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HONG KONG RESOURCES HOLDINGS COMPANY LIMITED

香港資源控股有限公司

*(Incorporated in Bermuda with limited liability
and carrying on business in Hong Kong as HKRH China Limited)*
(Stock code: 2882)

CLARIFICATION ON PROFIT WARNING ANNOUNCEMENT

References are made to the announcements (the “**Offer Announcements**”) of Hong Kong Resources Holdings Company Limited (the “**Company**”) dated 6 March 2023, 6 April 2023, 5 May 2023, 5 June 2023, 5 July 2023 and 28 July 2023 in relation to, among others, the Sale and Purchase Agreements, the Disposal Agreement and the Offers. Accordingly, the Offer Period (as defined in the Takeovers Code) commenced when the Company made the first Offer Announcement dated 6 March 2023.

Reference is also made to the announcement (the “**Profit Warning Announcement**”) of the Company dated 27 September 2023 in relation to a profit warning (the “**Profit Warning**”) of the Company. Unless the context otherwise requires, all capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Announcements and the Profit Warning Announcement.

The Profit Warning Announcement was made pursuant to Part XIVA of the SFO and Rule 13.09 of the Listing Rules, which require the Company to issue the profit warning announcement as soon as practicable. Given the time constraints when issuing the Profit Warning Announcement and the Company has encountered genuine practical difficulties in meeting the requirements set out in Rule 10.4 of the Takeovers Code, the Company would like to draw the attention of the Shareholders and potential investors of the Company that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code.

Pursuant to Rule 10 of the Takeovers Code, the Profit Warning constitutes a profit forecast which would be required to be reported on by financial advisers and auditors, and under Rule 10.4 of the Takeovers Code, their reports must be included in the next document sent to the Shareholders.

Given that the Company is currently finalizing the audited consolidated annual results of the Group for the year ended 30 June 2023 (the “**Annual Results**”) and is expected to publish the Annual Results on or about 29 September 2023, the Annual Results would fall under Rule 10.9 of the Takeovers Code and the reporting on requirement of the Profit Warning will no longer be required.

Save for the clarification stated in this announcement, all the information in the Profit Warning Announcement remains unchanged.

The Board wishes to clarify that due to an inadvertent oversight, the information as stipulated in Practice Note 2 to the Takeovers Code was not included in the Profit Warning Announcement. The Board wishes to emphasize that such oversight was entirely unintentional.

The Company would like to draw the attention of the Shareholders and potential investors of the Company that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Offers when dealing in the shares in the Company.

By order of the Board
Hong Kong Resources Holdings Company Limited
Li Ning
Chairman

Hong Kong, 28 September 2023

As at the date of this announcement, the Board comprises Mr. Li Ning (Chairman) and Mr. Wang Chaoguang (Co-chairman) as executive Directors; Mr. Hu Hongwei as non-executive Director; and Dr. Loke Yu alias Loke Hoi Lam, Dr. Fan, Anthony Ren Da and Mr. Chan Kim Sun as independent non-executive Directors.

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