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**北大资源**  
**PKU RESOURCES**

**Peking University Resources (Holdings) Company Limited**

**北大资源（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 00618)

## **CONTINUING CONNECTED TRANSACTIONS**

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Reference is made to the Existing Master IT Agreement that was entered into between the Company and Founder on 29 August 2011 and will expire on 31 December 2013. As a result, on 9 December 2013, the Company entered into the Master IT Agreement with Founder pursuant to which the Group will supply Information Products to Founder Group in the ordinary course of business and on normal commercial terms. The Master IT Agreement will govern and specify the terms adopted and the annual caps for the total amount of the aforesaid ongoing transactions for the three years ending 31 December 2016.

The Company is owned as to approximately 64.14% by Founder Information which in turn is owned as to approximately 97.36% by Peking Founder. Peking Founder is a connected person for the purposes of the Listing Rules. Founder is an associate of Peking Founder and therefore, a connected person of the Company under the Listing Rules. Accordingly the transactions contemplated under the Master IT Agreement will constitute continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules.

As the applicable ratios pursuant to Rule 14.07 of the Listing Rules for the Master IT Agreement are less than 5%, the entering into the Master IT Agreement and the transactions contemplated thereunder by the Company constitute continuing connected transactions for the Company which are exempt from the independent shareholders' approval requirements under Rule 14A.16(4) of the Listing Rules, but subject to the reporting, annual review and announcement requirements under Rules 14A.37 to 14A.41 and 14A.45 to 14A.47 of the Listing Rules.

## INTRODUCTION

Reference is made to the announcement of the Company dated 29 August 2011, in relation to the Existing Master IT Agreement that was entered into between the Company and Founder on 29 August 2011 and will expire on 31 December 2013.

As a result, on 9 December 2013, the Company entered into the Master IT Agreement with Founder pursuant to which the Group will supply Information Products to Founder Group in the ordinary course of business and on normal commercial terms. The Master IT Agreement will govern and specify the terms adopted and the annual caps for the total amount of the aforesaid ongoing transactions for the three years ending 31 December 2016.

The annual caps for the Master IT Agreement for each of the three years ending 31 December 2016 is determined based on the Company's estimate of the purchases for the three years ending 31 December 2016 with reference to the purchase pattern for the two financial years ended 31 December 2012 and the purchases for the nine months ended 30 September 2013.

The Master IT Agreement is effective upon signing.

## THE MASTER IT AGREEMENT

Pursuant to the Master IT Agreement, the Group shall sell the Information Products to Founder Group at the prevailing market price of the relevant Information Products.

Historical values and annual caps:

|                       | Year ended<br>31 December<br>2011<br><i>RMB'000</i> | Year ended<br>31 December<br>2012<br><i>RMB'000</i> | Nine months<br>ended<br>30 September<br>2013<br><i>RMB'000</i> | Year ending<br>31 December<br>2013<br><i>RMB'000</i> | Year ending<br>31 December<br>2014<br><i>RMB'000</i> | Year ending<br>31 December<br>2015<br><i>RMB'000</i> | Year ending<br>31 December<br>2016<br><i>RMB'000</i> |
|-----------------------|---|---|--|--|--|--|--|
| Actual sales          | 6,165   | 5,416   | 1,255  | N/A  | N/A  | N/A  | N/A  |
| Historical annual cap | 12,800  | 12,800  | N/A  | 12,800   | N/A  | N/A  | N/A  |
| Annual cap            | N/A   | N/A   | N/A  | N/A  | 12,800   | 14,080   | 15,488   |

The Group has been selling the Information Products to Founder Group for use in its operation and business. The amount of actual sales for the three years ending 2013 was low as a result of the Founder Group purchasing some Information Products directly from the manufacturer rather than from the Group.

The annual cap for the year ending 31 December 2014 increased by more than 100% as compared to the two years ended 31 December 2012. There is an increase of approximately 10% for the two years ending 31 December 2016 due to the estimated increase in the purchase of particular Information Products from a subsidiary of the Company as the use of those Information Products is expected to improve the competitiveness of the Group.

## **REASONS FOR AND BENEFITS OF THE MASTER IT AGREEMENT**

The Group is principally engaged in the distribution of information hardware products in Hong Kong and in the PRC, and property development and investment in the PRC. Founder Group is principally engaged in software development and systems integration relating to the media industry and non-media industries including financial institutions, enterprises and government departments in the PRC. Founder Group has also been purchasing information hardware products for use in its software development business. The Board considers that it is beneficial to the Group to continue to maintain members of Founder Group as its customers and to continue to sell information hardware products to Founder Group on normal commercial terms.

The Directors believe that having a long-term customer such as Founder Group can effectively enhance the Group's financial performance. The Directors also consider that the entering into the Master IT Agreement is (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms; and (iii) fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS FOR THE MASTER IT AGREEMENT**

The Company is owned as to approximately 64.14% by Founder Information which in turn is owned as to approximately 97.36% by Peking Founder. Peking Founder is a connected person for the purposes of the Listing Rules. Founder is an associate of Peking Founder and therefore, a connected person of the Company under the Listing Rules. Accordingly the transactions contemplated under the Master IT Agreement will constitute continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules.

As the applicable ratios pursuant to Rule 14.07 of the Listing Rules for the Master IT Agreement are less than 5%, the entering into the Master IT Agreement and the transactions contemplated thereunder by the Company constitute continuing connected transactions for the Company which are exempt from the independent shareholders' approval requirements under Rule 14A.16(4) of the Listing Rules, but subject to the reporting, annual review and announcement requirements under Rules 14A.37 to 14A.41 and 14A.45 to 14A.47 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the meanings set out below:

|                                |   |
|--------------------------------|---|
| “associates”                   | has the meaning ascribed to it under the Listing Rules;   |
| “Board”                        | the board of Directors;   |
| “Company”                      | Peking University Resources (Holdings) Company Limited (formerly known as EC-Founder (Holdings) Company Limited), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00618); |
| “connected person”             | has the meaning ascribed thereto in the Listing Rules;  |
| “Directors”                    | the director(s) of the Company;   |
| “Existing Master IT Agreement” | the agreement entered into between the Company and Founder on 29 August 2011 in relation to the sales of the Information Products by the Group to Founder Group;  |
| “Founder”                      | Founder Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00418);   |
| “Founder’ Group”               | Founder and its subsidiaries;   |
| “Founder Information”          | Founder Information (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a subsidiary of Peking Founder;   |
| “Group”                        | the Company and its subsidiaries;   |
| “HK\$”                         | means Hong Kong dollars, the lawful currency of Hong Kong;  |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the PRC;   |
| “Information Products”         | the information products, including but not limited to desktop computers, laptop computers, servers, networking tools, monitors and software;   |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange;  |
| “Master IT Agreement”          | the agreement entered into between Founder and the Company on 9 December 2013 in relation to the sales of the Information Products from the Group to Founder for a term of three years from 1 January 2014 to 31 December 2016;   |

|                  |  |
|------------------|--|
| “Peking Founder” | 北大方正集團有限公司 (Peking University Founder Group Company Limited*), a company established in the PRC with limited liabilities, the controlling shareholder of Founder, which holds approximately 31.66% of the issued capital of Founder; |
| “PRC”            | the People’s Republic of China;  |
| “RMB”            | Renminbi, the lawful currency of the PRC;  |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited;   |
| “subsidiary”     | has the meaning ascribed to it under the Listing Rules; and  |
| “%”              | percentage   |

By order of the Board of  
**Peking University Resources (Holdings) Company Limited**  
**Yu Li**  
*Chairwoman*

Hong Kong, 9 December 2013

*As at the date of this announcement, the board of directors of the Company comprises executive directors of Ms Yu Li (Chairwoman), Mr Fang Hao (President), Mr Zhou Bo Qin, Mr Zhang Zhao Dong, Mr Xie Ke Hai and Mr Zheng Fu Shuang, and the independent non-executive directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Ms Cao Qian.*

\* *For identification purpose only*