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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)

## **NOTICE OF 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 Wednesday, 15 April 2015 at 4/F, Zhongguancun Founder Building, 298 Chengfu Road, Haidian District, Beijing for the purpose of considering and, if thought fit, passing the following resolution:

### **ORDINARY RESOLUTION**

“**THAT:**

1. (a) the Master Purchase Agreement (as defined in the circular to the shareholders of the Company dated 25 March 2015) be and is hereby approved;
- (b) the Master Sales Agreement (as defined in the circular to the shareholders of the Company dated 25 March 2015)) be and is hereby approved;
- (c) the proposed annual caps in relation to the transactions contemplated under the Master Purchase Agreement for the three years ending 31 December 2017 be and are hereby approved;
- (d) the proposed annual caps in relation to the transactions contemplated under the Master Sales Agreement for the three years ending 31 December 2017 be and are hereby approved; and
- (e) 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 Purchase Agreement and the Master Sales Agreement and the transactions contemplated thereunder.”

2. (a) the Framework Agreement, the Sale and Purchase Agreement, the Subsequent Sale and Purchase 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 Framework Agreement, the Sale and Purchase Agreement, the Subsequent Sale and Purchase Agreement, and the transactions contemplated thereunder.”

By order of the Board of  
**Peking University Resources (Holdings) Company Limited**  
**Fang Hao**  
*Executive Director*

Hong Kong, 25 March 2015

*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 his/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 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 for holding the meeting or any adjournment thereof.
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 and its associates (as defined in the Listing Rules) are required to abstain from voting on the first ordinary resolution (1.(a)(b)(c)(d)(e)).
5. 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 HongKong 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 the independent non-executive directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Ms Cao Qian.*