
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **Hong Kong Resources Holdings Company Limited**, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)*

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Hong Kong Resources Holdings Company Limited (the “Company”) to be held at Room 905, 9/F., Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong at 11:00 a.m. on Tuesday, 30 November 2021 is set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours (i.e. 11:00 a.m. on Sunday, 28 November 2021) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

29 October 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Room 905, 9/F., Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 30 November 2021 at 11:00 a.m., the notice of which is set out on pages 14 to 18 of this circular
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company (as amended from time to time)
“Company”	Hong Kong Resources Holdings Company Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	26 October 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the ordinary resolution in relation thereto
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the ordinary resolution in relation thereto
“Shareholders”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Li Ning
Mr. Wang Chaoguang
Ms. Dai Wei

Registered Office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Non-executive Director:

Mr. Hu Hongwei

Principal place of business in Hong Kong:

Room 905, 9/F.,
Star House,
3 Salisbury Road,
Tsim Sha Tsui,
Kowloon, Hong Kong

Independent non-executive Directors:

Dr. Loke Yu alias Loke Hoi Lam
Mr. Fan, Anthony Ren Da
Mr. Chan Kim Sun

29 October 2021

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM for, among other matters, (i) the granting of the Share Issue Mandate; (ii) the granting of the Repurchase Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general and unconditional mandates to:

- (a) allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution;
- (b) repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing such resolution; and
- (c) add the total number of Shares which may be allotted, issued or dealt in under the Share Issue Mandate to the number of Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, the Company had an aggregate of 154,671,601 Shares in issue. Subject to the passing of the relevant ordinary resolutions and assuming that no further Shares will be issued or repurchased following the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 30,934,320 Shares under the Share Issue Mandate, and to repurchase a maximum of 15,467,160 Shares under the Repurchase Mandate, representing not more than 20% and 10% of the total number of issued Shares respectively.

An explanatory statement as required under the Listing Rules to provide the requisite information on the Repurchase Mandate is set out in Appendix I hereto.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 86(2), each of Mr. Wang Chaoguang, who was appointed as executive Director on 1 April 2021, and Mr. Chan Kim Sun, who was appointed as independent non-executive Director on 19 February 2021, will hold office until the AGM and, being eligible, offer himself for re-election at the AGM.

In accordance with Bye-laws 87(1) and 87(2), at each annual general meeting of the Company one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires and shall then be eligible for re-election at that meeting. Each of Dr. Loke Yu alias Loke Hoi Lam and Mr. Fan, Anthony Ren Da will retire by rotation and, being eligible, offer himself for re-election at the AGM.

Mr. Fan, Anthony Ren Da has served as an independent non-executive Director for more than 9 years and the re-election of him will be subject to a separate resolution to be approved by the Shareholders. During his years of appointment, Mr. Fan, Anthony Ren Da has demonstrated his ability to provide an independent view to the Company's matters. The

LETTER FROM THE BOARD

Board considers that the long service of Mr. Fan, Anthony Ren Da would not affect his exercise of independent judgment and is satisfied that Mr. Fan, Anthony Ren Da has the required character, integrity and knowledge to continue fulfilling the role of independent non-executive Director. The Board also considers that the re-election of Mr. Fan, Anthony Ren Da as an independent non-executive Director is in the best interest of the Company and Shareholders as a whole

The biographical details of the above-named retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

4. THE AGM

A notice convening the AGM to be held at Room 905, 9/F., Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 30 November 2021 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting in respect of the resolutions to be proposed at the AGM.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 25 November 2021 to Tuesday, 30 November 2021 (both dates inclusive) during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30p.m. on Wednesday, 24 November 2021.

5. PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular and has been posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hkrh.hk) respectively. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. 11:00 a.m. on Sunday, 28 November 2021) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. The results of the poll will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.hkrh.hk after the AGM as soon as possible.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider the proposed grant of the Share Issue Mandate (including the extension thereof) and the Repurchase Mandate and the proposed re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL

Your attention is also drawn to the additional information set out in the Appendices to this circular.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully
By order of the Board of
Hong Kong Resources Holdings Company Limited
Mr. Li Ning
Chairman

This Appendix serves as an explanatory statement as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 154,671,601 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 15,467,160 Shares, being 10% of the total number of issued Shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. REASONS FOR REPURCHASES OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares would be funded out of funds of the Company legally available for the purpose in accordance with the Memorandum of Association of the Company, the Bye-laws and the applicable laws of Bermuda. Repurchases of Shares pursuant to the Repurchase Mandate would be financed entirely from the Company's paid up share capital plus funds available for dividends or distribution to Shareholders and the share premium account.

The exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's annual report for the year ended 30 June 2021. However, the Directors do not intend to exercise the Repurchase Mandate to such extent that, in the circumstances, the exercise would have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such repurchases are in the best interests of the Company.

4. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

No core connected persons (as defined in the Listing Rules) of the Company, have notified the Company that they have a present intention to sell, or have undertaken not to sell, any Shares to the Company in the event that the Company is authorised to repurchase Shares.

5. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's or a group of Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date:

Ms. Hao Yuanyuan and Well Pop Group Limited, being parties acting in concert as defined under the Takeovers Code, were interested or deemed to be interested in 28,000,000 Shares, representing approximately 18.10% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interests or deemed interest in shareholding of Ms. Hao Yuanyuan and Well Pop Group Limited, in the issued share capital of the Company would be increased to approximately 20.11%.

Mr. Wen Jialong is personally interested in 141,548 shares in the Company, representing approximately 0.09% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Wen Jialong, Zheng Yue Wen, Hallow King Global Investment Limited, Kerui Jinrong Company Limited and Weltrade Group Limited, were interested or deemed to be interested in 25,105,561 shares, representing approximately 16.23% of the issued share capital of the Company as at the Latest Practicable Date. In the event that the Repurchase Mandate is exercised in full, the aggregate interests in shareholding of Mr. Wen Jialong in the issued share capital of the Company would be increased to approximately 18.14%, the interests in shareholding of Zheng Yue Wen, Hallow King Global Investment Limited, Kerui Jinrong Company Limited and Weltrade Group Limited, in the issued share capital of the Company would be increased to approximately 18.04%.

Mr. Li Ning and Eminent Rise Holdings Limited, being parties acting in concert as defined under the Takeovers Code, were interested or deemed to be interested in 21,157,000 Shares, representing approximately 13.68% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interests or deemed interest in shareholding of Mr. Li Ning and Eminent Rise Holdings Limited, in the issued share capital of the Company would be increased to approximately 15.20%.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

In addition, the Directors do not have any intention to exercise the proposed Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

6. SHARE PURCHASES MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

7. MARKET PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

Month	Market Price per Share	
	Highest HK\$	Lowest HK\$
2020		
October	0.048	0.033
November	0.038	0.025
December	0.035	0.026
2021		
January	0.060	0.027
February	0.130	0.025
March	0.081	0.051
April	0.070	0.052
May	0.069	0.056
June	0.067	0.043
July	0.500	0.315
August	0.495	0.310
September	0.430	0.310
October (up to the Latest Practicable Date)	0.395	0.300

Note: The capital reorganisation of the Company, being the share consolidation, the capital reduction and the share sub-division, details of which are contained in the circular of the Company dated 30 June 2021, was approved on 23 July 2021 and became effective on 27 July 2021.

Pursuant to the Listing Rules, the details of the retiring Directors proposed for re-election at the AGM are provided as follows:

Mr. Wang Chaoguang

Mr. Wang Chaoguang (“**Mr. Wang**”), aged 49, was appointed as an executive Director and the co-chairman of the Company on 1 April 2021. He is currently an executive Director of 北京金匯鼎銘投資管理有限公司 (Beijing Jin Hui Ding Ming Investment Management Company Limited), a company principally engaged in the provision of asset management and corporate investment consultancy services and 山西中正達投資管理有限公司 (Shanxi Zhong Zheng Da Investment Management Company Limited), a company principally engaged in the provision of corporate investment consultancy services, and the funding of corporate projects. Mr. Wang serves as a non-independent Director of 北京漢邦高科數字技術股份有限公司 (Beijing Hanbang Technology Corp.) (stock code: 300449.SZ). Mr. Wang has around 10 years of experience in the asset management and corporate investment consultancy, and over 15 years of experience in the real estate development and investment business. He has extensive experience in corporate management and corporate investment. Mr. Wang also has experience in the information technology (IT) development and consultancy business.

Save as disclosed above, Mr. Wang does not hold any other position with the Company or its subsidiaries; does not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

As disclosed in the circular of the Company dated 30 June 2021 (the “**Circular**”), Grace Fountain Holdings Limited (which is wholly-owned by Mr. Wang) had entered into the subscription agreement dated 31 May 2021 with the Company, pursuant to which Grace Fountain Holdings Limited had agreed to subscribe for 65,000,000 Shares and the convertible bonds in the aggregate principal amount of HK\$52,000,000, convertible into 80,000,000 Shares based on the initial conversion price of HK\$0.65 per conversion share. Please refer to the Circular for further details. As at the Latest Practicable Date, the subscription has not completed. Save as disclosed above, Mr. Wang does not have any interest in the shares and underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Mr. Wang has entered into a service agreement with the Company for an initial term of two years commencing from 1 April 2021. Mr. Wang shall hold office only until the first general meeting of the Company after his appointment and shall be subject to re-election at such meeting in accordance with the Bye-laws. The emolument paid/payable to Mr. Wang for the year ended 30 June 2021 was HK\$240,000, the amount of which was determined with reference to his general duties and responsibilities and the prevailing market conditions.

Save as disclosed above, there is no other information relating to the re-election of Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Chan Kim Sun

Mr. Chan Kim Sun (“**Mr. Chan**”), aged 40, was appointed as an independent non-executive Director on 19 February 2021. He is currently a non-practising member of the Hong Kong Institute of Certified Public Accountants and is a fellow of the Association of Chartered Certified Accountants. Mr. Chan graduated from The Hong Kong University of Science and Technology with a bachelor’s degree in business administration majoring in accounting and finance in November 2003. Mr. Chan worked at HLB Hodgson Impey Cheng Limited with his latest position as an audit manager from October 2004 to March 2010. Mr. Chan served as finance controller and company secretary of China Infrastructure Investment Limited, the shares of which are listed on the Stock Exchange (stock code: 600), from August 2011 to September 2014 and from September 2012 to September 2014, respectively. Since December 2015, Mr. Chan has been an independent non-executive director of Virscend Education Company Limited, the shares of which are listed on the Stock Exchange (stock code: 1565). Since April 2018, Mr. Chan has been an independent non-executive director of Vision International Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8107). Since January 2019, Mr. Chan has been the company secretary of WMCH Global Investment Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8208).

Save as disclosed above, Mr. Chan does not hold any other position with the Company or its subsidiaries; does not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Mr. Chan has entered into a letter of appointment with the Company for an initial term of two years commencing from 19 February 2021. Mr. Chan shall hold office only until the first general meeting of the Company after his appointment and shall be subject to re-election at such meeting in accordance with the bye-laws of the Company. The emolument paid/payable to Mr. Chan for the year ended 30 June 2021 was HK\$108,929, the amount of which was determined with reference to his general duties and responsibilities and the prevailing market conditions.

Save as disclosed above, there is no other information relating to the re-election of Mr. Chan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

Dr. Loke Yu alias Loke Hoi Lam

Dr. Loke Yu alias Loke Hoi Lam, aged 72, was appointed as an Independent Non-executive Director on 31 May 2017. Dr. Loke has over 40 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration degree from Universiti

Teknologi Malaysia and a Doctor of Business Administration degree from University of South Australia. Dr. Loke is a Fellow member of The Institute of Chartered Accountants in England & Wales, The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and Hong Kong Independent Non-Executive Directors Association.

Dr. Loke serves as an independent non-executive director of Chiho Environmental Group Limited (stock code: 976), China Silver Technology Holdings Limited (stock code: 515), Hang Sang (Siu Po) International Holding Company Limited (stock code: 3626), Hong Kong Resources Holdings Company Limited (stock code 2882), Matrix Holdings Limited (stock code: 1005), TradeGo FinTech Limited (stock code: 8017), Tianjin Development Holdings Limited (stock code: 882), Times Universal Group Holdings Limited (stock code: 2310), V1 Group Limited (stock code: 82) and Zhenro Properties Group Limited (stock code: 6158). He also serves as a non-executive director of VESON Holdings Limited (stock code: 1399).

He was an independent non-executive director of Winfair Investment Company Limited (stock code: 287) from 2 April 2007 to 2 April 2018, Shenzhou Space Park Group Limited (stock code: 692) from 9 August 2013 to 6 August 2018, Scud Group Limited (stock code: 1399) from 14 May 2009 to 27 September 2018, China Beidahuang Industry Group Holdings Limited (stock code: 39) from June 2005 to 31 October 2018, Lamtex Holdings Limited (stock code: 1041) from 28 July 2015 to 23 Mar 2020, Tianhe Chemicals Group Limited (stock code: 1619) from May 2014 to 30 May 2020, CIMC TianDa Holdings Company Limited (stock code: 445) from 1 August 2006 to 31 January 2021 and Zhong An Group Limited (stock code: 672) from 30 June 2009 to 9 June 2021. All of these companies are listed on the main board of the Stock Exchange.

Save as disclosed above, Dr. Loke does not hold any other position with the Company or its subsidiaries; does not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Loke does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Dr. Loke has entered into a letter of appointment with the Company on 31 May 2017. Dr. Loke is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at the annual general meeting in accordance with the bye-laws of the Company. The emolument paid/payable to Dr. Loke for the year ended 30 June 2021 was HK\$360,000, the amount of which was determined with reference to his general duties and responsibilities and the prevailing market conditions.

Save as disclosed above, there is no other information relating to the re-election of Dr. Loke that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Fan, Anthony Ren Da

Mr. Fan, Anthony Ren Da, aged 61, was appointed as an Independent Non-executive Director on 30 September 2008. Mr. Fan holds a master degree of business administration from the United States. He is the chairman and managing director of AsiaLink Capital Limited. Prior to that, he held senior positions with various international financial institutions and was the managing director of a company listed on the Stock Exchange.

Mr. Fan is an independent non-executive director of Uni-President China Holdings Ltd. (Stock Code: 220), Citic Resources Holdings Limited (Stock Code: 1205), Shanghai Industrial Urban Development Group Limited (Stock Code: 563), China Dili Group ((formerly known as: Renhe Commercial Holdings Company Ltd.) (Stock Code: 1387), Technovator International Limited (Stock Code: 1206), China Development Bank International Investment Limited (Stock Code: 1062), Semiconductor Manufacturing International Corporation (Stock Code: 981) and Neo-Neon Holdings Limited (Stock Code: 1868). Mr. Fan was an independent non-executive director of CGN New Energy Holdings Co., Ltd. (Stock Code: 1811) from 30 September 2014 to 26 June 2018.

Mr. Fan has been re-designated from an independent non-executive Director of Tenfu (Cayman) Holdings Company Limited (Stock Code: 6868) to an executive Director on 18 May 2021. Mr. Fan has retired as an independent non-executive Director of Raymond Industrial Limited (Stock Code: 229) on 21 May 2021. All of these companies are listed on the main board of the Stock Exchange.

Save as disclosed above, Mr. Fan does not hold any other position with the Company or its subsidiaries; does not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Fan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Mr. Fan has entered into a service agreement with the Company on 30 September 2008. Mr. Fan is subject to subject to retirement by rotation and re-election at the annual general meeting in accordance with the bye-laws of the Company. The emolument paid/payable to Mr. Fan for the year ended 30 June 2021 was HK\$360,000, the amount of which was determined with reference to his general duties and responsibilities and the prevailing market conditions.

Save as disclosed above, there is no other information relating to the re-election of Mr. Fan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

NOTICE OF THE AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “AGM”) of Hong Kong Resources Holdings Company Limited (the “Company”) will be held at Room 905, 9/F., Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 30 November 2021 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements and the reports of the directors (“**Director(s)**”) and the auditors of the Company for the year ended 30 June 2021.
2.
 - (a) To re-elect Mr. Wang Chaoguang as an executive Director;
 - (b) To re-elect Mr. Chan Kim Sun as an independent non-executive Director;
 - (c) To re-elect Dr. Loke Yu alias Loke Hoi Lam as an independent non-executive Director;
 - (d) To re-elect Mr. Fan, Anthony Ren Da (who has served as an independent non-executive Director for more than 9 years) as an independent non-executive Director; and
 - (e) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Crowe (HK) CPA Limited as the auditors of the Company and authorise the Board to fix their remuneration.

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SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without amendments the following resolutions numbered 4, 5 and 6 as ordinary resolutions:

4. **“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.001 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into the Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into the Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription rights or conversion under the terms of any securities which are convertible into the Shares or warrants to subscribe for the Shares; (iii) any share option scheme or similar arrangement for the time being adopted for the grant to the Directors and employees of the Company and/or other eligible persons of the rights to acquire the Shares; or (iv) any scrip dividend on the Shares in accordance with the Bye-laws of the Company, shall not exceed 20% of the total number of issued Shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or the Company’s Bye-laws to be held; or

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(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting;

and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5. “**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the number of Shares repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or the Company’s Bye-laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution numbered 5 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 4 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total number of issued Shares of the Company as at the date of the passing of this resolution.”

By order of the Board
Hong Kong Resources Holdings Company Limited
Mr. Li Ning
Chairman

Hong Kong, 29 October 2021

Registered Office:
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal place of business in Hong Kong:
Room 905, 9/F., Star House,
3 Salisbury Road,
Tsim Sha Tsui,
Kowloon, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. 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 was solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (i.e. 11:00 a.m. on Sunday, 28 November 2021) before the time appointed for the holding of the above meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting at the above meeting (or any adjournment thereof) in person.
4. The register of members of the Company will be closed from Thursday, 25 November 2021 to Tuesday, 30 November 2021 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 24 November 2021.
5. In relation to the proposed resolutions nos. 2(a) to 2(d) above, details of the retiring Directors standing for re-election are set out in Appendix II to the circular of which this notice of the AGM forms part.
6. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company.

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7. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I in the circular of which this notice of the AGM forms part.
8. Any voting at the meeting shall be taken by poll.
9. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.
10. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Tuesday, 30 November 2021, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
11. PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at info@hkrh.hk. If any shareholder has any question relating to the meeting, please contact Tricor Tengis Limited, the Company’s branch share registrar as follows:

Tricor Tengis Limited
Level 54, Hopewell Centre 183 Queen’s Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

As at the date hereof, the Board comprises Mr. Li Ning (Chairman), Mr. Wang Chaoguang (Co-chairman) and Ms. Dai Wei as executive Directors; Mr. Hu Hongwei as non-executive Director; and Dr. Loke Yu alias Loke Hoi Lam, Mr. Fan, Anthony Ren Da and Mr. Chan Kim Sun as independent non-executive Directors.