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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)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**一中證券有限公司**  
**One China Securities Limited**

The Board is pleased to announce that the condition set out in the Placing Agreement has been fulfilled. The completion of the Placing took place on 13 February 2018. An aggregate of 300,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.08 per Placing Share.

Reference is made to the announcement of the Company dated 5 February 2018 (the “**Announcement**”) in relation to the Placing. Unless otherwise stated, terms used in this announcement shall have the same meanings as defined in the Announcement.

### **COMPLETION OF THE PLACING**

The Board is pleased to announce that the condition set out in the Placing Agreement has been fulfilled. The completion of the Placing took place on 13 February 2018. An aggregate of 300,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.08 per Placing Share. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees are third parties independent of the Company and

not connected nor acting in concert with any of the connected persons of the Company or any of their respective associates. None of the Placees has become a substantial shareholder (within the meaning of the Listing Rules) of the Company immediately upon completion of the Placing. The net proceeds from the Placing, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements), is approximately HK\$23,000,000, which is intended to apply for the repayment of loans.

## CHANGES IN SHAREHOLDING STRUCTURE

The 300,000,000 Placing Shares represent approximately 8.52% of the issued share capital of the Company immediately before completion of the Placing and approximately 7.85% of the issued share capital of the Company as enlarged by the issue of the Placing Shares. Set out below is the shareholding structure of the Company immediately before and upon completion of the Placing.

	Immediately before completion of the Placing		Immediately upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Weltrade Group Limited ( <i>note 1</i> )	980,222,476	27.83	980,222,476	25.65
Mr. Wen Jialong	5,661,957	0.16	5,661,957	0.15
Mr. Lam Kwok Hing, Wilfred ( <i>note 2</i> )	9,440,000	0.27	9,440,000	0.24
The Placees	–	–	300,000,000	7.85
Other public Shareholders	<u>2,527,099,616</u>	<u>71.74</u>	<u>2,527,099,616</u>	<u>66.11</u>
Total	<u><u>3,522,424,049</u></u>	<u><u>100.00</u></u>	<u><u>3,822,424,049</u></u>	<u><u>100.00</u></u>

*Notes:*

1. Weltrade Group Limited is a company wholly-owned by Mr. Wen Jialong.
2. Mr. Lam Kwok Hing, Wilfred, an executive Director, is personally interested in 8,880,000 Shares and his spouse is interested in 560,000 Shares.

## **ADJUSTMENT OF CONVERSION PRICE OF THE CONVERTIBLE BOND**

Immediately before completion of the Placing, the Company has outstanding convertible bond due 2019 issued by the Company in the principal amount of HK\$57,080,000 convertible into 317,111,111 Shares at a conversion price of HK\$0.18 per Share (the “**Convertible Bond**”). According to the terms of the Convertible Bond, the conversion price of the Convertible Bond will be adjusted upon the occurrence of certain events, including, but not limited to, subdivision or consolidation of Shares, capital distribution, issue of Shares by way of capitalization of profits or reserves, issue of options, rights or warrants, or other dilutive events. The issuance of the Placing Shares triggers an event for adjustment and further announcement regarding the adjustment will be published as soon as possible.

By order of the Board  
**Hong Kong Resources Holdings Company Limited**  
**Mr. Lam Kwok Hing, Wilfred**  
*Executive Director*

Hong Kong, 13 February 2018

*As at the date of this announcement, the Board comprises Mr. Lam Kwok Hing, Wilfred, J.P., Mr. Wu Xiaolin, Mr. Zhao Jianguo and Ms. Dai Wei as executive Directors, and Dr. Loke Yu alias Loke Hoi Lam, Mr. Xu Xiaoping and Mr. Fan, Anthony Ren Da as independent non-executive Directors.*