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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)**

- (1) ICAC PRESS RELEASE;**  
**(2) RESIGNATION OF CHAIRMAN, EXECUTIVE DIRECTOR, MEMBER OF  
THE NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION  
COMMITTEE, AND APPOINTMENT AS CONSULTANT;**  
**(3) APPOINTMENT OF CHAIRMAN, EXECUTIVE DIRECTOR, MEMBER OF  
THE NOMINATION COMMITTEE AND MEMBER OF  
THE REMUNERATION COMMITTEE;**  
**AND (4) CHANGE OF AUTHORISED REPRESENTATIVE**

This announcement is made by Hong Kong Resources Holdings Company Limited (the “**Company**”) pursuant to Rule 13.09 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **ICAC PRESS RELEASE**

It has come to the attention of the board (the “**Board**”) of directors of the Company that pursuant to a press release issued by the Independent Commission Against Corruption (the “**ICAC**”) of Hong Kong dated 1 August 2015, Dr. Wong, Kennedy Ying Ho (“**Dr. Wong**”), who was the chairman and executive Director of the Company until his resignation on 2 August 2015 as mentioned below, together with two other parties, have been jointly charged by the ICAC under the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong). Details of the above press release of the ICAC can be found at the website of the ICAC.

To the best knowledge, information and belief of the Board, the above charges by the ICAC were initiated against Dr. Wong in his personal capacity and do not relate to the current affairs of the Company or its subsidiaries.

## **RESIGNATION OF CHAIRMAN, EXECUTIVE DIRECTOR, MEMBER OF THE NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE; AND APPOINTMENT AS CONSULTANT**

Dr. Wong resigned as the chairman, the executive director, the member of the nomination committee and the member of the remuneration committee and other positions, in the Company with effect from 2 August 2015 as he may need to spend more time and effort on matters relating to the above charges by the ICAC against him and accordingly, he cannot devote sufficient time and effort to the Company.

The Board approved the appointment of Dr. Wong as a consultant to the Company to (i) provide high level views on matters relating to major decisions to be made by the Board, (ii) provide strategic views to the Board on the direction of the Company and its subsidiaries, and (iii) advise the Board on matters which the Board requires involving the business and operations of the Company and its subsidiaries, with effect from 2 August 2015 at an annual consultancy fee of HK\$1,500,000. The Company will enter into a letter of appointment with Dr. Wong in respect of the above appointment.

As Dr. Wong is a connected person of the Company under the Listing Rules, the appointment of Dr. Wong as a consultant of the Company constitutes a connected transaction for the Company under the Listing Rules. As the applicable percentage ratios (other than the profits ratio) in respect of the annual consultancy fee payable to Dr. Wong is less than 5% and the annual consultancy fee is less than HK\$3,000,000 and the appointment is on normal commercial terms, Dr. Wong's appointment as a consultant of the Company is exempted from the reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

Dr. Wong has confirmed that (i) he has no claim against the Company in respect of his resignation whatsoever whether in respect of fees, remuneration or compensation for loss of office and that he has no disagreement with the Board; and (ii) save as disclosed above, there are no matters that need to be brought to the attention of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the shareholders of the Company in relation to his resignation.

Save as disclosed above, to the best knowledge, information and belief of the Board, the Board is not aware of any matters relating to the resignation of Dr. Wong that need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board takes this opportunity to thank Dr. Wong for his valuable contributions to the Company during his tenure with the Company.

## **APPOINTMENT OF CHAIRMAN, EXECUTIVE DIRECTOR, MEMBER OF THE NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

Mrs. Wong Chew Li Chin (“**Mrs. Wong**”) was appointed as the chairman, the executive director, a member of the nomination committee and a member of the remuneration committee of the Company with effect from 2 August 2015.

Mrs. Wong, aged 53, holds a master degree in business administration from the City University in London. She is a graduate of the Association of Chartered Certified Accountants in the United Kingdom and has experience in accounting and auditing at an international accounting firm. Mrs. Wong has served the Hong Kong Family Welfare Society as an executive committee member.

As at the date of this announcement, Mrs. Wong is interested in 1,017,186,360 shares in the Company comprising her direct interest in 360,000 shares in the Company and her deemed interest in 1,016,826,360 shares in the Company within the meaning of Part XV of the Securities and Future Ordinance.

Mrs. Wong has entered into a service agreement on 2 August 2015 with the Company pursuant to which she acts as an executive director and chairman of the Company for a period of 3 years (subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s bye-laws) commencing on 2 August 2015, unless otherwise terminated in accordance with the terms in the above service agreement. Mrs. Wong will be entitled to a director’s emolument of HK\$3,000,000 per annum, which is determined with reference to her duties and responsibilities with the Company and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, (i) Mrs. Wong has not held any other major appointment and qualifications or any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) Mrs. Wong does not hold any other positions with the Company or other members of the Group; (iii) other than she is the spouse of the Company’s controlling shareholder, namely Dr. Wong, she does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mrs. Wong.

## **CHANGE OF AUTHORISED REPRESENTATIVE**

With effect from 2 August 2015, Dr. Wong ceased to be an authorised representative of the Company under the Listing Rules and Mrs. Wong was appointed as one of the authorised representatives of the Company under the Listing Rules.

By order of the Board  
**Hong Kong Resources Holdings Company Limited**  
**Mrs. Wong Chew Li Chin**  
*Chairman*

Hong Kong, 2 August 2015

*As at the date of this announcement, the Board comprises Mrs. Wong Chew Li Chin and Ms. Wong Wing Yan, Ella as executive Directors, Mr. Lam Kwok Hing, Wilfred, J.P. and Mr. Cheung Pak To, Patrick, BBS as non-executive Directors and Mr. Fan, Anthony Ren Da, Mr. Wong Kam Wing and Mr. Fan Chun Wah, Andrew as independent non-executive Directors.*