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NATIONAL UNITED RESOURCES HOLDINGS LIMITED

國家聯合資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

- (1) PROPOSED CAPITAL REORGANISATION;**
- (2) PROPOSED CONNECTED SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE;**
- (3) PROPOSED OPEN OFFER;**
- (4) PROPOSED DEBT RESTRUCTURING AND CONNECTED SHARE ISSUANCE; AND**
- (5) APPLICATION FOR WHITEWASH WAIVER**

THIRD SUPPLEMENTAL UNDERWRITING AGREEMENT IN RELATION TO THE OPEN OFFER AND

FURTHER EXTENSION OF TIME FOR DESPATCH OF THE CIRCULAR

References are made to the announcements of the Company dated 18 September 2019, 5 November 2019, 25 November 2019, 31 January 2020, 19 February 2020, 27 February 2020, 31 March 2020, 2 April 2020, 29 April 2020, 13 July 2020, 31 July 2020, 17 September 2020, 30 October 2020, 29 January 2021, 26 March 2021, 30 April 2021, 24 June 2021, 15 July 2021, 30 July 2021, 16 August 2021, 25 August 2021, 14 September 2021, 16 September 2021, 21 September 2021, 30 September 2021, 20 October 2021, 29 October 2021 and 22 November 2021 in relation to, among other things, the proposed restructuring involving proposed capital reorganisation, subscription of new shares, open offer, debt restructuring and application for whitewash waiver (the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements, unless the context requires otherwise.

THIRD SUPPLEMENTAL UNDERWRITING AGREEMENT IN RELATION TO THE OPEN OFFER

Pursuant to the terms of the Underwriting Agreement, as varied and supplemented by the Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement, if the conditions are not fulfilled in whole by 30 November 2021 (the “**Longstop Date**”) (or such other time and/or date as the Company and the Underwriter may determine in writing), or shall become incapable of being fulfilled, all obligations and liabilities of the parties under the Underwriting Agreement shall cease. The Board would like to announce that on 30 November 2021, the Company and the Underwriter entered into a third supplemental underwriting agreement (the “**Third Supplemental Underwriting Agreement**”) to the Underwriting Agreement to extend the Longstop Date to 31 March 2022. Save for the aforesaid extension, the terms and conditions of the Underwriting Agreement remain the same and the Underwriting Agreement, as varied and supplemented by the Supplemental Underwriting Agreement, the Second Supplemental Underwriting Agreement and the Third Supplemental Underwriting Agreement, remains in full force and effect.

FURTHER EXTENSION OF TIME FOR DESPATCH OF THE CIRCULAR

It was disclosed in the Announcements that an application was made for a waiver from strict compliance with Rule 8.2 of the Takeovers Code, and the Executive has granted the consent which allows the Circular to be despatched by the Company on or before 30 November 2021.

As additional time is required to prepare and finalise the Circular, the Circular cannot be despatched to the Shareholders by 30 November 2021.

The Company has made a further application for waiver from strict compliance with Rule 8.2 of the Takeovers Code and the Executive has granted the consent which allows the Circular to be despatched by the Company on or before 31 December 2021.

CONTINUED SUSPENSION OF TRADING OF THE SHARES

Trading in the Shares on the Stock Exchange, which was suspended with effect from 9:00 a.m. on 1 August 2016, remains suspended and will continue to be so until further notice.

Shareholders and potential investors should note that the Capital Reorganisation, the Subscription, the Open Offer, the Debt Restructuring and the Whitewash Waiver are subject to various conditions which may or may not be fulfilled, and therefore may or may not materialise and proceed. The Company will keep the public informed of the latest development by making further announcements as and when appropriate.

By Order of the Board
National United Resources Holdings Limited
Ji Kaiping
Chairman

Hong Kong, 30 November 2021

As at the date of this announcement, the executive Directors are Mr. Ji Kaiping (Chairman) and Mr. Guo Peiyuan, the non-executive Director is Mr. An Jingwen, and the independent non-executive Directors are Mr. Li Wen, Mr. Qiu Ke and Ms. Chen Yen Yung.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.