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## **M Resources Group Limited**

脈資資源集團有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0.8.1.8.6)

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement of M Resources Group Limited (the “Company”, together with its subsidiaries, the “Group”) dated 9 June 2023 and its annual report for the year ended 31 December 2022. The Company would like to supplement further information on its share award scheme.

#### **SHARE AWARD SCHEME**

The share award scheme was adopted by the Company on 9 April 2018 and has a term of 10 years. The purpose of the share award scheme is to recognise the contribution of eligible participants, including directors, employees, consultants, service providers and business partners of the Group, and to provide them with incentives for continual development of the Group. The share award may be satisfied by (a) issuance of new shares, in which case the issue price of the award shares is determined by the board of directors of the Company at its absolute discretion at the time of grant and shall at least be the highest of (i) the closing price of the shares on the grant date; or (ii) the average closing price of the shares for the five trading days immediately preceding the grant date; and (iii) the nominal value of the shares on the grant date; and (b) acquiring existing shares from the market, in which case the purchase price will be based on the market value of the shares on the date of acquisition. The maximum number of securities of the Company that may be held under the share award scheme at any point of time shall not exceed 20% of the total number of shares in issue on enlarged basis. The board of directors of the Company may, from time to time, at its absolute discretion select and grant share award to any eligible participant and determine the terms, composition and conditions of the award. The share award scheme has neither specified minimum vesting period nor maximum entitlement of each eligible participant. No amount is payable by the eligible participant upon acceptance of the award. The Company had not granted any share award to any person and there was no share award outstanding during each of the years ended 31 December 2021 and 2022.

The share award scheme has a remaining term of 5 years as at the date of this announcement. However, in light of the new requirements under the GEM Listing Rules with respect to share schemes, the Company has proposed at its forthcoming annual general meeting to terminate the existing share award scheme and adopt a new share award scheme, details of which are disclosed in the circular of the Company dated 7 June 2023.

For and on behalf of the board of directors  
**M Resources Group Limited**  
**Leung Ka Ho**  
*Company Secretary*

Hong Kong, 15 June 2023

*As at the date of this announcement, the board of directors of the Company comprises Ms. Chan Ho Yee as executive director, and Ms. Pang King Sze, Rufina, Mr. Hong Bingxian and Mr. Huang Zhe as independent non-executive directors.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkexnews.hk> for seven days from the date of its publication and on the website of the Company at <http://www.m-resources.com.hk>.*