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中国地利集团
China Dili Group

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1387)

**(1) ANNOUNCEMENT MADE PURSUANT TO
RULES 13.51(2) AND 13.51B(2) OF THE LISTING RULES;
AND
(2) CONTINUED SUSPENSION OF TRADING**

This announcement is made by China Dili Group (the “**Company**”) pursuant to Rules 13.51(2) and 13.51B(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the regulatory announcement dated 4 December 2023 (the “**Regulatory Announcement**”) issued by the Stock Exchange in relation to the disciplinary action taken by the Stock Exchange against Hong Kong Resources Holdings Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2882) (“**Hong Kong Resources Holdings**”) and eight of its current and former directors (including, among others, Dr. Fan Ren-Da, Anthony (“**Dr. Fan**”), an independent non-executive director of the Company). Dr. Fan currently serves as an independent non-executive director, a member of the audit committee, a member of the nomination committee and a member of the remuneration committee of Hong Kong Resources Holdings.

According to the Regulatory Announcement, the Stock Exchange has made a censure against the relevant directors (including Dr. Fan, an independent non-executive director) of Hong Kong Resources Holdings for their non-compliances (the “**Censure**”). The relevant directors (including Dr. Fan, an independent non-executive director) breached their director’s duties under Rule 3.08 of the Listing Rules and their Declaration and Undertaking with regard to Directors to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules by failing to comply with the Listing Rules to the best of their ability and to use their best endeavours to procure the compliance by Hong Kong Resources Holdings of the Listing Rules in respect of the money lending business during their terms of office as directors of Hong Kong Resources Holdings. Dr. Fan is required to attend 20 hours of training on regulatory and legal topics including Listing Rules compliance (the “**Training**”). Further details in relation to the Censure are available in the Regulatory Announcement dated 4 December 2023 published by the Stock Exchange on its website.

For the avoidance of doubt, the Regulatory Announcement only relates to Hong Kong Resources Holdings and (other than Dr. Fan mentioned above) does not involve any director or senior management of the Company.

The board of directors (the “**Board**”) of the Company has reviewed the Regulatory Announcement (and the statement of disciplinary action referred therein). In view of (i) no findings and conclusions set out in the Regulatory Announcement stated that Dr. Fan is unsuitable to act as a director of a company listed on the Stock Exchange; (ii) the event set out in the Regulatory Announcement does not involve in any act of dishonesty or fraud concerning, or doubt cast on the integrity of, Dr. Fan; and (iii) Dr. Fan has confirmed to the Company that he will strictly comply with the Training requirements, and taking into account of the background, expertise and contributions of Dr. Fan, the Board considers that Dr. Fan remains suitable to act as an independent non-executive director of the Company.

Dr. Fan has confirmed to the Company that, save as disclosed in the Regulatory Announcement and this announcement, there is no other information relating to him that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and he is not aware of any other matters that need to be brought to the attention of the shareholders of the Company.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in all securities of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 28 October 2022, and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares and other securities of the Company.

By Order of the Board
China Dili Group
Wang Yan
Chairman

Hong Kong, 18 December 2023

As at the date of this announcement, the Board comprises Mr. Wang Yan, Mr. Dai Bin and Ms. Qin Xiang as executive directors; Mr. Yin Jianhong and Mr. Yao Yanzhong as non-executive directors; and Dr. Fan Ren-Da, Anthony, Mr. Wang Yifu, Mr. Leung Chung Ki and Mr. Tang Hon Man as independent non-executive directors.