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滙力集團
HUILI GROUP

Huili Resources (Group) Limited

滙力資源(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1303)

**SUPPLEMENTAL AND CLARIFICATION ANNOUNCEMENT
DISCLOSEABLE TRANSACTION IN RELATION TO THE
ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
THE TARGET COMPANY INVOLVING THE ISSUE OF
CONSIDERATION SHARES UNDER GENERAL MANDATE**

Reference is made to the announcements of Huili Resources (Group) Limited (the “**Company**”) dated 29 May 2023 (the “**May Announcement**”), 30 June 2023, 31 July 2023 and 11 August 2023 respectively (together with the May Announcement, the “**Announcements**”) in relation to, among other things, the Acquisition. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board would like to clarify that as at the date of the May Announcement and as at the date of this announcement, the Vendor was and is the beneficial owner of 69,134,040 Shares, representing approximately 4.27% of the issued Shares. As such, immediately after the allotment and issue of 167,388,000 Consideration Shares to the Vendor at the Completion, the Vendor will be interested in 236,522,040 Shares, representing approximately 13.23% of the issued Shares immediately after the Completion.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 1,620,000,000 issued Shares and the Completion has yet to take place. The following table sets out the shareholding structure of the Company as at the date of this announcement and immediately upon the Completion and the allotment and issue of the Consideration Shares (assuming there will be no change in the share capital of the Company from the date of this announcement until the Completion):

Shareholder	As at the date of this announcement		Immediately upon the allotment and issue of Consideration Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Sky Circle International Limited (<i>Note 1</i>)	441,000,000	27.22	441,000,000	24.67
Affinitiv Mobile Ventures Limited (<i>Note 2</i>)	320,000,000	19.75	320,000,000	17.91
Prosper Union Holdings Limited (<i>Note 3</i>)	137,792,017	8.51	137,792,017	7.71
Vendor	69,134,040	4.27	236,522,040	13.23
Other public shareholders	652,073,943	40.25	652,073,943	36.48
Total	1,620,000,000	100.00	1,787,388,000	100.00

Notes:

1. Mr. Cui Yazhou (“**Mr. Cui**”), the chairman of the Board and an executive Director, is the legal and beneficial owner of the entire issued share capital of Sky Circle International Limited which holds 441,000,000 Shares, and thus Mr. Cui is deemed to be interested in such Shares under the SFO.
2. Affinitiv Mobile Ventures Limited is wholly-owned by China Huarong Overseas Investment Holdings Co., Limited which is wholly-owned by Huarong Overseas Chinese Asset Management Co., Limited. Huarong Zhiyuan Investment & Management Co., Limited held 91% of equity interests of Huarong Overseas Chinese Asset Management Co., Limited. Huarong Zhiyuan Investment & Management Co., Limited is wholly-owned by China Huarong Asset Management Co., Limited.
3. Mr. Ye Xin (“**Mr. Ye**”), an executive Director is the legal and beneficial owner of the entire issued share capital of Prosper Union Holdings Limited which holds 137,792,017 Shares as at the date of this announcement, and thus Mr. Ye is deemed to be interested in such Shares under the SFO.

Save as disclosed above, all other information in the Announcements remains unchanged.

By order of the Board
Huili Resources (Group) Limited
Cui Yazhou
Chairman

Hong Kong, 13 September 2023

As at the date of this announcement, the executive Directors are Mr. Cui Yazhou (Chairman), Mr. Ye Xin, Ms. Wang Qian and Mr. Zhou Jianzhong; the non-executive Director is Mr. Cao Ye; and the independent non-executive Directors are Ms. Xiang Siying, Ms. Huang Mei and Mr. Chan Ping Kuen.