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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of HKRH.*



**LUK FOOK HOLDINGS  
(INTERNATIONAL) LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 0590)



**HONG KONG RESOURCES  
HOLDINGS COMPANY LIMITED**  
*(Incorporated in Bermuda with limited liability and  
carrying on business in Hong Kong as HKRH China  
Limited)*  
(Stock Code: 2882)

**LUK FOOK 3D INVESTMENT  
HOLDING COMPANY LIMITED**  
*(Incorporated in Hong Kong with limited liability)*

## **JOINT ANNOUNCEMENT**

### **(I) MONTHLY UPDATE; AND**

### **(II) FURTHER DELAY IN DESPATCH OF COMPOSITE DOCUMENT**

**IN RELATION TO POSSIBLE UNCONDITIONAL MANDATORY  
CASH OFFERS BY OPTIMA CAPITAL LIMITED FOR AND ON  
BEHALF OF LUK FOOK 3D INVESTMENT HOLDING COMPANY  
LIMITED TO ACQUIRE ALL ISSUED SHARES IN HONG KONG  
RESOURCES HOLDINGS COMPANY LIMITED (OTHER THAN  
THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY LUK  
FOOK 3D INVESTMENT HOLDING COMPANY LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT) AND CANCEL ALL  
OUTSTANDING OPTIONS OF HONG KONG RESOURCES  
HOLDINGS COMPANY LIMITED**

Financial adviser to the Offeror



Independent financial adviser to the  
Independent Board Committees

Nuada Limited

References are made to (i) the announcement jointly published by Luk Fook Holdings, the Offeror and HKRH dated 28 July 2023 (the “**Rule 3.5 Announcement**”) in relation to, among others, the Sale and Purchase Agreements, the Disposal Agreement and the Offers; (ii) the announcement jointly published by Luk Fook Holdings, the Offeror and HKRH dated 18 August 2023 (the “**Delay in Despatch Announcement**”) in relation to the delay in despatch of composite document relating to the Offers; and (iii) the announcements jointly published by Luk Fook Holdings, the Offeror and HKRH dated 18 September 2023, 18 October 2023 and 17 November 2023 (collectively, the “**Monthly Update Announcements**”) in relation to the status and progress of the Sale and Purchase Agreements and the Offers (collectively, the “**Joint Announcements**”). Unless the context otherwise requires, all capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcements.

#### **MONTHLY UPDATE IN RELATION TO THE SALE AND PURCHASE AGREEMENTS AND THE OFFERS**

As disclosed in the Monthly Update Announcement dated 18 September 2023, filing has been made by the Offeror to the SAMR in relation to the transactions under the Sale and Purchase Agreements pursuant to the requirements of the Anti-Monopoly Law of the PRC. The Offeror and HKRH wish to update the HKRH Shareholders, HKRH Optionholders and potential investors of HKRH that the filing was officially accepted by the SAMR on 8 December 2023.

Save for the aforesaid, there is no further update in respect of the progress on the fulfilment and/or waiver of the Conditions since 17 November 2023, being the date of the previous Monthly Update Announcement. As such, as at the date of this joint announcement, save for Conditions (iii), (v) and (vi) set out under the paragraph headed “Conditions under the Sale and Purchase Agreements” in the Rule 3.5 Announcement, none of the other Conditions has been fulfilled and/or waived.

As additional time is required to fulfill the Conditions, parties to the Sale and Purchase Agreements have agreed in writing to extend the Long Stop Date to 31 January 2024, or such later date as the parties may agree in writing. Given that the Sale and Purchase Agreements having become unconditional (save as to the condition requiring the simultaneous completion of the Disposal Agreement) is one of the Disposal Conditions, parties to the Disposal Agreement have also agreed in writing to extend the long stop date in connection with the Disposal Agreement to 31 January 2024, or such later date as the parties may agree in writing.

## **FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive's consent is obtained, the Composite Document (accompanied by the forms of acceptance), containing, among other things, (i) the terms and conditions of the Offers; (ii) the expected timetable of the Offers; (iii) a letter of recommendation from the Code IBC of HKRH to the Independent HKRH Shareholders and the Independent HKRH Optionholders in respect of the Offers; and (iv) a letter of advice from the Independent Financial Adviser to the Code IBC of HKRH in respect of the Offers, should normally be despatched to the HKRH Shareholders and the HKRH Optionholders within 21 days of the date of the Rule 3.5 Announcement, i.e. on or before 18 August 2023. As disclosed in the Delay in Despatch Announcement, the Executive has granted its consent to extending the latest date for the despatch of the Composite Document (accompanied by the forms of acceptance) to a date within 7 days after the Completion or 21 December 2023, whichever is earlier.

As the filing process with the SAMR is still in progress, it is expected that the Completion and the Offers may not take place by 21 December 2023. As such, an application for consent has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code, and the Executive has granted its consent to extending the latest date for the despatch of the Composite Document (accompanied by the forms of acceptance) to a date within 7 days after the Completion or 19 January 2024, whichever is earlier.

Further announcement(s) setting out the progress and any material developments in relation to the Sale and Purchase Agreements and the Offers will be made as and when necessary in accordance with the Listing Rules and/or the Takeovers Code (as the case may be) and/or on a monthly basis until the despatch of the Composite Document.

**The Offers will only be made if Completion takes place. Completion is subject to satisfaction and/or waiver, if applicable, of the Conditions contained in the Sale and Purchase Agreements. The Offers therefore may or may not be made. HKRH Shareholders, HKRH Optionholders and potential investors of HKRH are advised to exercise extreme caution when dealing in the securities of HKRH, and if they are in any doubt about their position, they should consult their professional advisers.**

**HKRH Shareholders and HKRH Optionholders are encouraged to read the Composite Document carefully, including the advice from the Independent Financial Adviser to the Code IBC of HKRH and the recommendation from the Code IBC of HKRH to the Independent HKRH Shareholders and Independent HKRH Optionholders in respect of the Offers, before deciding whether or not to accept the Offers.**

By order of the board of  
directors of  
**Luk Fook Holdings  
(International) Limited**  
**WONG Wai Sheung**  
*Chairman & Chief Executive  
Officer*

By order of the board of  
directors of  
**Hong Kong Resources  
Holdings Company  
Limited**  
**LI Ning**  
*Chairman*

By order of the board of  
directors of  
**Luk Fook 3D  
Investment Holding  
Company Limited**  
**WONG Wai Sheung**  
*Director*

Hong Kong, 18 December 2023

*As at the date of this joint announcement, Luk Fook Holdings' executive directors are Mr. WONG Wai Sheung (Chairman and Chief Executive Officer), Ms. WONG Hau Yeung, Ms. WONG Lan Sze, Nancy and Dr. CHAN So Kuen; the non-executive directors are Mr. WONG Ho Lung, Danny (Deputy Chairman), Mr. TSE Moon Chuen, Mr. HUI Chiu Chung, JP and Mr. LI Hon Hung, BBS, MH, JP; the independent non-executive directors are Mr. IP Shu Kwan, Stephen, GBS, JP, Mr. MAK Wing Sum, Alvin, Ms. WONG Yu Pok, Marina, JP and Mr. HUI King Wai.*

*The directors of Luk Fook Holdings jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the HKRH Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of HKRH) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, HKRH's executive directors are Mr. LI Ning (Chairman) and Mr. WANG Chaoguang (Co-chairman); the non-executive director is Mr. HU Hongwei; the independent non-executive directors are Dr. LOKE Yu alias LOKE Hoi Lam, Dr. FAN, Anthony Ren Da and Mr. CHAN Kim Sun.*

*The directors of HKRH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and the Offeror Concert Parties), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of Luk Fook Holdings and the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. WONG Wai Sheung, Ms. WONG Lan Sze, Nancy and Dr. CHAN So Kuen.*

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