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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)

TERMINATION OF EXISTING CONTINUING CONNECTED TRANSACTION

BACKGROUND

Reference is made to the announcement of Peking University Resources (Holdings) Company Limited (the “**Company**”) dated 30 December 2014 (the “**Announcement**”) in relation to the Master Lease Agreement between the Company and Peking Founder pursuant to which Peking Founder shall arrange the members of the Peking Founder Group to lease certain commercial premises in Founder International Building from and enter into separate lease agreements with the Group for a term from the date specified in the individual lease agreement to the end date not later than 31 December 2017. Unless otherwise defined below, capitalized terms used in this announcement shall have the same meaning as those used in the Announcement.

TERMINATION AGREEMENT

On 27 August 2015, the Company and Peking Founder entered into a termination agreement (the “**Termination Agreement**”) to terminate the Master Lease Agreement. The Company is entitled to the rental income of Founder International Building receivable from Peking Founder pursuant to the Master Lease Agreement prior to 1 September 2015. Other than the outstanding rental fee payable up to the termination date, namely 1 September 2015, by Peking Founder to the Company, neither party is required to pay any penalty or compensation to the other party in respect of the termination of the Master Lease Agreement.

REASON FOR ENTERING INTO THE TERMINATION AGREEMENT

As a result of the adjustment of business strategy of the Group, on the same date as the date of the Termination Agreement, the Company and the owner of Founder International Building entered into termination agreement to terminate the right granted to the Group to manage Founder International Building. As a result, the Master Lease Agreement was terminated by entering into the Termination Agreement. The Board (including the independent non-executive Directors) is of the view that the terms

of the Termination Agreement were arrived at after arm's length negotiations, and the Termination Agreement was entered into on normal commercial terms and in the interests of the Company and the Shareholders as a whole. The Termination will not cause any material adverse impact on the existing business, operation or financial condition of the Group. As Mr Zhang Zhao Dong and Mr Wei Jun Min are concurrently serving as directors of Peking Founder, they have abstained from voting on the resolution considering the Termination Agreement at the Board meeting of the Company. Saved as disclosed above, none of the other Directors has a material interest in the transactions contemplated under the Termination Agreement.

LISTING RULES IMPLICATIONS

Since the continuing connected transaction contemplated under the Master Lease Agreement is proposed to be terminated, the Company is subject to the announcement requirement under the Note to Rule 14A.35 of the Listing Rules.

By Order of the Board
Peking University Resources (Holdings) Company Limited
Zhang Zhao Dong
Chairman

Hong Kong, 27 August 2015

As at the date of this announcement, the Board comprises executive Directors of Mr Zhang Zhao Dong (Chairman), Mr Fang Hao (President), Mr Zhou Bo Qin, Mr Wei Jun Min, 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.