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北大資源
PKU RESOURCES

Peking University Resources (Holdings) Company Limited

北大資源（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00618)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Peking University Resources (Holdings) Company Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 13 February 2014 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Financial Services Agreement (as defined in the Circular) be and are hereby approved;
- (b) the Proposed Caps in relation to the transactions contemplated under the Financial Services Agreement for the three years ending 31 December 2016 be and are hereby approved; and
- (c) any one Director be and is hereby authorized to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the Financial Services thereunder.”

2. “**THAT:**

- (a) Ms Yu Li be re-elected as an executive director of the Company;
- (b) Mr Fang Hao be re-elected as an executive director of the Company;
- (c) Mr Zhou Bo Qin be re-elected as an executive director of the Company.”

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

Hong Kong, 16 January 2014

Notes:

1. A member of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s principal place of business in Hong Kong at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
3. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), Founder Information (Hong Kong) Limited, its associates (as defined in the Listing Rules) and Mr Zhang Zhao Dong are required to abstain from voting on the above ordinary resolution 1.
5. As required under the Listing Rules, the above resolutions will be decided by way of poll.

As at the date of this announcement, the Board 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.