
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **Hong Kong Resources Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 26 JULY 2011
IN RESPECT OF
APPOINTMENT OF EXECUTIVE DIRECTORS
AND
NOTICE OF THE POSTPONED SPECIAL GENERAL MEETING**

This supplemental circular should be read together with the Circular. The Revised Notice for the Postponed SGM of the Company to be held at Rooms1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong on Wednesday, 17 August 2011, at 9:00 a.m. is set out on pages 7 to 8 of this supplemental circular.

Whether or not you are able to attend the Postponed SGM, you are advised to read the Revised Notice and to complete the enclosed second form of proxy (the "Second Form of Proxy") in accordance with the instructions printed thereon and return the same to the Company's branch share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Postponed SGM or any adjournment thereof. Completion and return of the Second Form of Proxy will not preclude you from attending and voting at the Postponed SGM or any adjourned meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

2 August 2011

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“Company”	Hong Kong Resources Holdings Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Circular”	the circular to the Shareholders dated 26 July 2011 in respect of the appointments of executive Directors of the Company
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	28 July 2011, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Lam”	Mr. Lam Kwok Hing, Wilfred (林國興先生)
“Ms. Wong”	Ms. Wong Wing Yan, Ella (黃詠茵女士)
“Options”	share options to subscribe Shares of the Company under its share option scheme
“Postponed SGM”	the postponed special general meeting be convened on Wednesday, 17 August 2011, at 9:00 a.m. at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong for the purpose of, among other matters, considering and, if thought fit, approving the appointment of executive Directors
“Revised Notice”	notice of the Postponed SGM dated 2 August 2011 to the Shareholders which supersedes the notice of SGM dated 26 July 2011
“PRC”	the People’s Republic of China

DEFINITIONS

“SGM”	the special general meeting of the Company scheduled to be held on Wednesday, 10 August 2011, at 9:00 a.m. at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong and which is now postponed
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



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
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Executive Directors

Dr. Wong, Kennedy Ying Ho, BBS, J.P.
Mr. Chui Chuen Shun
Dr. Hui Ho Ming, Herbert, J.P.
Mr. Mung Kin Keung
Dr. Liu Wangzhi

Non-executive Director

Mr. Kung Ho

Independent non-executive Directors

Mr. Fan, Anthony Ren Da
Ms. Estella Yi Kum Ng
Mr. Wong Kam Wing

Registered Address:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*

Rooms 1402-1403, 14/F,
Admiralty Centre, Tower 2,
18 Harcourt Road,
Hong Kong

2 August 2011

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 26 JULY 2011
IN RESPECT OF
APPOINTMENT OF EXECUTIVE DIRECTORS
AND
NOTICE OF THE POSTPONED SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 July 2011 regarding the grant of share options and the postponement of SGM.

LETTER FROM THE BOARD

This supplemental circular should be read together with the Circular which contains information on the appointments of executive Directors at the SGM. In particular, the biographical details of Mr. Lam and Ms. Wong in the Letter from the Board. The purpose of this supplemental circular is to give you further information regarding the appointment of executive Directors at the Postponed SGM, the Revised Notice and the Second Form of Proxy.

FURTHER INFORMATION REGARDING THE APPOINTMENTS OF EXECUTIVE DIRECTORS

Subsequent to the dispatch of the Circular, the Board has resolved to grant 11,250,000 Options on 26 July 2011. Among the total of 11,250,000 Options, 4,500,000 Options were granted to Mr. Lam and 4,500,000 Options were granted to Ms. Wong.

As at the Latest Practicable Date, Options held by Mr. Lam has been increased from 1,000,000 to 5,500,000 and Options held by Ms. Wong has been increased from 500,000 to 5,000,000, which are required to be disclosed under Part XV of the Securities and Futures Ordinance. Save as disclosed above, all other information and biographical details of Mr. Lam and Ms. Wong set out in the Circular shall remain unchanged. Mr. Lam's spouse, Ms. Tse Ming Chu, May, Ms. Wong and her spouse, Mr. Wu Ngoc are required to abstain from voting on the relevant resolutions to approve the appointments at the Postponed SGM.

Since there are changes of interests in the shares of the Company held by Mr. Lam and Ms. Wong after the publication of the Company's notice of SGM dated 26 July 2011, the Board considers it is appropriate to (1) provide further information to the Shareholders regarding the said changes of interests, which are required to be disclosed under Part XV of the Securities and Futures Ordinance, by issuing this supplemental circular; and (2) postpone the SGM to allow sufficient time for the Shareholders to consider the additional information.

POSTPONEMENT OF THE SGM AND THE REVISED NOTICE

The Board announces that the SGM be postponed and the Postponed SGM is to be held on Wednesday, 17 August 2011 at 9:00 a.m. at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong.

The Revised Notice for the Postponed SGM is set out on pages 7 to 8 of this supplemental circular.

SECOND FORM OF PROXY

The Second Form of Proxy for the Postponed SGM has been prepared and is enclosed with this supplemental circular.

You are requested to complete the Second Form of Proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Tengis Limited, 26th Floor, Tesbury, Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the Postponed SGM. Special arrangements about the completion and submission of the Second Form of Proxy are also set

LETTER FROM THE BOARD

out in the Appendix of this supplemental circular. Shareholders who have appointed or intend to appoint proxies to attend the Postponed SGM are requested to pay particular attention to the special arrangements set out therein.

By order of the Board
Hong Kong Resources Holdings Company Limited
Michael S W Wong
Company Secretary

A Shareholder who has not yet lodged the form of proxy, which was sent together with the Circular dated 26 July 2011 (the “First Form of Proxy”), with the Company’s branch share registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxies to attend the Postponed SGM on his/her behalf. In this case, the First Form of Proxy should NOT be lodged with the Company’s branch share registrar.

A Shareholder who has already lodged the First Form of Proxy with the Company’s branch share registrar should note that:

- (i) If no Second Form of Proxy is lodged with the Company’s branch share registrar, the First Form of Proxy, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly put to the Postponed SGM referred to in the notice convening the SGM and the First Form of Proxy.
- (ii) If the Second Form of Proxy is lodged with the Company’s branch share registrar 48 hours prior to the time appointed for holding the Postponed SGM or any adjourned meeting (“the Closing Time”), the Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) If the Second Form of Proxy is lodged with the Company’s branch share registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the Postponed SGM, they will have to attend in person and vote at the Postponed SGM themselves.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude Shareholders from attending and voting in person at the Postponed SGM or at any adjourned meeting should they wish to.

NOTICE OF THE POSTPONED SGM



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NOTICE OF THE POSTPONED SPECIAL GENERAL MEETING

THIS NOTICE SUPERSEDES THE NOTICE OF SPECIAL GENERAL MEETING DATED 26 JULY 2011 AND NOTICE IS HEREBY GIVEN that the special general meeting (the “**Postponed SGM**”) of Hong Kong Resources Holdings Company Limited (the “**Company**”) has been postponed to be held at 9:00 a.m. on Wednesday, 17 August 2011, at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. Lam Kwok Hing, Wilfred be and is hereby appointed as an executive Director and Group Vice President of the Company to hold office from the date on which this resolution is passed.”
2. “**THAT** Ms. Wong Wing Yan, Ella be and is hereby appointed as an executive Director of the Company to hold office from the date on which this resolution is passed.”

By order of the Board
Hong Kong Resources Holdings Company Limited
Michael S W Wong
Company Secretary

Hong Kong, 2 August, 2011

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Rooms 1402-1403, 14/F,
Admiralty Centre, Tower 2,
18 Harcourt Road
Hong Kong

NOTICE OF THE POSTPONED SGM

Notes:

1. Any member of the Company entitled to attend and vote at the Postponed SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
3. In order to be valid, the form of proxy, and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company, Tricor Tengis Limited, at 26th floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Postponed SGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and voting in person at a meeting convened or any adjournment thereof and in such event, the instrument of appointing a proxy shall be deemed to be revoked.
5. As required under Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the above resolution will be voted by poll.

As at the date of this notice, the Board comprises Dr. Wong, Kennedy Ying Ho, BBS, J.P., Mr. Chui Chuen Shun, Dr. Hui Ho Ming, Herbert, J.P., Mr. Mung Kin Keung and Dr. Liu Wangzhi as executive Directors, Mr. Kung Ho as non-executive Director and Mr. Fan, Anthony Ren Da, Ms. Estella Yi Kum Ng and Mr. Wong Kam Wing as independent non-executive Directors.