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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) CLOSE OF THE 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 HKRH
(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 HKRH;**

(2) RESULTS OF THE OFFERS;

(3) PUBLIC FLOAT; AND

(4) RESIGNATIONS OF DIRECTORS IN HKRH

Financial adviser to the Offeror



**OPTIMA
CAPITAL**
Optima Capital Limited

Independent financial adviser to
the Independent Board Committee

Nuada Limited

CLOSE OF THE OFFERS

The Offeror and HKRH jointly announce that the Offers were closed at 4:00 p.m. on Friday, 9 February 2024 and were not revised or extended by the Offeror.

RESULTS OF THE OFFERS

As at 4:00 p.m. on Friday, 9 February 2024, being the latest time and date for acceptance of the Offers as set out in the Composite Document, the Offeror has received: (i) valid acceptances in respect of a total of 78,092,904 Offer Shares under the Share Offer, representing approximately 28.96% of the entire issued share capital of HKRH as at the date of this joint announcement; and (ii) valid acceptances in respect of a total of 87,500 Options under the Option Offer, representing approximately 8.3% of the number of Options outstanding as at the date of the Composite Document.

PUBLIC FLOAT OF HKRH

Immediately upon the close of the Offers and as at the date of this joint announcement, 53,610,698 HKRH Shares, representing approximately 19.88% of the entire issued share capital of HKRH, are held by the public (as defined under the Listing Rules).

Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is not satisfied. An application will be made to the Stock Exchange by HKRH for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules. The directors of the Offeror and the directors of HKRH will take appropriate steps to ensure that sufficient public float exists in the HKRH Shares as soon as possible following the close of the Offers. Further announcement(s) will be made by HKRH regarding restoration of public float in the HKRH Shares as and when appropriate in accordance with the Listing Rules.

RESIGNATIONS OF DIRECTORS IN HKRH

As disclosed in the section headed “Letter from Optima – Intention of the Offeror in relation to the Composition of the HKRH Board” in the Composite Document, the resignations of Mr. LI Ning, Mr. WANG Chaoguang, Mr. HU Hongwei, Dr. LOKE Yu alias LOKE Hoi Lam, Dr. FAN, Anthony Ren Da and Mr. CHAN Kim Sun from their positions as directors of HKRH will take effect immediately after the publication of this joint announcement.

References are made to (i) the announcement jointly published by Luk Fook Holdings, the Offeror and HKRH dated 28 July 2023 in relation to, among others, the Offers; (ii) the announcement jointly published by Luk Fook Holdings, the Offeror and HKRH dated 11 January 2024 in relation to the increase in the Share Offer Price per Offer Share from HK\$0.70 in cash to HK\$0.748 in cash; and (iii) 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.

CLOSE OF THE OFFERS

The Offeror and HKRH jointly announce that the Offers were closed at 4:00 p.m. on Friday, 9 February 2024 and were not revised or extended by the Offeror.

RESULTS OF THE OFFERS

As at 4:00 p.m. on Friday, 9 February 2024, being the latest time and date for acceptance of the Offers as set out in the Composite Document, the Offeror has received:

- (i) valid acceptances in respect of a total of 78,092,904 Offer Shares under the Share Offer, representing approximately 28.96% of the entire issued share capital of HKRH as at the date of this joint announcement; and
- (ii) valid acceptances in respect of a total of 87,500 Options under the Option Offer, representing approximately 8.3% of the number of Options outstanding as at the date of the Composite Document.

Settlement of the Offers

Payment of the consideration (after deducting the seller’s ad valorem stamp duty) for the Offer Shares tendered for acceptance under the Share Offer has been, or will be (as the case may be) posted by ordinary post to the HKRH Shareholders who have accepted the Share Offer, and payment of the consideration for the Options surrendered for cancellation under the Option Offer has been, or will be (as the case may 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 have accepted the Option Offer, as soon as possible, but in any event within 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

Outstanding Options

Pursuant to the Share Option Scheme, if there is an unconditional general offer made to the HKRH Shareholders, the HKRH Optionholders shall be entitled to exercise at any time within a period of 14 days after such control has been obtained by the Offeror any Option in whole or in part to the extent not already exercised (and notwithstanding any restrictions which would otherwise have prevented such Option from being exercisable at that time). For the avoidance of doubt, an Option not so exercised shall remain valid in accordance with its terms and subject to such restrictions as applied to it before the Offers.

Between the commencement of the Offer Period and immediately prior to the close of the Offers, none of the Options had been exercised resulting in an allotment and issue of HKRH Shares as at the close of the Option Offer. As such, the 962,500 outstanding Options granted under the Share Option Scheme shall remain valid in accordance with its terms and subject to such restrictions as applied to it before the Offers.

As at the date of this joint announcement, HKRH has 962,500 outstanding Options in total.

Shareholding structure of HKRH

Immediately prior to the commencement of the Offer Period on 6 March 2023, the Offeror and the Offeror Concert Parties held 2,447,918 HKRH Shares in aggregate, representing approximately 0.91% of the total issued share capital of HKRH.

Immediately after completion of the Sale and Purchase Agreements and before the commencement of the opening for acceptance of the Offers, the Offeror and the Offeror Concert Parties held 138,447,918 HKRH Shares in aggregate, representing approximately 51.34% of the then total issued share capital of HKRH.

Taking into account the valid acceptances in respect of 78,092,904 Offer Shares under the Share Offer (subject to the completion of the transfer to the Offeror of such Offer Shares), and the cancellation of 87,500 Options pursuant to the acceptance of the Option Offer, immediately upon the close of the Offers, the Offeror and the Offeror Concert Parties would hold an aggregate of 216,540,822 HKRH Shares, representing approximately 80.30% of the total number of issued HKRH Shares as at the date of this joint announcement and immediately after the close of the Offers.

Save as aforesaid, neither the Offeror nor any Offeror Concert Party (i) held, controlled or directed any HKRH Shares or rights over HKRH Shares immediately before the commencement of the Offer Period; or (ii) acquired or agreed to acquire any HKRH Shares or rights over HKRH Shares during the Offer Period. Further, neither the Offeror nor any Offeror Concert Party has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of HKRH during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of HKRH (i) immediately before the commencement of the opening for acceptance of the Offers; and (ii) immediately upon the close of the Offers (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Share Offer has been completed) and as at the date of this joint announcement:

	Immediately before the commencement of the opening for acceptance of the Offers		Immediately upon the close of the Offers (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Share Offer has been completed) and as at the date of this joint announcement	
	<i>Number of HKRH Shares</i>	<i>Approximate %</i>	<i>Number of HKRH Shares</i>	<i>Approximate %</i>
The Offeror and Offeror				
Concert Parties				
Offeror	136,000,000	50.43	214,092,904	79.39
Offeror Concert Parties who are core connected persons of HKRH ^{Note 1}	1,967,999	0.73	1,967,999	0.73
Offeror Concert Parties who are not core connected persons of HKRH ^{Note 2}	479,919	0.18	479,919	0.18
Subtotal	138,447,918	51.34	216,540,822	80.30
Director of HKRH (save for WONG Ho Lung, Danny ^{Note 3}, CHEUNG Irene ^{Note 4}, WONG Hau Yeung ^{Note 1} and CHAN So Kuen ^{Note 1})				
Mr. Li ^{Note 5}	157,000	0.06	–	–
Other Substantial Shareholder				
Well Pop Group Limited ^{Note 6}	28,000,000	10.38	–	–
Other public HKRH Shareholders	103,066,683	38.22	53,130,779	19.70
Total	269,671,601	100.00	269,671,601	100.00

Notes:

1. These HKRH Shares comprise (i) 1,125,000 HKRH Shares held by Luk Fook H which is a fellow subsidiary of the Offeror's holding company and therefore a close associate of the Offeror; (ii) 797,499 HKRH Shares held by Luk Fook 3DM which is a fellow subsidiary of the Offeror's holding company and therefore a close associate of the Offeror and a core connected person of HKRH; (iii) 20,500 HKRH Shares held by Ms. WONG Hau Yeung, an executive director of Luk Fook Holdings and an executive director of HKRH and therefore a core connected person of HKRH; (iv) 25,000 HKRH Shares held by Dr. CHAN So Kuen, an executive director of Luk Fook Holdings and an executive director of HKRH and therefore a core connected person of HKRH.
2. These HKRH Shares comprise (i) 145,785 HKRH Shares held by Mr. WONG Wai Sheung, an executive director of Luk Fook Holdings; (ii) 41,600 HKRH Shares held by Mr. TSE Moon Chuen, a non-executive director of Luk Fook Holdings; (iii) 150,034 HKRH Shares held by Mr. HUI Chiu Chung, JP, a non-executive director of Luk Fook Holdings; and (iv) 142,500 HKRH Shares held by the spouse of Mr. HUI Chiu Chung, JP.
3. Mr. WONG Ho Lung, Danny, one of the discretionary beneficiaries of The WS WONG Family Trust, has been appointed as an executive director of HKRH with effect from 19 January 2024. As at the date of this joint announcement, Luk Fook Holdings is the controlling shareholder of HKRH and Luk Fook Holdings is held by Luk Fook (Control) Limited as to approximately 40.37%. Over one-third of the voting power (being approximately 46.29%) of Luk Fook (Control) Limited is held by The WS WONG Family Trust. Therefore, Mr. WONG Ho Lung, Danny is deemed to be interested in 137,922,499 HKRH Shares held by Luk Fook Holdings.
4. Ms. CHEUNG Irene, the spouse of Mr. WONG Ho Lung, Danny, has been appointed as an executive director of HKRH with effect from 19 January 2024. Ms. CHEUNG Irene is deemed to be interested in 137,922,499 HKRH Shares in which Mr. WONG Ho Lung, Danny is deemed to be interested in.
5. Mr. Li resigned as an executive director of HKRH with effect immediately after the publication of this joint announcement.
6. Well Pop Group Limited is a company wholly-owned by Ms. HAO Yuanyuan. As such, Ms. HAO Yuanyuan is deemed to be interested in all the HKRH Shares held by Well Pop Group Limited.
7. The above calculations were based on percentages rounded up to the nearest 2 decimal places. As such, the rounding difference may cause a slight change in the actual shareholding.

PUBLIC FLOAT OF HKRH

Immediately upon the close of the Offers and as at the date of this joint announcement, 53,610,698 HKRH Shares, representing approximately 19.88% of the entire issued share capital of HKRH, are held by the public (as defined under the Listing Rules).

Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1) (a) of the Listing Rules is not satisfied. An application will be made to the Stock Exchange by HKRH for a temporary waiver from strict compliance with Rule 8.08(1) (a) of the Listing Rules. The directors of the Offeror and the directors of HKRH will take appropriate steps to ensure that sufficient public float exists in the HKRH Shares as soon as possible following the close of the Offers. Further announcement(s) will be made by HKRH regarding restoration of public float in the HKRH Shares as and when appropriate in accordance with the Listing Rules.

RESIGNATIONS OF DIRECTORS IN HKRH

As disclosed in the section headed “Letter from Optima – Intention of the Offeror in relation to the Composition of the HKRH Board” in the Composite Document, the following resignations will take effect immediately after the publication of this joint announcement on Friday, 9 February 2024:

- (i) Mr. Li, as an executive director of HKRH;
- (ii) Mr. Wang, as an executive director of HKRH;
- (iii) Mr. HU Hongwei, as a non-executive director of HKRH;
- (iv) Dr. LOKE Yu alias LOKE Hoi Lam, as an independent non-executive director of HKRH;
- (v) Dr. FAN, Anthony Ren Da, as an independent non-executive director of HKRH;
and
- (vi) Mr. CHAN Kim Sun, as an independent non-executive director of HKRH.

The abovementioned resignations of directors are due to the change in control of HKRH and each of the resigned directors has confirmed that he has no disagreement with the HKRH Board and that there is no other matter that needs to be brought to the attention of the HKRH Shareholders or the Stock Exchange in respect of his resignation.

The HKRH Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Li, Mr. Wang, Mr. HU Hongwei, Dr. LOKE Yu alias LOKE Hoi Lam, Dr. FAN, Anthony Ren Da and Mr. CHAN Kim Sun during their terms of service.

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**
WONG Ho Lung, Danny
*Chairman &
Chief Executive Officer*

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

Hong Kong, 9 February 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 (whose resignation shall take effect immediately after the publication of this joint announcement) and Mr. WANG Chaoguang (whose resignation shall take effect immediately after the publication of this joint announcement); the non-executive directors are Ms. YEUNG Po Ling, Pauline and Mr. HU Hongwei (whose resignation shall take effect immediately after the publication of this joint announcement); 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 (whose resignation shall take effect immediately after the publication of this joint announcement), Dr. FAN, Anthony Ren Da (whose resignation shall take effect immediately after the publication of this joint announcement) and Mr. CHAN Kim Sun (whose resignation shall take effect immediately after the publication of this joint announcement).

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.