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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)

**CHANGE OF EXECUTIVE DIRECTORS AND  
INDEPENDENT NON-EXECUTIVE DIRECTOR,  
CHANGE OF MEMBER OF AUDIT COMMITTEE AND NOMINATION COMMITTEE**

The Board announces that Mr Wei Jun Min and Mr Xie Ke Hai resigned as executive Directors with effect from 31 March 2017 and Mr Fung Man Yin, Sammy resigned as independent non-executive Director with effect from 31 March 2017. The reason for resignation of Mr Wei Jun Min is to devote more time for his commitment at Peking University Asset Management, a substantial shareholder of the Company. The reason for resignation of Mr Xie Ke Hai is to devote more time for his commitment at Peking Founder, a substantial shareholder of the Company. The reason for resignation of Mr Fung Man Yin, Sammy is to devote more time for other work arrangements. Mr Shi Hua and Ms Liao Hang were appointed as executive Directors with effect from 31 March 2017, and Mr Chan Chung Kik, Lewis was appointed as independent non-executive Director with effect from 31 March 2017. Due to the resignation of Mr Fung Man Yin, Sammy as independent non-executive Director on 31 March 2017, Mr Fung Man Yin, Sammy also ceased to be a member of the audit committee and nomination committee of the Board with effect from 31 March 2017. Mr Chan Chung Kik, Lewis was appointed to replace Mr Fung Man Yin, Sammy as the member of the audit committee and nomination committee of the Board with effect from 31 March 2017.

**RESIGNATION OF DIRECTORS**

The board of directors (the “Board”) of Peking University Resources (Holdings) Company Limited (the “Company”) announces that Mr Wei Jun Min and Mr Xie Ke Hai resigned as executive directors of the Company (“Directors”) with effect from 31 March 2017 and Mr Fung Man Yin, Sammy resigned as an independent non-executive Director with effect from 31 March 2017. The reason for resignation of Mr Wei Jun Min is to devote more time for his commitment at 北大資產經營有限公司 (Peking University Asset Management Company Limited\*) (“Peking University Asset Management”), a substantial shareholder of the Company. The reason for resignation of Mr Xie Ke Hai is to devote more time for his commitment at 北大方正集團有限公司 (Peking University Founder Group Company Limited\*) (“Peking Founder”), a substantial shareholder of the Company. The reason for resignation of Mr Fung Man Yin,

Sammy is to devote more time for other work arrangements. Due to the resignation of Mr Fung Man Yin, Sammy as independent non-executive Director on 31 March 2017, Mr Fung Man Yin, Sammy also ceased to be a member of the audit committee and nomination committee of the Board with effect from 31 March 2017. Mr Chan Chung Kik, Lewis was appointed to replace Mr Fung Man Yin, Sammy as a member of the audit committee and nomination committee of the Board with effect from 31 March 2017.

Mr Wei Jun Min, Mr Xie Ke Hai and Mr Fung Man Yin, Sammy have confirmed to the Company that they have no disagreement with the Board and that they are not aware of any matter relating to their resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr Wei Jun Min, Mr Xie Ke Hai and Mr Fung Man Yin, Sammy for their invaluable contribution to the Company and its subsidiaries (the “Group”) during their tenure of services.

## **APPOINTMENT OF DIRECTORS**

Mr Shi Hua and Ms Liao Hang were appointed as executive Directors with effect from 31 March 2017, and Mr Chan Chung Kik, Lewis was appointed as independent non-executive Director with effect from 31 March 2017.

### **Mr Shi Hua**

Mr Shi Hua (“Mr Shi”), aged 45, is the vice president and member of executive committee of Peking Founder, and is in charge of strategic department and information management department of Peking Founder. He is a director of Founder Technology Group Corporation (“Founder Technology”) (Stock Code: 600601), a company in which 11.65% of equity interest was held by a subsidiary of Peking Founder, and is listed in the Shanghai Stock Exchange. He was the director of the Company from 10 June 2016 to 25 July 2016. He has extensive experience in corporate strategic investment and will be responsible for overall strategic planning and development of the Group.

Save as disclosed above, Mr Shi does not hold any position with the Company or any members of the Group. Save as disclosed above, Mr Shi does not have any directorship in other listed public companies in the last three years.

Save as disclosed above, Mr Shi does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr Shi does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) (“SFO”).

Mr Shi has entered into a service agreement as an executive Director with the Company for a term of two years from the date of appointment and should continue thereafter unless and until terminated by either the Company or Mr Shi in accordance with the service agreement. Mr Shi is not entitled to any director's fee payable by the Company but is entitled to a salary of HK\$1 per annum, which may be reviewed from time to time at the discretion of the Board. Mr Shi is entitled to participate in any profit-related bonus scheme as may be established by the Company and his entitlement thereunder shall be determined at the absolute discretion of the Board and the total amount of bonus payable to all executive Directors of the Company shall not exceed 15 per cent. of the audited consolidated net profit of the Group (after payment of all bonuses) after taxation and non-controlling interests of the Group for that financial year. He will hold office until the next general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the bye-laws of the Company.

Save as disclosed above, there are no other matters relating to the appointment of Mr Shi that need to be brought to the attention of the shareholders of the Company nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Ms Liao Hang**

Ms Liao Hang ("Ms Liao"), aged 37, is the general manager of legal department of Peking Founder. She is the executive director of Founder Holdings Limited (stock code: 00418), a company in which 30.60% of equity interest was indirectly held by Peking Founder and listed on the mainboard of The Stock Exchange of Hong Kong Limited ("Main Board"), since 12 December 2016. She is also a director of Founder Securities Co., Ltd. (stock code: 601901), a company in which 27.75% of equity interest is held by Peking Founder and listed on the Shanghai Stock Exchange, since 24 November 2016. Ms Liao received her bachelor's degree in trading economy and economic law and master degree in economic law at Minzu University of China in the PRC. She obtained legal professional qualification certificate in the PRC and has extensive experience in legal professional experience.

Ms Liao does not hold any position with the Company or any members of the Group. Save as disclosed above, Ms Sun does not have any directorship in other listed public companies in the last three years.

Save as disclosed above, Ms Liao does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Ms Liao does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms Liao has entered into a service agreement as an executive Director with the Company for a term of two years from the date of appointment and should continue thereafter unless and until terminated by either the Company or Ms Liao in accordance with the service agreement. Ms Liao is not entitled to any director's fee payable by the Company but is entitled to a salary of HK\$1 per annum, which may be reviewed from time to time at the discretion of the Board. Ms Liao is entitled to participate in any profit-related bonus scheme as may be established by the Company and her entitlement thereunder shall be determined at the absolute discretion of the Board and the total amount of bonus payable to all executive

Directors shall not exceed 15 per cent. of the audited consolidated net profit (after payment of all bonuses) after taxation and non-controlling interests of the Group for that financial year. She will hold office until the next general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the bye-laws of the Company.

Save as disclosed above, there are no other matters relating to the appointment of Ms Liao that need to be brought to the attention of the shareholders of the Company nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Mr Chan Chung Kik**

Mr Chan Chung Kik, Lewis (“Mr Chan”), aged 44, is the chief financial officer and joint company secretaries of Denox Environmental & Technology Holdings Limited (stock code: 1452), a company listed on Main Board. He is an independent non-executive director of (i) Kwan On Holdings Limited from March 2015 to September 2016, a company which was previously listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”) (stock code: 8305) and was subsequently transferred to the Main Board (stock code: 1559) on 15 August 2016; (ii) Shandong Xinhua Pharmaceutical Company Limited, a company listed on the Main Board (stock code: 719) and the Shenzhen Stock Exchange (stock code: 000756) since May 2014; (iii) HongGuang Lighting Holdings Company Limited (stock code: 8343), a company listed on the GEM, since December 2016; and (iv) Founder Holdings Limited (stock code: 00418), a company which is listed on Main Board and 30.6% of equity interest is held by a subsidiary of Peking Founder, since March 2017. Mr Chan obtained a bachelors degree of commerce in accounting from the University of Canberra in Australia in September 1997. He is currently a fellow of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. He has extensive experience in auditing, accounting and corporate finance.

Mr Chan does not hold any position with the Company or any members of the Group. Save as disclosed above, Mr Chan does not have any directorship in other listed public companies in the last three years.

Save as disclosed above, Mr Chan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr Chan does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr Chan has entered into a service agreement as an independent non-executive Director with the Company for a period of one year from the date of appointment. Mr Chan is entitled to a director’s fee of HK\$126,000 per annum, which was determined by the Board by reference to the current market conditions and may be reviewed from time to time at the discretion of the Board.

Save as disclosed above, there are no other matters relating to the appointment of Mr Chan that need to be brought to the attention of the shareholders of the Company nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to extend its warmest welcome to Mr Shi, Ms Liao and Mr Chan on their appointment as executive Directors and independent non-executive Director.

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

Hong Kong, 31 March 2017

*As at the date of this announcement, the Board comprises executive Directors of Mr Cheung Shuen Lung (Chairman), Mr Zeng Gang (President), Ms Sun Min, Mr Shi Hua, Ms Liao Hang and Mr Zheng Fu Shuang, and the independent non-executive Directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Mr Chan Chung Kik, Lewis.*

\* *For identification purpose only*