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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Peking University Resources (Holdings) Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**SHAREHOLDER'S REQUISITION**  
**AND**  
**NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of Peking University Resources (Holdings) Company Limited to be held at 10:00 a.m. on Friday, 8 October 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong is set out on pages 10 to 11 of this circular. Whether or not you are able to attend the special general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the principal place of business of Peking University Resources (Holdings) Company Limited at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong, or the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any event not later than 48 hours before the time appointed for holding of the special general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting should you so wish.

**SPECIAL MEASURES FOR THE SPECIAL GENERAL MEETING**

Please note that the following measures will be implemented for the special general meeting due to the COVID-19 pandemic (see pages 5 to 6 for details):

- Compulsory temperature checks before entering the office where the special general meeting will be held; those with a fever may not be admitted.
- Wearing of face masks is compulsory at any time within the meeting venue and throughout the special general meeting.
- There will be no distribution of gifts and no refreshments from the Company.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“Ample Grace Investments”	Ample Grace Investments Limited, the Shareholder of the Company holding in aggregate 641,615,565 Shares of the Company, representing approximately 10% of the total issued share capital of the Company;
“Board”	the board of Directors of the Company;
“Bye-laws”	the bye-laws of the Company as amended from time to time and “Bye-law” shall be construed accordingly;
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time);
“Company”	Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司) (stock code: 00618), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Requisition”	a letter received by the Company on 12 July 2021, stating that Ample Grace Investments requested the Board to convene a general meeting of the Company for the purpose of considering and, if thought fit, passing the Resolutions (as defined hereinafter in the Letter of the Board);
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“SGM”	the special general meeting of the Company to be held at 10:00 a.m. on Friday, 8 October 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong or any adjournment thereof;

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## DEFINITIONS

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“Share(s)”	ordinary shares with a par value of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr Cheung Shuen Lung (*Chairman*)  
Mr Zeng Gang (*President*)  
Ms Sun Min  
Mr Ma Jian Bin  
Ms Liao Hang  
Mr Zheng Fu Shuang

*Independent non-executive Directors:*

Mr Chan Chung Kik, Lewis  
Mr Lau Ka Wing  
Mr Lai Nga Ming, Edmund

*Registered office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Principal place of business*

*in Hong Kong:*

Unit 1408  
14th Floor  
Cable TV Tower  
9 Hoi Shing Road  
Tsuen Wan  
New Territories  
Hong Kong

30 July 2021

*To the Shareholders*

Dear Sir or Madam,

**SHAREHOLDER'S REQUISITION  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated 15 July 2021 in relation to the Requisition from Ample Grace Investments. The purpose of this circular is to provide Shareholders with (i) the information in relation to the Requisition; and (ii) the notice of the SGM.

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## LETTER FROM THE BOARD

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### II. THE REQUISITION

On 12 July 2021, the Company received the Requisition from Ample Grace Investments. It was stated in the Requisition that, as at the date of the Requisition, Ample Grace Investments held 641,615,565 Shares in the Company, representing approximately 10% of the total issued issue capital of the Company. Pursuant to the Requisition, Ample Grace Investments requested the Board to convene a general meeting for the purpose of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”) as ordinary resolutions of the Company:

- (1) “To appoint Mr Wang Guiwu as executive Director of the Company with immediate effect upon passing of this resolution.”
- (2) “To appoint Mr Wong Kai Ho as executive Director of the Company with immediate effect upon passing of this resolution.”

Pursuant to Bye-law 62 of the Bye-laws, the Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, or, in default, may be convened by the requisitionists.

Pursuant to section 74(1) of the Companies Act, the directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.

Pursuant to section 74(3) of the Companies Act, if the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

### III. PROPOSED APPOINTMENT OF DIRECTORS

Pursuant to Rule 13.74 of the Listing Rules, the details of the Directors proposed to be appointed are set out in Appendix I to this circular.

Shareholders should note that the details of the proposed Directors as set out in Appendix I to this circular have been reproduced from and are solely based on the information provided to the Company by Ample Grace Investments. The Board has not verified the particulars of the proposed Directors as stated in Appendix I and no recommendation has been made by the Board with regard to their proposed appointments. Further, the Board is not in a position to comment on whether there is any matter regarding their proposed appointments that needs to be brought to the attention of the Shareholders pursuant to the Listing Rules.

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## LETTER FROM THE BOARD

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### IV. SGM

A notice convening the SGM to be held at 10:00 a.m. on Friday, 8 October 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong is set out on pages 10 to 11 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on The Hong Kong Exchanges and Clearing Limited's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.pku-resources.com](http://www.pku-resources.com)). Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same as soon as possible to 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, or the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

For the purpose of determination of entitlement to attend and vote at the SGM to be held on Friday, 8 October 2021, the register of members of the Company will be closed from Tuesday, 5 October 2021 to Friday, 8 October 2021 (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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 4 October 2021.

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 70 of the Bye-laws, each of the resolutions set out in the notice of the SGM will be put to the vote by way of a poll.

### V. PRECAUTIONS IN LIGHT OF COVID-19 PANDEMIC AT SGM

At the time of issuing this circular, many countries and regions around the world including Hong Kong are still devoting vigorous efforts to contain the COVID-19 pandemic. The situation is evolving and it is hard to predict when the crisis will end.

The health and safety of our Shareholders and staff are our top priority as we plan for the SGM. It is important that we continue to stay alert and help prevent the spread of the disease, and Shareholders are reminded to consider for themselves whether they should attend the SGM in person. The health risks posed by large scale gatherings should not be underestimated.

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## LETTER FROM THE BOARD

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In order to protect attending Shareholders and staff of the Company from the risk of infection, the Company will implement the following precautionary measures at the SGM:

- Compulsory temperature checks for every attending Shareholder, proxy or other attendee at the entrance to the Company's office where the SGM will be held. Any person with a fever or is unwell may be denied entry into SGM's venue.
- Any person who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the SGM's venue. Health declaration may be required.
- All attendees have to wear face masks within the SGM's venue and throughout the meeting.
- There will be no distribution of gifts and no refreshments will be served by the Company.
- Appropriate seating spacing will be implemented to ensure safe distancing among attendees.

The Company also reminds Shareholders that attendance at the SGM in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the SGM as an alternative to attending the meeting in person.

The Company will watch out for updated guidelines and requirements from the Hong Kong Government. In the event that the SGM has to be rescheduled due to the COVID-19 situation, Shareholders will be notified of the revised date.

Your attention is also drawn to the information set out in the appendix to this circular. You are recommended to read carefully the information set out in the appendix before voting on the Resolutions.

Yours faithfully,  
By Order of the Board  
**Peking University Resources (Holdings) Company Limited**  
**Cheung Shuen Lung**  
*Chairman*



## EXECUTIVE DIRECTORS

**Mr Wang Guiwu**

Wang Guiwu (王貴武) (“**Mr Wang**”), aged 60, has more than 20 years of experience in business management.

From May 1982 to July 1992, Mr Wang was the head of foreign funds department of Dandong Foreign Trade and Economic Cooperation Commission\* (丹東市外經貿委外資處), where he was responsible for liaising with foreign organisations and institutions for investments in Dandong. From July 1992 to July 1997, Mr Wang was the vice magistrate of Kuandian Manchu Autonomous County\* (寬甸滿族自治縣), where he was responsible for assisting in the management of various departments and bureaus of the Kuandian Manchu Autonomous government. From July 1997 to May 2000, Mr Wang worked as the vice department head of the Bureau of Mechanical and Metallurgical Industries of Dandong\* (丹東市機械冶金工業局), where he was responsible for formulating and overseeing the implementation of policies which facilitated the development of mechanical and metallurgical industries of Dandong. From May 2000 to May 2013, Mr Wang was the president and chairman of Liaoning Huibao International Investment Group Co., Ltd.\* (遼寧匯寶國際投資集團有限公司), where he was responsible for formulating the overall investment strategies of the company.

Since March 2016, Mr Wang has been the director of Liaoning Antai Nonferrous Mining Co., Ltd.\* (遼寧安泰有色礦業有限公司), director of Shengjing Bank (盛京銀行), chairman of Guoce Geoinformation Technology Industry Park Group Co., Ltd. (國測地理信息科技產業園有限公司) and chairman of An Tai International Investment Group (Hong Kong) Co., Ltd.\* (安泰國際投資集團(香港)有限公司), where he is mainly responsible for formulating the overall development strategies and overseeing the management and sourcing for offshore capital market opportunities of the respective companies.

Mr Wang obtained a diploma of mechanical engineering from Northeastern Institute of Technology\* (東北工學院) (now known as Northeastern University (東北大學)) in September 1982.

Save for holding 641,615,565 Shares in the Company indirectly through Ample Grace Investments Limited, Mr Wang (i) does not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

\* For identification purposes only

Mr Wang has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr Wang's appointment as Director of the Company that needs to be brought to the attention of the Shareholders of the Company.

### **Mr Wong Kai Ho**

Wong Kai Ho (黃啓豪) (“**Mr Wong**”), aged 41, has more than 16 years of experience in financial and business management.

Mr Wong worked as a finance analyst of Carter Holt Harvey New Zealand from November 2005 to December 2006 and was responsible for business modelling and financial analysis. From February 2007 to February 2009, Mr Wong was a senior auditor of the audit and assurance sector of Ernst & Young and was responsible for designing audit strategies and reviewing audit engagements. From March 2009 to June 2013, he was a senior associate of EHM International Ltd (London), and was primarily responsible for assisting in the design of investment strategies of funds, reviewing pipeline investments particularly in the energy and real estate sector, and reviewing the performance of funds. From July 2013 to March 2014, he was a director of Katch Investment (Asia-Pacific) Limited, where he provided advisory services to clients for investments involving cross-border and offshore structures and projects fund raising.

Mr Wong has experiences in the advisory and asset management industry since March 2014 where he currently is the director and responsible officer of advisory and asset management of Nebula Asset Management Limited and is responsible for the management of clients' investment portfolios, overseeing operations of the company and exploring potential merger and acquisition opportunities.

Mr Wong has also been the vice president and assistant chairman of Guoce Geoinformation Technology Industry Park Group Co., Ltd. (國測地理信息科技產業園有限公司) since March 2018, where he is mainly responsible for strategic overview of the business operation of the company, in particular infrastructure developments, operational review and financing of National Geographic Information Technology Industrial Park, which was located at the east side of Beijing Capital International Airport. Mr Wong is also involved in the development and operation of Guoce (Jinzhou) Graphite Technology Industrial Park, a “key project” of the Liaoning Province as regarded by the Liaoning Province's government, where he is responsible for assisting in land development acquisitions, operational business planning and project financing.

Mr Wong obtained the Bachelor of Commerce & Administration in Accounting and Commercial Law and Information Systems from Victoria University of Wellington New Zealand in December 2002. He also obtained his professional qualification as a chartered accountant from the New Zealand Institute of Chartered Accountants and a certified public accountant from the Hong Kong Institute of Certified Public Accountants in February 2008 and January 2011, respectively.

Save for holding 641,615,565 Shares in the Company indirectly through Ample Grace Investments Limited, Mr Wong (i) does not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr Wong has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr Wong's appointment as Director of the Company that needs to be brought to the attention of the Shareholders of the Company.

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## NOTICE OF SGM

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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 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 Friday, 8 October 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong for the following purposes:

### **ORDINARY RESOLUTIONS**

- (1) “To appoint Mr Wang Guiwu as executive Director of the Company with immediate effect upon passing of this resolution.”
- (2) “To appoint Mr Wong Kai Ho as executive Director of the Company with immediate effect upon passing of this resolution.”

By Order of the Board

**Peking University Resources (Holdings) Company Limited**

**Cheang Yee Wah Eva**

*Company Secretary*

Hong Kong, 30 July 2021

*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 needs 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.

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## NOTICE OF SGM

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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, or the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Tuesday, 5 October 2021 to Friday, 8 October 2021, 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 special general meeting, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 4 October 2021.
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 Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) following the meeting.