

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)

**(1) PROPOSED CHANGE OF COMPANY NAME;  
AND  
(2) PROPOSED AMENDMENTS TO THE BYE-LAWS**

**(1) PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Hong Kong Resources Holdings Company Limited” to “3DG HOLDINGS (INTERNATIONAL) LIMITED” and change the secondary name of the Company in Chinese from “香港資源控股有限公司” to “金至尊集團(國際)有限公司”.

The Proposed Name Change is subject to (i) the approval by the Shareholders by way of special resolution at the SGM; and (ii) the approval of the Registrar of Companies in Bermuda by issuing certificate of change of name and certificate of secondary name.

## **(2) PROPOSED AMENDMENTS TO THE BYE-LAWS**

The Board also proposes to, among others, (i) make the Name Change Amendments to reflect the Proposed Name Change; and (ii) make the Corporate Communications Amendments for the purpose of complying with the amendments to the Listing Rules effective from 31 December 2023 pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023. The Name Change Amendments shall be subject to (i) the approval of the Shareholders by way of special resolution at the SGM; and (ii) the Proposed Name Change becoming effective. The Corporate Communications Amendments shall be subject to the approval of the Shareholders by way of special resolution at the SGM.

In light of the number of proposed amendments, the Board proposes to adopt the New Bye-Laws incorporating the Bye-Laws Amendments in substitution for, and to the exclusion of, the Bye-Laws.

A circular containing, among other things, information regarding (i) the Proposed Name Change; (ii) the Bye-laws Amendments and adoption of the New Bye-Laws; and (iii) a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

## **(1) PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Directors**”) of Hong Kong Resources Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “Hong Kong Resources Holdings Company Limited” to “3DG HOLDINGS (INTERNATIONAL) LIMITED” and change the secondary name of the Company in Chinese from “香港資源控股有限公司” to “金至尊集團(國際)有限公司” (the “**Proposed Name Change**”).

### **Conditions for the Proposed Name Change**

The Proposed Name Change is subject to the following:

- (i) the approval by the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the special general meeting of the Company (the “**SGM**”); and

- (ii) the approval of the Registrar of Companies in Bermuda by issuing certificate of change of name and certificate of secondary name.

Subject to satisfaction of the conditions set out above, the Proposed Name Change will take effect from the date on which the Registrar of Companies in Bermuda issues certificate of change of name and certificate of secondary name. The Company will then comply with the necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

### **Reasons for the Proposed Name Change**

The Board considers that the Proposed Name Change will provide the Company with a more relevant and distinctive corporate image and identity and enhance the Company's brand identity in the context of its future business development. As such, the Board believes that the Proposed Name Change is in the best interests of the Company and the Shareholders as a whole.

### **Effect of the Proposed Name Change**

The Proposed Name Change will not affect any rights of the Shareholders. The existing share certificates in issue bearing the present name of the Company will, after the Proposed Name Change becoming effective, continue to be prima facie evidence of legal title and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company.

Upon the Proposed Name Change becoming effective and from then on, new certificates in respect of the shares of the Company will be issued under the new name of the Company and, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English and Chinese stock short names of the Company will also be changed.

## (2) PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board also proposes to (i) make certain amendments to the amended and restated bye-laws of the Company (the “**Bye-Laws**”) to reflect the Proposed Name Change (the “**Name Change Amendments**”); (ii) make certain amendments to the Bye-Laws to the effect that any “corporate communication” (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) can, to the extent permitted under all applicable laws and regulations, be satisfied by the Company by (a) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (b) making the corporate communication available on its website and the Stock Exchange’s website for the purpose of complying with the amendments to the Listing Rules effective from 31 December 2023 pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023 (the “**Corporate Communications Amendments**”); and (iii) make other housekeeping amendments to the Bye-Laws (collectively, the “**Bye-Laws Amendments**”). In light of the number of proposed amendments, the Board proposes to adopt the second amended and restated bye-laws (the “**New Bye-Laws**”) incorporating the Bye-Laws Amendments in substitution for, and to the exclusion of, the Bye-Laws.

A special resolution will be proposed at the SGM to consider and, if thought fit, approve, among others, the Name Change Amendments, the Corporate Communications Amendments and adoption of the New Bye-Laws. A circular containing, among other things, details of the Bye-Laws Amendments and adoption of the New Bye-Laws, will be despatched to the Shareholders as soon as practicable.

The Name Change Amendments are subject to (i) the approval of the Shareholders by way of special resolution at the SGM; and (ii) the Proposed Name Change becoming effective.

The Corporate Communications Amendments are subject to the approval of the Shareholders by way of special resolution at the SGM.

The adoption of the New Bye-Laws is subject to (i) the Bye-Laws Amendments being approved at the SGM; and (ii) the approval of the Shareholders by way of special resolution at the SGM.

The New Bye-laws will be prepared in the English language and its Chinese language translation is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the New Bye-laws, the English language version shall prevail.

## **GENERAL**

The Proposed Name Change, the Bye-Laws Amendments and adoption of the New Bye-Laws are subject to Shareholders' approval at the SGM and no Shareholders are required to abstain from voting on the resolutions in relation to (i) the Proposed Name Change; and (ii) the Bye-Laws Amendments and adoption of the New Bye-Laws. A circular containing, among other things, information regarding (i) the Proposed Name Change; (ii) the Bye-Laws Amendments and adoption of the New Bye-Laws; and (iii) a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the SGM, the effective date of the Proposed Name Change, the Bye-Laws Amendments and adoption of the New Bye-Laws and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

By order of the Board

**Hong Kong Resources Holdings Company Limited**

**WONG Ho Lung, Danny**

*Chairman and Chief Executive Officer*

Hong Kong, 6 May 2024

*As at the date of this announcement, the Board comprises Mr. WONG Ho Lung, Danny (Chairman and Chief Executive Officer), Ms. CHEUNG Irene (Chief Operating Officer), Ms. WONG Hau Yeung, and Dr. CHAN So Kuen as executive Directors; Ms. YEUNG Po Ling, Pauline as non-executive Director; and Mr. SZE Yeung Kuen, Mr. CHAN Raymond, Dr. LAM Ki Wai, Lianne, and Dr. CHOW Kwoon Ho, Simon as independent non-executive Directors.*