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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** the Special General Meeting of Peking University Resources (Holdings) Company Limited (the “Company”) will be held at 10:00 a.m. on Thursday, 18 December 2014 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong for the following purposes. Unless indicated otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 2 December 2014.

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the S&P Agreement and Placing Agreement and the transactions contemplated thereunder be and are hereby approved; and
- (b) any one Director be and is hereby authorised 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 S&P Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) subject to the completion of the Acquisition and the Listing Committee of the Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the Consideration Shares, the issuance and allotment of the Consideration Shares to Founder Information on and subject to the terms and conditions of the S&P Agreement be and are hereby approved; and
- (b) subject to the completion of the Acquisition and the Listing Committee of the Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the Additional Shares, the issuance and allotment of the Additional Shares to Founder Information on and subject to the terms and conditions of the S&P Agreement.”

3. “**THAT:**

- (a) subject to the completion of the Acquisition and the Listing Committee of the Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the Placement Shares to independent institutional and professional investors, the issuance and allotment of Placement Shares to independent institutional and professional investors on and subject to the terms and conditions of the S&P Agreement and the Placing Agreement be and are hereby approved.”

4. “**THAT:**

- (a) subject to the completion of the Acquisition and the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the Placement Shares to Mr. Zheng, the allotment and issuance of the Placement Shares to Mr. Zheng be and are hereby approved.”

5. “**THAT:**

- (a) the Master Loan Agreement and the transactions contemplated thereunder be and are hereby approved;
- (b) any one Director be and is hereby authorised 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 Master Loan Agreement and the transactions contemplated thereunder.”

6. “**THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$300,000,000 divided into 3,000,000,000 Shares to HK\$1,500,000,000 divided into 15,000,000,000 Shares by the creation of an additional 12,000,000,000 new Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

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

*Notes:*

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the principal place of business of the Company 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 for holding the meeting or any adjournment thereof.
4. At the meeting (or at any adjournment thereof), the Chairman of the meeting put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bye-laws of the Company. The poll results will be published on the websites of the Company at [www.pku-resources.com](http://www.pku-resources.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) following the meeting.

*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 independent non-executive directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Ms Cao Qian.*