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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)*

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Hong Kong Resources Holdings Company Limited (the “**Company**”) will be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on Friday, 28 June 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions. Words and expressions that are not expressly defined in this notice of SGM shall bear the same meaning as those defined in the circular of the Company dated 13 June 2024.

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the PRC Tenancy Agreements dated 8 May 2024 entered into between various subsidiaries of the Company and the PRC Landlords for the lease of the PRC Premises (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint be and is/are hereby authorized for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the PRC Tenancy Agreements and the transactions contemplated thereunder including the affixing of common seal thereon.”

2. **“THAT**

- (a) the HK Tenancy Agreements dated 8 May 2024 3DM with Ultra Power and Green Rich for the lease of the HK Premises (a copy of which has been produced to the meeting marked “B” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint be and is/are hereby authorized for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the HK Tenancy Agreements and the transactions contemplated thereunder including the affixing of common seal thereon.”

3. **“THAT**

- (a) the Supply Agreement dated 8 May 2024 entered into between CGS and Maxigood in respect of the supply of goods by CGS to Maxigood (a copy of which has been produced to the meeting marked “C” and initialled by the chairman of the meeting for identification purpose), the transactions contemplated thereunder and the proposed Supply Agreement Annual Caps be and are hereby approved, confirmed and ratified; and

- (b) any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint be and is/are hereby authorized for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Supply Agreement and the transactions contemplated thereunder including the affixing of common seal thereon.”

4. **“THAT**

- (a) the Purchase Agreement dated 8 May 2024 entered into between CGS and Maxigood in respect of the purchase of goods by CGS from Maxigood (a copy of which has been produced to the meeting marked “D” and initialled by the chairman of the meeting for identification purpose), the transactions contemplated thereunder and the proposed Purchase Agreement Annual Caps be and are hereby approved, confirmed and ratified; and
- (b) any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint be and is/are hereby authorized for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Purchase Agreement and the transactions contemplated thereunder including the affixing of common seal thereon.”

5. **“THAT**

- (a) the IT System Agreement dated 8 May 2024 entered into between CGS and Luk Fook Holdings in relation to the provision of certain information technology system-related services by various subsidiaries of Luk Fook Holdings to the Group (a copy of which has been produced to the meeting marked “E” and initialled by the chairman of the meeting for identification purpose), the transactions contemplated thereunder and the proposed IT System Agreement Annual Caps be and are hereby approved, confirmed and ratified; and
- (b) any one Director, and in the case of execution of documents under seal, one Director and the secretary of the Company, any two Directors, such other person (including a Director) or persons as the Board may appoint be and is/are hereby authorized for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the IT System Agreement and the transactions contemplated thereunder including the affixing of common seal thereon.”

SPECIAL RESOLUTIONS

6. **“THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Hong Kong Resources Holdings Company Limited” to “3DG HOLDINGS (INTERNATIONAL) LIMITED” and the secondary name of the Company in Chinese be changed from “香港資源控股有限公司” to “金至尊集團(國際)有限公司”, with effect from the date on which a certificate of change of name and certificate of secondary name are issued by the Registrar of Companies in Bermuda (the **“Effective Date”**), and that any one of the Directors or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Name Change and to attend to any necessary registration and/or filing for and on behalf of the Company.”

7. **“THAT**

- (a) subject to the Proposed Name Change becoming effective, the Name Change Amendments as set forth in the Appendix II to the Circular be and are hereby approved;
- (b) the Corporate Communications Amendments as set forth in the Appendix II to the Circular be and are hereby approved;
- (c) the Housekeeping Amendments as set forth in the Appendix II to the Circular be and are hereby approved; and
- (d) the amendments to the existing amended and restated bye-laws of the Company as set out in the circular of the Company dated 13 June 2024 be and are hereby approved and the New Bye-Laws (a copy of which has been produced to the meeting marked “F” and initialed by the chairman of the SGM for identification purpose) which incorporates and consolidates all Bye-Laws Amendments, be and is hereby approved and adopted, in substitution for and to the exclusion of the existing amended and restated bye-laws of the Company with effect from the Effective Date, and that any one or more Directors be and are hereby authorised to, do all acts and things necessary, appropriate, desirable or expedient to give effect to the Bye-Laws Amendments and the adoption of the New Bye-Laws, including but not limited to, attending to any, necessary registration and/or filing of the New Bye-Laws and all required documents for and on behalf of the Company.”

By order of the Board

Hong Kong Resources Holdings Company Limited

WONG Ho Lung, Danny

Chairman and Chief Executive Officer

Hong Kong, 13 June 2024

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more Shares, more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member.
2. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and, in any event, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be).
3. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 24 June 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, 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.