

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**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)

**POLL VOTING RESULTS OF SPECIAL GENERAL MEETING  
HELD ON 18 DECEMBER 2014**

Reference is made to the notice of special general meeting dated 2 December 2014 (the “**Notice of SGM**”) and the circular dated 2 December 2014 (the “**Circular**”) issued by Peking University Resources (Holdings) Company Limited (the “**Company**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Company is pleased to announce the poll voting results in respect of the resolutions proposed at the SGM of the Company held on 18 December 2014 as follows:

ORDINARY RESOLUTIONS		For	Against	Total Number of Shares Voted (%)
		Number of Shares (%)	Number of Shares (%)	
1.	(a) To approve the S&P Agreement and Placing Agreement and the transactions contemplated thereunder.	616,828,600 (100%)	0 (0%)	616,828,600 (100%)
	(b) To authorise any one Director 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 Placing Agreement and the transactions contemplated thereunder.	616,828,600 (100%)	0 (0%)	616,828,600 (100%)

ORDINARY RESOLUTIONS		For	Against	Total Number of Shares Voted (%)
		Number of Shares (%)	Number of Shares (%)	
2.	(a) To approve the allotment and issuance of Consideration Shares to Founder Information on and subject to the terms and conditions of the S&P Agreement, 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.	616,828,600 (100%)	0 (0%)	616,828,600 (100%)
	(b) To approve the allotment and issuance of Additional Shares to Founder Information on and subject to the terms and conditions of the S&P Agreement, 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.	616,828,600 (100%)	0 (0%)	616,828,600 (100%)
3.	To approve the allotment and issuance 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, 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.	616,828,600 (100%)	0 (0%)	616,828,600 (100%)
4.	To approve the allotment and issuance of Placement Shares to Mr. Zheng on and subject to the terms and conditions of the S&P Agreement and the Placing Agreement, 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.	416,809,600 (100%)	0 (0%)	416,809,600 (100%)

ORDINARY RESOLUTIONS		For	Against	Total Number of Shares Voted (%)
		Number of Shares (%)	Number of Shares (%)	
5.	(a) To approve the Master Loan Agreement and the transactions contemplated thereunder.	616,828,600 (100%)	0 (0%)	616,828,600 (100%)
	(b) To authorise any one Director 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.	616,828,600 (100%)	0 (0%)	616,828,600 (100%)
6.	(a) To approve the increase of authorised share capital of the Company 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”).	1,945,209,878 (100%)	0 (0%)	1,945,209,878 (100%)
	(b) To authorise any one Director 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.	1,945,209,878 (100%)	0 (0%)	1,945,209,878 (100%)

*Note:* The full text of the above ordinary resolutions is set out in the Notice of SGM.

As at the date of the SGM, the number of issued shares of the Company was 2,440,026,518 Shares. As set out in the Circular, the Vendors, together with its associates, which held 1,328,381,278 Shares as at the date of the SGM, were required to, and did abstain from voting with respect to voting at the SGM in respect of the above ordinary resolutions 1(a), 1(b), 2(a), 2(b), 3, 4, 5(a) and 5(b). Mr. Zheng, together with his associates, which held 200,019,000 Shares as at the date of the SGM, were required to, and did abstain from voting with respect to the resolution for approving the above ordinary resolution 4. As a result, Independent Shareholders holding a total of 1,111,645,240 Shares were entitled to attend and vote on the above ordinary resolutions 1(a), 1(b), 2(a), 2(b), 3, 5(a) and 5(b). Independent Shareholders holding a total of 911,626,240 were entitled to attend and vote on the above ordinary resolution 4. No Shareholder is required to abstain from voting at the SGM in respect of the above ordinary resolutions 6(a) and 6(b) and therefore all Shareholders holding a total of 2,440,026,518 Shares were entitled to attend and vote on ordinary resolutions 6(a) and 6(b) at the SGM. There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the SGM. None of the Shareholders has stated their intention in the Circular to vote against the resolutions at the SGM.

Tricor Tengis Limited, the Hong Kong Share Registrar of the Company, acted as scrutineer for the poll at the SGM.

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

Hong Kong, 18 December 2014

*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.*