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

(於百慕達註冊成立之有限公司)
(Incorporated in Bermuda with Limited Liability)
Stock Code 股份代號 : 0590

(1) DECLARATION OF SPECIAL INTERIM DIVIDEND BY WAY OF DISTRIBUTION IN SPECIE OF HKRH SHARES; AND

(2) RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

DECLARATION OF SPECIAL INTERIM DIVIDEND BY WAY OF DISTRIBUTION IN SPECIE OF HKRH SHARES

The Board is pleased to announce that, on 28 March 2024, it has resolved to declare a special interim dividend in the form of a distribution in specie of 24,071,422 HKRH Shares (assuming there is no change in the total number of issued Shares from the date of this announcement to the Record Date) indirectly held by the Company through Luk Fook 3DI to the Shareholders whose names appear on the register of members of the Company on the Record Date in proportion to their then respective shareholdings in the Company on the basis of 41 HKRH Shares for every 1,000 Shares held by each Qualifying Shareholder, being rounded down to the nearest whole number of Distribution Shares.

The exact number of Distribution Shares to be distributed by the Company is subject to such possible adjustments where appropriate and necessary in order to give effect to the Distribution in Specie on the basis of 41 HKRH Shares for every 1,000 Shares held on the Record Date and such other arrangements in relation to the Distribution in Specie as set out in this announcement.

A Qualifying Shareholder (including a Qualifying Shareholder holding less than 1,000 Shares on the Record Date) will be entitled to a pro-rata number of the Distribution Shares (being rounded down to the nearest whole number of the Distribution Shares). There will be no fractional distribution of the Distribution Shares to the Qualifying Shareholders. Fractional entitlements to the Distribution Shares and any Distribution Shares left undistributed will be sold in the market, with the net proceeds of such sale being retained for the benefit of the Company.

RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

For determining entitlements to the Distribution in Specie, the register of members and transfer book of the Company will be closed from Wednesday, 24 April 2024 to Thursday, 25 April 2024, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for the Distribution in Specie, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 April 2024. The last day for dealing in the Shares on the Stock Exchange with entitlements to the Distribution in Specie is expected to be Friday, 19 April 2024.

The Record Date for determining a Shareholder's entitlements to the Distribution in Specie is Thursday, 25 April 2024.

DECLARATION OF SPECIAL INTERIM DIVIDEND BY WAY OF DISTRIBUTION IN SPECIE OF HKRH SHARES

Basis of entitlement

The Board is pleased to announce that, on 28 March 2024, it has resolved to declare a special interim dividend in the form of a distribution in specie of 24,071,422 HKRH Shares (assuming there is no change in the total number of issued Shares from the date of this announcement to the Record Date) indirectly held by the Company through Luk Fook 3DI to the Shareholders whose names appear on the register of members of the Company on the Record Date in proportion to their then respective shareholdings in the Company on the following basis, being rounded down to the nearest whole number of Distribution Shares:

for every 1,000 Shares held.....41 HKRH Shares

The exact number of Distribution Shares to be distributed by the Company is subject to such possible adjustments where appropriate and necessary in order to give effect to the Distribution in Specie on the basis of 41 HKRH Shares for every 1,000 Shares held on the Record Date and such other arrangements in relation to the Distribution in Specie as set out in this announcement.

A Qualifying Shareholder (including a Qualifying Shareholder holding less than 1,000 Shares on the Record Date) will be entitled to a pro-rata number of the Distribution Shares (being rounded down to the nearest whole number of the Distribution Shares). There will be no fractional distribution of the Distribution Shares to the Qualifying Shareholders. Fractional entitlements to the Distribution Shares and any Distribution Shares left undistributed will be sold in the market, with the net proceeds of such sale being retained for the benefit of the Company.

Distribution Shares

As at the date of this announcement, the 24,071,422 HKRH Shares to be distributed represent 11.14% of the HKRH Shares held by the Group and 8.93% of the total number of issued HKRH Shares. The HKRH Shares are listed on the Main Board of the Stock Exchange (stock code: 2882).

Based on the closing price of HK\$1.18 per HKRH Share as traded on the Stock Exchange on 28 March 2024, the aggregate market value of the Distribution Shares was HK\$28,404,277.96.

Record Date and closure of register of members

For determining entitlements to the Distribution in Specie, the register of members and transfer book of the Company will be closed from Wednesday, 24 April 2024 to Thursday, 25 April 2024, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for the Distribution in Specie, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 April 2024. The last day for dealing in the Shares on the Stock Exchange with entitlements to the Distribution in Specie is expected to be Friday, 19 April 2024.

The Record Date for determining a Shareholder's entitlements to the Distribution in Specie is Thursday, 25 April 2024.

Completion of the Distribution in Specie, despatch of Share certificates, CCASS settlement and China Clear settlement

It is expected that Share certificates for the relevant Distribution Shares will be despatched on or about Thursday, 9 May 2024 by ordinary post at the risk of the Qualifying Shareholders to their respective addresses shown on the register of members of the Company on the Record Date.

In the case of a joint holding of Shares, the share certificate for the Distribution Shares will be posted to the address of the person whose name stands first on the register of members of the Company in respect of such Shares on the Record Date.

Investors holding Shares through CCASS Participants are expected to receive the Distribution Shares through their respective stockbrokers or custodians or through their CCASS Investor Participant stock accounts following the despatch of Share certificates of the Distribution Shares. Such investors should seek the advice of their respective stockbrokers or other professional advisers in case of doubt.

The Stock Connect Investors holding the Shares through China Clear are expected to receive the HKRH Shares through their respective stockbrokers or custodians or through their China Clear stock accounts following the despatch of the Share certificates for the HKRH Shares. Such investors should seek the advice of their respective stockbrokers or other professional advisers in case of doubt.

Odd lot matching service

The Company has, at its own costs, appointed Luk Fook Securities (HK) Limited to provide matching service for sale and purchase of odd lots of the Distribution Shares, on a best effort basis, to those Qualifying Shareholders entitled to the Distribution in Specie who wish to acquire odd lots of the Distribution Shares to make up a full board lot, or to dispose of their odd lots of the Distribution Shares.

Qualifying Shareholders who wish to utilise the service should contact Mr. Tommy Cheng at +852 2980 0820, or at Units 2201-2207 & 2213-2214, 22/F, Cosco Tower, 183 Queen's Road Central, Hong Kong during the period from 9:00 a.m. on Monday, 20 May 2024 to 4:00 p.m. on Friday, 7 June 2024, both days inclusive. Holders of odd lots of the Distribution Shares should note that successful matching of such sale and purchase is not guaranteed.

Qualifying Shareholders and Non-Qualifying Shareholders

The Distribution in Specie will be available to the Shareholders whose names appear on the register of members of the Company on the Record Date, but will not be extended to the Non-Qualifying Shareholders.

Shareholders with registered addresses outside Hong Kong

Based on the register of members of the Company as at Wednesday, 27 March 2024, there was one Shareholder whose address as shown on the register of members of the Company was outside Hong Kong, comprising one overseas jurisdiction, i.e. the U.S., with a total shareholding of 97,243 Shares, representing in aggregate 0.02% of the total number of issued Shares as at the close of business on 27 March 2024.

The Company had consulted legal counsel to ascertain whether or not there are any legal or regulatory requirements or restrictions which would make extending the Distribution in Specie to the Shareholder whose address as shown on the register of members of the Company is located in the aforesaid overseas jurisdiction administratively prohibitive or inexpedient. With respect to the U.S., the Company has been advised that there are no such legal or regulatory restrictions requiring the exclusion of such Shareholder from the Distribution in Specie. Having considered such advice provided by the legal counsel, the Directors are of the view that the Distribution in Specie will be extended to the Shareholder whose address as shown on the register of members of the Company is in the U.S. on the Record Date.

Shareholders with registered addresses outside Hong Kong should consult their own professional advisers as to whether or not they are permitted to receive the special interim dividend in the form of the Distribution in Specie or if any governmental or other consent is required or if any other formalities need to be observed and whether there are any other restrictions in relation to the future sale of any Distribution Shares so received.

Notwithstanding the arrangements with regard to the Shareholders with registered addresses outside Hong Kong as described above, the Board reserves the ultimate right to exclude any Shareholder from the Distribution in Specie if it believes that the transfer of the Distribution Shares to such person(s) may violate any applicable legal and/or regulatory requirements in any jurisdiction.

Arrangement for Non-Qualifying Shareholders

As the Distribution in Specie will not be extended to the Non-Qualifying Shareholders, arrangements will be made for the Distribution Shares which would otherwise have been transferred to any Non-Qualifying Shareholders to be sold in the market as soon as possible, on or after the date of posting of the Share certificates for the Distribution Shares (which date is currently expected to be on or about Thursday, 9 May 2024), and any proceeds of sale, after deduction of expenses and duties, will be distributed in HK\$ to the relevant Non-Qualifying Shareholders, except that net proceeds less than HK\$100 will be retained for the benefit of the Company.

Cheques representing the cash-in-lieu payments are expected to be sent by ordinary post to the Shareholders within fourteen (14) days after the date of despatch of the Share certificates for the Distribution Shares. In the absence of bad faith or wilful default, none of the Company nor any broker or agent appointed by the Company to effect the sale shall have any liability of any loss whatsoever arising as a result of the timing or the terms of any such sale.

Distribution arrangements for Stock Connect Investors

According to the “Stock Connect Shareholding Search” available on the Stock Exchange’s website (www.hkexnews.hk), as at 27 March 2024, China Clear held 4,307,500 Shares.

The Stock Connect Investors will receive Distribution Shares pursuant to the Distribution in Specie and hold the relevant Distribution Shares received through China Clear. Pursuant to the Shanghai Stock Exchange Measures for the Implementation of Shanghai-Hong Kong Stock Connect (《上海證券交易所滬港通業務實施辦法》) and the Shenzhen Stock Exchange Measures for the Implementation of Shenzhen-Hong Kong Stock Connect (《深圳證券交易所深港通業務實施辦法》), the Stock Connect Investors (or the relevant China Clear participants, as the case may be) whose stock accounts in China Clear are credited with Distribution Shares may only sell them on the Stock Exchange under the Stock Connect. The Stock Connect Investors should seek advice from their intermediary (including broker, custodian, nominee or CCASS Participant) and/or other professional advisers for details of the logistical arrangements as required.

REASONS FOR AND BENEFITS OF THE DISTRIBUTION IN SPECIE

When deciding to implement the Distribution in Specie, the Board considered that the Distribution in Specie will restore the public float of HKRH to no less than 25% to meet the minimum requirement as set out by the Stock Exchange.

In light of the above, the Board considered that the Distribution in Specie is in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECTS OF THE DISTRIBUTION IN SPECIE

Immediately after completion of the Distribution in Specie, the Company will, through its subsidiaries, hold the remaining 191,943,981 HKRH Shares, representing 71.18% of the issued share capital of HKRH as at the date of this announcement.

TENTATIVE TIMETABLE FOR THE DISTRIBUTION IN SPECIE

Last day for dealing in the Shares on a cum-entitlement basis	Friday, 19 April 2024
Commencement of dealing in the Shares on an ex-entitlement basis	Monday, 22 April 2024
Latest time for lodging transfer of the Shares in order to qualify for the Distribution in Specie	4:30 p.m. on Tuesday, 23 April 2024
Closure of register of members and transfer book of the Company	Wednesday, 24 April 2024 to Thursday, 25 April 2024 (both dates inclusive)
Record Date	Thursday, 25 April 2024
Register of members of the Company re-opens	Friday, 26 April 2024
Despatch of Share certificates and CCASS settlement	Thursday, 9 May 2024
Odd lot matching	9:00 a.m. on Monday, 20 May 2024 to 4:00 p.m. on Friday, 7 June 2024

Note 1: All references to time and date in this announcement refer to Hong Kong local time and date.

Note 2: The timings are indicative only. Should there be any change to the above tentative timetable, further announcement will be made by the Company as and when appropriate.

If there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning in force on 23 April 2024, the dates mentioned in the timetable above may be affected. In the event of any change to the timetable, the Company will notify the Shareholders by way of announcement as soon as practicable.

INFORMATION ON THE GROUP

The Group principally engages in the sourcing, designing, wholesaling, trademark licensing and retailing of a variety of gold and platinum jewellery, and gem-set jewellery.

INFORMATION ON HKRH

HKRH was incorporated in Bermuda as a company with limited liability. HKRH is an investment holding company, and its subsidiaries are principally engaged in (i) the retail sales and franchising operations for gold and jewellery products in Hong Kong, Macau and Mainland China; and (ii) the wholesaling and contracting operations of gold and jewellery products in Mainland China.

DEFINITION

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant(s)”	any person admitted to participate in CCASS as a direct clearing participant, a general clearing participant, a custodian participant, or any CCASS Investor Participant
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“China Clear”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“Company”	Luk Fook Holdings (International) Limited (六福集團(國際)有限公司), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 0590)
“Director(s)”	director(s) of the Company
“Distribution in Specie”	the distribution of a special interim dividend by the Company in the form of a distribution in specie of the HKRH Shares held by the Group to the Qualifying Shareholders in proportion to their respective shareholdings in the Company on the basis of an entitlement to 41 HKRH Share for every 1,000 Shares held by each Qualifying Shareholder as at the Record Date
“Distribution Shares”	the 24,071,422 HKRH Shares held by the Group as of the date of this announcement which are subject to the Distribution in Specie
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKRH Share(s)”	ordinary share(s) in the share capital of HKRH
“HKRH”	Hong Kong Resources Holdings Company Limited (香港資源控股有限公司), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2882)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Luk Fook 3DI”	Luk Fook 3D Investment Holding Company Limited (六福至尊投資集團有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Non-Qualifying Shareholder(s)”	the Shareholder(s) whose (respective) address entered in the register of members of the Company on the Record Date is in a place outside Hong Kong (if any), and who is excluded from receiving the Distribution Shares in the Distribution in Specie on account of the relevant legal or regulatory requirements or restrictions by the Board out of necessity or expediency
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	Thursday, 25 April 2024, being the date fixed for determining the Shareholders’ entitlements to the Distribution in Specie
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

“Stock Connect”	Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect
“Stock Connect Investors”	PRC southbound trading Shareholders holding the Shares through the Stock Connect
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

By Order of the Board
Luk Fook Holdings (International) Limited
CHAN So Kuen
Company Secretary

Hong Kong, 28 March 2024

As at the date of this announcement, the Company’s 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.