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资源控股

RESOURCES HOLDINGS

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 the special general meeting of Peking University Resources (Holdings) Company Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 22 December 2022 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong for the purpose of considering and if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional sale and purchase agreement dated 19 October 2022 (the “**Sale and Purchase Agreement**”) (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company, as vendor, and Ms. Zhao Ge, as purchaser, in relation to the sale and purchase of 20,000 issued shares in Founder Data Corporation International Limited (the “**Disposal Company**”), representing the entire issued share capital of the Disposal Company, for the consideration of HK\$1 million (as supplemented by the supplemental agreement dated 10 November 2022 entered into between the Company and Ms. Zhao Ge, a copy of which has been tabled at the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and is hereby authorized to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

By order of the Board
Peking University Resources (Holdings) Company Limited
Wong Kai Ho
Chairman

Hong Kong, 2 December 2022

Notes:

1. As set out in the section headed “Special Arrangements for the SGM” of this circular, the special general meeting (the “SGM”) will be conducted virtually by way of video-conference. As shareholders of the Company (the “Shareholders”) will not be permitted to attend the SGM in person, Shareholders who wish to vote at the SGM shall appoint the chairman of the SGM as their proxies by completing the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding the SGM, i.e. Tuesday, 20 December 2022 at 10:00 a.m. (Hong Kong time), or any adjournment thereof (as the case may be).
2. Any Shareholder entitled to attend and vote at the SGM 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 needs not be a Shareholder. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of this circular, Shareholders who wish to vote at the SGM shall appoint the chairman of the SGM as their proxies to exercise their rights to vote at the SGM in accordance with their instructions.
3. Where there are joint holders of any share, any one of such joint holders may vote at the SGM, 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 SGM, 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. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of this circular, Shareholders who wish to vote at the SGM shall appoint the chairman of the SGM as their proxies to exercise their rights to vote at the SGM in accordance with their instructions.
4. 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 Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the SGM, i.e. Tuesday, 20 December 2022 at 10:00 a.m. (Hong Kong time), or any adjournment thereof.

5. The register of members of the Company will be closed from 19 December 2022 to 22 December 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the SGM, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 16 December 2022.
6. The voting at the SGM shall be taken 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 website of the Company at www.pku-resources.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk following the SGM.
7. COVID-19 PANDEMIC SITUATION

The Company will adopt the following special arrangement at the SGM for the purpose of public health and safety:

- (a) The SGM will be conducted virtually via electronic means (the “**Virtual SGM**”). The Shareholders and/or their proxies will NOT be able to attend the Virtual SGM in person, and can only participate in, communicate, view and listen to the Virtual SGM by way of video-conference.

The Virtual SGM will be broadcasted from the SGM venue in Hong Kong (the “**SGM Venue**”) and only a limited number of directors (the “**Directors**”) and staff of the Company who are the Shareholders or proxies will be physically present at the SGM Venue. Other Directors will participate by way of electronic means.

Shareholders will be able to participate in, view and listen to the Virtual SGM by way of video-conference from 10:00 a.m. until the completion of the SGM on Thursday, 22 December 2022 on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast.

- (b) For Shareholders who would like to participate in, view and listen to the Virtual SGM live webcast, you will need to register by sending an email to is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333 by providing personal particulars as follows:
 - (i) Full name;
 - (ii) Registered address;
 - (iii) Number of Shares held;
 - (iv) Hong Kong Identity Card number or passport number (in case of natural person)/company registration number (in case of body corporate);
 - (v) Contact telephone number; and
 - (vi) Email address

no later than 10:00 a.m. on Wednesday, 21 December 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual SGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation by Thursday, 22 December 2022 which contains a link to join the live webcast of the Virtual SGM. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the Virtual SGM.

- (c) All resolutions at the SGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the SGM by proxy. If you wish to vote on any resolution at the SGM, you must appoint the chairman of the SGM as your proxy to exercise your right to vote at the SGM in accordance with your instructions. If you appoint a person who is not the chairman of the SGM as your proxy, that person will not be permitted entry to the SGM and will not be able to exercise your vote. The proxy form for use at the SGM is enclosed with this circular. The proxy form can be downloaded from the “Investor Relations – Announcements” section of the Company’s website (www.pku-resources.com/investor/notice.html). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy. The proxy form should be returned to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the SGM.
- (d) Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of SGM by 10:00 a.m. on Wednesday, 21 December 2022 (being not less than twenty-four (24) hours before the time appointed for holding the Virtual SGM) via email to is-enquiries@hk.tricorglobal.com or via telephone hotline at (852) 2980 1333 providing personal particulars as follows for verification purposes:
- (i) Full name;
 - (ii) Registered address;
 - (iii) Number of Shares held;
 - (iv) Hong Kong Identity Card number or passport number (in case of natural person)/company registration number (in case of body corporate);
 - (v) Contact telephone number; and
 - (vi) Email address

Shareholders can also submit questions during the Virtual SGM through the webcast link provided.

The Board will arrange for as many of the questions asked to be answered as possible at the SGM.

The Company is closely monitoring the impact of the Coronavirus (COVID-19) pandemic in Hong Kong. Should any changes be made to the SGM arrangements, the Company will notify Shareholders via an announcement posted on the Company’s website (www.pku-resources.com) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

As at the date of this notice, the Board comprises executive Directors of Mr. Wong Kai Ho (Chairman), Mr. Wang Guiwu, Mr. Huang Zhuguang and Mr. Guo Langhua; and the independent non-executive Directors of Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man and Mr. Hua Yichun.