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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)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “AGM”) of Hong Kong Resources Holdings Company Limited (the “Company”) will be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 16 November 2011 at 9:30 a.m. for the following purposes:

#### **Ordinary Business**

1. To receive and adopt the audited financial statements, and the reports of the Directors and the auditors of the Company for the 15 months ended 30 June 2011.
2. To declare a final dividend for the 15 months ended 30 June 2011.
3. To re-elect the retiring Directors and authorize the Board of Directors to fix their remuneration.
4. To re-appoint auditors of the Company and authorise the Board of Directors to fix their remuneration.

#### **Special Business**

To consider and, if thought fit, to pass with or without amendments the following resolutions numbered 5 and 6 as Ordinary Resolutions:

5. **“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the **“Shares”**) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into the Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into the Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription rights or conversion under the terms of any securities which are convertible into the Shares or warrants to subscribe for the Shares; (iii) any share option scheme or similar arrangement for the time being adopted for the grant to the Directors and employees of the Company and/or other eligible persons of the rights to acquire the Shares; or (iv) any scrip dividend on the Shares in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the company in issue as at the date of the passing of this resolution; and
- (d) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act 1981 of Bermuda or the Company’s Bye-laws to be held;  
or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting;

and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. **“THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 23 January 2009 (the “**Share Option Scheme**”) and all other share option scheme(s) up to 10% of the number of Shares in issue as at the date of the passing of this resolution (the “**Scheme Mandate Limit**”) be and is hereby approved; and
- (b) any Director of the Company be and is hereby authorised to allot, issue and deal in the Shares which may fall to be issued upon the exercise of the options to be granted under the Share Option Scheme and to do all such acts and execute all such documents to effect the Scheme Mandate Limit.”

By order of the Board

**Hong Kong Resources Holdings Company Limited**

**Dr. Wong, Kennedy Ying Ho, BBS, J.P.**

*Chairman*

Hong Kong, 17 October 2011

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*

Rooms 1402-1403, 14th Floor  
Admiralty Centre  
Tower 2  
18 Harcourt Road  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the 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 the holding of the above meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting at the above meeting (or any adjournment thereof) in person.
4. The register of members of the Company will be closed from 14 November 2011 to 16 November 2011 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged with the Company's registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 11 November 2011.
5. A circular containing, inter alia, details of the proposed general mandate to issue shares of the Company, information of the retiring Directors who are proposed to be re-elected at the AGM, and the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme of the Company, will be dispatched to the shareholders of the Company together with the Company's current year annual report.

*As at the date hereof, 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, Dr. Liu Wangzhi, Mr. Lam Kwok Hing, Wilfred and Ms. Wong Wing Yan, Ella 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.*