



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)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We¹, _____
of _____
being the registered holder(s) of² _____ ordinary share(s) of per value HK\$0.10 each in the capital of Peking University Resources (Holdings) Company Limited (the "Company") hereby appoint³ & ⁴ the Chairman of the meeting or _____
of _____
or failing him³ & ⁴ _____
of _____
as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 15 September 2022 ("AGM") at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong and via video-conference, and at any adjournment thereof on the undermentioned resolutions referred to in the notice convening the AGM, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁵	Against ⁵
1.	To receive and adopt the audited financial statements and the reports of directors and auditors of the Company for the fifteen months ended 31 March 2022.		
2.	(a) To re-elect Mr. Chung Wai Man as an independent non-executive director of the Company;		
	(b) To re-elect Mr. Hua Yichun as an independent non-executive director of the Company;		
	(c) To re-elect Mr. Wang Bingzhong as an independent non-executive director of the Company;		
	(d) To appoint Mr. Guo Langhua as an executive director of the Company;		
	(e) To authorize the board of directors of the Company to fix the director's remuneration.		
3.	To re-appoint CCTH CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the board of directors to allot, issue, grant, distribute and otherwise deal with additional shares in the Company, not exceeding twenty per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of this resolution.		
5.	To grant a general mandate to the board of directors to repurchase shares in the Company, not exceeding ten per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of this resolution.		
6.	Conditional on the passing of resolutions 4 and 5, to authorise the board of directors to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional shares in the Company under resolution 4 in respect of the aggregate nominal amount of share capital in the Company purchased by the Company.		
Special Resolution		For ⁵	Against ⁵
7.	To approve the proposed amendments (the "Proposed Amendments") to the existing Bye-laws of the Company as set out in Appendix III to the circular of the Company dated 4 August 2022 and the Company's adoption of the amended and restated Bye-laws of the Company incorporating the Proposed Amendments in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect.		

Signature(s)⁶: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Any shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. However, given the special arrangements adopted by the Company as set out in the section headed "Special Arrangements for the AGM" of the circular of the Company dated 4 August 2022, shareholders who wish to vote at the AGM shall appoint the Chairman of the AGM as their proxies to exercise their rights to vote at the AGM in accordance with their instructions.
- Please insert the name and address of the proxy desired and strike out the words "the Chairman of the meeting or/for failing him". **IF YOU DO NOT STRIKE OUT SUCH WORDS AND YOUR PROXY DOES NOT ATTEND THE MEETING OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by the appointor, or his/her attorney duly authorised in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- 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 was solely entitled thereto; but if more than one of such joint holders are 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. However, given the special arrangements adopted by the Company as set out in the section headed "Special Arrangements for the AGM" of the circular of the Company dated 4 August 2022, shareholders who wish to vote at the AGM shall appoint the Chairman of the AGM as their proxies to exercise their rights to vote at the AGM in accordance with their instructions.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022), or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), not later than 48 hours before the time for holding the meeting or any adjournment thereof.
- For the purpose of determining members who are qualified for attending the AGM, the register of members of the Company will be closed from Friday, 9 September 2022 to Thursday, 15 September 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 annual 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 (before 15 August 2022), or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), for registration no later than 4:30 p.m. on Thursday, 8 September 2022.
- Any alterations made in this form of proxy should be initialled by the person who signs it.
- 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. However, given the special arrangements adopted by the Company as set out in the section headed "Special Arrangements for the AGM" of the circular of the Company dated 4 August 2022, shareholders who wish to vote at the AGM shall appoint the Chairman of the AGM as their proxies to exercise their rights to vote at the AGM in accordance with their instructions.
- At the AGM (or at any adjournment thereof), the Chairman of the meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy or (being corporation) is present by a duly authorised representative shall have one vote for every share of which he is the holder.