director of HKRH;
- (vi) Mr. SZE Yeung Kuen, as an independent non-executive director of HKRH, the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee;
- (vii) Mr. CHAN Raymond, as an independent non-executive director of HKRH, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee;
- (viii) Dr. LAM Ki Wai, Lianne, as an independent non-executive director of HKRH, the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee; and
- (ix) Dr. CHOW Kwoon Ho, Simon, as an independent non-executive director of HKRH and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Further, the below resignations have also taken effect:

- (i) Mr. LI Ning, as the chairman of the Nomination Committee, the chairman of the HKRH Board and an authorised representative of HKRH as required under Rule 3.05 of the Listing Rules;
- (ii) Dr. LOKE Yu alias LOKE Hoi Lam, as the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee;
- (iii) Dr. FAN, Anthony Ren Da, as a member of the Audit Committee, the Nomination Committee and the Remuneration Committee; and
- (iv) Mr. CHAN Kim Sun, as the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee.

For further details on the appointment of directors, change of chairman, change of authorised representatives and change in composition of board committees in HKRH, please refer to the Completion Announcement.

## EXPECTED TIMETABLE

The expected timetable set out below is indicative and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all time and dates refer to Hong Kong local time and dates.

<b>Event</b>	<b>Hong Kong Time and Date</b>
Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and the commencement date of the Offers . . . . .	Friday, 19 January 2024
Latest time and date for acceptance of the Offers ( <i>Note 1</i> ) . . . . .	4:00 p.m. on Friday, 9 February 2024
Closing Date ( <i>Note 2</i> ) . . . . .	Friday, 9 February 2024
Announcement of the results of the Offers as at the Closing Date to be posted on the websites of the Stock Exchange, Luk Fook Holdings and HKRH . . . . .	no later than 7:00 p.m. on Friday, 9 February 2024
Latest date for posting of cheques for payment of the amounts due under the Offers in respect of valid acceptances received on the Closing Date ( <i>Note 3</i> ) . . . . .	Thursday, 22 February 2024

### Notes:

- (1) If you wish to accept the Offers, you should ensure your duly completed and signed Form(s) of Acceptance and the relevant documents **arrive** at the Registrar (for the Share Offer) and/or HKRH (for the Option Offer) no later than the prescribed time. If you choose to deliver the documents by post, you should consider the timing requirements for postage.

Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

All acceptances, instructions, authorisations and undertakings given by the HKRH Shareholders in the **WHITE** Form of Share Offer Acceptance and by the HKRH Optionholders in the **PINK** Form of Option Offer Acceptance shall be irrevocable except as permitted under the Takeovers Code.

- (2) The Offers, which are unconditional in all respects, will close for acceptances at 4:00 p.m. on Friday, 9 February 2024 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offers until such date as it may determine subject to compliance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). If the Offers are extended or revised, the announcement of such extension or revision will state the next Closing Date. Any revised Offers must be kept open for at least fourteen (14) days and shall not be closed earlier than Friday, 9 February 2024.
- (3) Payment of the consideration (after deducting the seller's ad valorem stamp duty) for the Offer Shares tendered for acceptance under the Share Offer will be posted by ordinary post to the HKRH Shareholders who accept the Share Offer at their own risk, and payment of the consideration for the Options surrendered for cancellation under the Option Offer will be delivered to the office of HKRH in Hong Kong at Room 2306, 23/F, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong for collection by the HKRH Optionholders who accept the Option Offer. Payment will be made as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Registrar (in respect of the Share Offer) or HKRH (in respect of the Option Offer) of all of the relevant documents to render each acceptance under the relevant Offers complete and valid in accordance with the Takeovers Code, the Composite Document and the relevant accompanying Form(s) of Acceptance.

**Effect of bad weather on the latest time for acceptance of the Offers and/or the latest date for despatch of cheques**

If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning in force or "extreme conditions" caused by super typhoons, in Hong Kong:

- (a) at any time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offers and/or the latest date for despatch of cheques for the amounts due under the Offers in respect of valid acceptances (as the case may be), the latest time for acceptance of the Offers will remain at 4:00 p.m. on the same Business Day and/or the latest date for despatch of cheques will remain on the same Business Day; or
- (b) at any time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and/or the latest date for despatch of cheques for the amounts due under the Offers in respect of valid acceptances (as the case may be), the latest time for acceptance of the Offers will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. and/or the latest date for despatch of cheques will be rescheduled to the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

All times and dates in this joint announcement, the Composite Document and the Form of Acceptance shall refer to Hong Kong times and dates. Save as mentioned above, if the latest time for acceptance of the Offers and the posting of remittances do not take effect on the date and time as stated above and in the Composite Document and the Form of Acceptance, the other dates mentioned above and in the Composite Document and the Form of Acceptance may be affected. The Offeror and HKRH will jointly notify the HKRH Shareholders and the HKRH Optionholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

**HKRH Shareholders and HKRH Optionholders are encouraged to read the Composite Document carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent HKRH Shareholders and Independent HKRH Optionholders in respect of the Offers, before deciding whether or not to accept the Offers. If the HKRH Shareholders, the HKRH Optionholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

By order of the board of directors of <b>Luk Fook Holdings (International) Limited</b> <b>WONG Wai Sheung</b> <i>Chairman &amp; Chief Executive Officer</i>	By order of the board of directors of <b>Hong Kong Resources Holdings Company Limited</b> <b>WONG Ho Lung, Danny</b> <i>Chairman &amp; Chief Executive Officer</i>	By order of the board of directors of <b>Luk Fook 3D Investment Holding Company Limited</b> <b>WONG Wai Sheung</b> <i>Director</i>
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Hong Kong, 19 January 2024

*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. WONG Ho Lung, Danny (Chairman), Ms. CHEUNG Irene, Ms. WONG Hau Yeung, Dr. CHAN So Kuen, Mr. LI Ning and Mr. WANG Chaoguang; the non-executive directors are Ms. YEUNG Po Ling, Pauline and Mr. HU Hongwei; the independent non-executive directors are Mr. SZE Yeung Kuen, Mr. CHAN Raymond, Dr. LAM Ki Wai, Lianne, Dr. CHOW Kwoon Ho, Simon, 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.*