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M-Resources Group Limited

脈資資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08186)

RESUMPTION GUIDANCE

Reference is made to the announcement of M-Resources Group Limited (the “Company”) dated 31 March, 3 May, 6 May and 14 May 2021 in relation to the delay in the publication of 2020 Annual Results and the Quarterly Results. Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as those defined in the above announcements.

RESUMPTION GUIDANCE

On 27 May 2021, the Company received a letter (the “Letter”) from the Stock Exchange setting out the following guidance for the resumption of trading in the shares of the Company (the “Resumption Guidance”):

- (a) publishing all outstanding financial results required under the GEM Listing Rules and address any audit modifications;
- (b) demonstrating its compliance with Rule 17.26 of the GEM Listing Rules; and
- (c) announcing all material information for the Company’s shareholders and investors to appraise the Company’s position.

The Letter also states that the Company must remedy the issues causing its trading suspension and fully comply with the GEM Listing Rules to the Stock Exchange’s satisfaction before trading in its shares is allowed to resume and, for this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange indicated in the Letter that it may modify or supplement the Resumption Guidance if the Company’s situation changes. Under Rule 9.14A of the GEM Listing Rules, the Stock Exchange may cancel the listing of the Company’s shares if trading in the Company’s shares suspends for a continuous period of 12 months and the 12-month period applicable to the Company expires on 31 March

2022. If the Company fails to remedy the issue(s) causing its trading suspension, fully comply with the GEM Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 31 March 2022, the Listing Division will recommend the GEM Listing Committee to proceed with the cancellation of the Company's listing. Under Rule 9.15 of the GEM Listing Rules, the Stock Exchange has the right to impose a shorter specific remedial period, where appropriate.

The Company will keep its shareholders and potential investors informed of the progress of the Company's fulfilment of the Resumption Guidance.

SUSPENSION OF TRADING

Trading in the shares of the Company will remain suspended pending release of the audited 2020 Annual Results and the Quarterly Results. **Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

For and on behalf of the Board
M-Resources Group Limited
Leung Ka Ho
Company Secretary

Hong Kong, 31 May 2021

As at the date of this announcement, the Board comprises Ms. He Xuemei (Chairperson) as executive Director, Ms. He Lamei as non-executive Director and Ms. Pang King Sze, Rufina, Mr. Hong Bingxian and Mr. Huang Zhe as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for seven days from the date of its publication and on the website of the Company at <http://www.m-resources.com.hk>.