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资源控股

RESOURCES HOLDINGS

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 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 Friday, 10 March 2023 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 resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. DEBT SETTLEMENT AGREEMENT A

“THAT:

- (a) the debt settlement agreement (the “**Debt Settlement Agreement A**”) dated 9 January 2023 entered into between Wuhan Jinxiang Asset Management Co., Ltd.* (武漢錦祥資產管理有限公司) (“**Wuhan Jinxiang**”), as acquirer, and Chongqing Feidia Information Technology Partnership (Limited Partnership)* (重慶飛迪亞信息技術合夥企業(有限合夥)), as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by Beijing Gangtong Resources Enterprise Management Co., Ltd.* (北京港通資源企業管理有限公司) (“**BG Resources**”) to Wuhan Jinxiang, and the transfer of 49% equity interest of Chongqing Yayuan Henghui Information Technology Co., Ltd.* (重慶雅源恒輝信息技術有限公司) (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) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company (the “**Director**”) be and is hereby authorised 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 Debt Settlement Agreement A and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole.”

2. DEBT SETTLEMENT AGREEMENT B

“**THAT:**

- (a) the debt settlement agreement (the “**Debt Settlement Agreement B**”) dated 9 January 2023 entered into between Chongqing Yingfeng Property Co., Ltd.* (重慶盈豐地產有限公司) (“**Chongqing Yingfeng**”), as acquirer, and Chongqing Longsay Information Technology Partnership (Limited Partnership)* (重慶朗賽信息科技合夥企業(有限合夥)), as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Chongqing Yingfeng, and the transfer of 49% equity interest of Chongqing Yinghe Yiyuan Enterprise Management Co., Ltd.* (重慶盈合益遠企業管理有限公司) (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 one Director be and is hereby authorised 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 Debt Settlement Agreement B and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

3. DEBT SETTLEMENT AGREEMENT C

“**THAT:**

- (a) the debt settlement agreement (the “**Debt Settlement Agreement C**”) dated 9 January 2023 entered into between Wuhan Tianhe Jincheng Real Estate Development Co., Ltd.* (武漢天合錦程房地產發展有限公司) (“**Wuhan Tianhe Jincheng**”), as acquirer, and Chongqing Minos Information Technology Partnership (Limited Partnership)* (重慶美諾思信息科技合夥企業(有限合夥)) (“**Chongqing Minos**”) as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Wuhan Tianhe Jincheng, and the transfer of approximately 20.59% equity interest of Zhejiang Peking University Resources Real Estate Co., Ltd.* (浙江北大資源地產有限公

司) (“**Zhejiang Resources**”) (a copy of which has been tabled at the meeting marked “C” 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 one Director be and is hereby authorised 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 Debt Settlement Agreement C and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

4. DEBT SETTLEMENT AGREEMENT D

“**THAT:**

- (a) the debt settlement agreement (the “**Debt Settlement Agreement D**”) dated 9 January 2023 entered into between Chongqing Yuefeng Real Estate Co., Ltd.* (重慶悅豐地產有限公司) (“**Chongqing Yuefeng**”), as acquirer, and Chongqing Minos, as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Chongqing Yuefeng, and the transfer of approximately 10.94% equity interest of Zhejiang Resources (a copy of which has been tabled at the meeting marked “D” 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 one Director be and is hereby authorised 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 Debt Settlement Agreement D and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”

Hong Kong, 17 February 2023

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

Notes:

1. As set out in the section headed “Special Arrangements for the SGM” of the circular, the special general meeting (the “SGM”) will be conducted virtually by way of video-conference. As 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. Wednesday, 8 March 2023 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 the 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 the 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. Wednesday, 8 March 2023 at 10:00 a.m. (Hong Kong time), or any adjournment thereof.
5. The register of members of the Company will be closed from 7 March 2023 to 10 March 2023, 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 6 March 2023.
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 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 Friday, 10 March 2023 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 Thursday, 9 March 2023 (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 Friday, 10 March 2023 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 the 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 this notice by 10:00 a.m. on Thursday, 9 March 2023 (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 announcement, 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.

* *for identification purposes only*