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．

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular，make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular．

## SHAREHOLDER＇S REQUISITION

 ANDNOTICE OF SPECIAL GENERAL MEETING


#### Abstract

A notice convening the special general meeting of Peking University Resources（Holdings）Company Limited to be held at 10：00 a．m．on Thursday， 23 September 2021 at Unit 1408，14th Floor，Cable TV Tower， 9 Hoi Shing Road，Tsuen Wan，New Territories，Hong Kong is set out on pages 11 to 12 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 6 to 7 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．
DEFINITIONS ..... 1
LETTER FROM THE BOARD ..... 3
I. INTRODUCTION ..... 3
II. THE REQUISITION ..... 4
III. PROPOSED APPOINTMENT AND REMOVAL OF DIRECTORS ..... 5
IV. SGM. ..... 6
V. PRECAUTIONS IN LIGHT OF COVID-19 PANDEMIC AT SGM ..... 6
APPENDIX I - DETAILS OF PROPOSED DIRECTORS ..... 8
NOTICE OF SGM ..... 11

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

| ＂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； |
| ＂Directors＂ | the directors of the Company； |
| ＂Founder Information＂ | Founder Information（Hong Kong）Limited（In Liquidation），a company incorporated in Hong Kong with limited liability，the controlling shareholder of the Company，which directly holds approximately $60.01 \%$ of the issued share capital of the Company as at the date of the Requisition； |
| ＂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 25 June 2021，stating that Founder Information 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）； |
| ＂SGM＂ | the special general meeting of the Company to be held at 10：00 a．m．on Thursday， 23 September 2021 at Unit 1408， 14th Floor，Cable TV Tower， 9 Hoi Shing Road，Tsuen Wan，New Territories，Hong Kong or any adjournment thereof； |

## DEFINITIONS

"Share(s)"
"Shareholder(s)"
"Stock Exchange"
ordinary shares with a par value of $\mathrm{HK} \$ 0.10$ each in the share capital of the Company;
holder(s) of the Share(s); and

The Stock Exchange of Hong Kong Limited.

#  <br> PKU RESOURCES <br> 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： | Registered office： |
| :--- | :--- |
| Mr Cheung Shuen Lung（Chairman） | Victoria Place，5th Floor |
| Mr Zeng Gang（President） | 31 Victoria Street |
| Ms Sun Min | Hamilton HM 10 |
| Mr Ma Jian Bin | Bermuda |
| Ms Liao Hang |  |
| Mr Zheng Fu Shuang | Principal place of business |
|  | in Hong Kong： |
| Independent non－executive Directors： | Unit 1408 |
| Mr Chan Chung Kik，Lewis | 14th Floor |
| Mr Lau Ka Wing | Cable TV Tower |
| Mr Lai Nga Ming，Edmund | 9 Hoi Shing Road |
|  | Tsuen Wan |
|  | New Territories |
|  | Hong Kong |

14 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 28 June 2021 in relation to the Requisition from Founder Information．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．

## II. THE REQUISITION

On 25 June 2021, the Company received the Requisition from Founder Information. It was stated in the Requisition that, as at the date of the Requisition, Founder Information held 3,850, 134,407 Shares in the Company, representing approximately $60.01 \%$ of the total issued issue capital of the Company. Pursuant to the Requisition, Founder Information 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) "THAT Mr CHAN Chung Kik, Lewis be and is hereby removed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution."
(2) "THAT Mr LAI Nga Ming, Edmund be and is hereby removed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution."
(3) "THAT Mr LAU Ka Wing be and is hereby removed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution."
(4) "THAT Mr YAU Pak Yue be and is hereby appointed as the Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of HK \$15,000 (before taxation) for his position."
(5) "THAT Mr CHU Kin Wang, Peleus be and is hereby appointed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of HK $\$ 15,000$ (before taxation) for his position."
(6) "THAT Mr CHIN Chi Ho, Stanley be and is hereby appointed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of $\mathrm{HK} \$ 15,000$ (before taxation) for his position."
(7) "THAT Mr NING Rui be and is hereby appointed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of $\mathrm{HK} \$ 15,000$ (before taxation) for his position."
(8) "THAT Mr CHUNG Wai Man be and is hereby appointed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of HK $\$ 15,000$ (before taxation) for his position."

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 AND REMOVAL 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 Founder Information. 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.

Shareholders should note that Mr Chan Chung Kik, Lewis, Mr Lau Ka Wing and Mr Lai Nga Ming, Edmund, all of whom are Directors subject to the proposed removal, were re-elected as Directors by ordinary resolutions of the then Shareholders at the annual general meeting of the Company held on 31 July 2020. The Board considers that any proposed or actual reconstitution of the Board within a short period of time will prejudice the stability of the Company's management and operation and thus affects the Shareholders' confidence in the Company.

## IV. SGM

A notice convening the SGM to be held at 10:00 a.m. on Thursday, 23 September 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong is set out on pages 11 to 12 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) and the Company's website (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 Thursday, 23 September 2021, the register of members of the Company will be closed from Friday, 17 September 2021 to Thursday, 23 September 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 Thursday, 16 September 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.

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,<br>By Order of the Board<br>Peking University Resources (Holdings) Company Limited Cheung Shuen Lung<br>Chairman

## NON－EXECUTIVE DIRECTOR

## Mr YAU Pak Yue（邱伯瑜先生）

Mr Yau，aged 52，obtained his Bachelor of Commerce（majoring in Accountancy）from the University of Wollongong in Australia．He was the chief knowledge officer of Guangzhou Chengfa Capital Company Limited，a state－owned fund management company，from May 2015 to January 2017．Prior to that，he was a partner at one of the big four international accounting firms from 2005 to 2012．He has over 25 years of experience in mergers and acquisitions transaction supports and financial due diligence．Mr Yau is currently the executive director of Ewin Advisory Company Limited．

Mr Yau is also a certified public accountant in Hong Kong and a certified practicing accountant in Australia．Mr Yau currently serves as an executive director of Freeman FinTech Corporation Limited，a company listed on the Main Board of The Stock Exchange of Hong Kong Limited（the＂Stock Exchange＂）（stock code：279），a non－executive director of Daisho Microline Holdings Limited，a company listed on the Main Board of the Stock Exchange（stock code：567） and an independent non－executive director of Fullsun International Holdings Group Co．， Limited，a company listed on the Main Board of the Stock Exchange（stock code：627）and Hifood Group Holdings Co．，Limited，a company listed on the Main Board of the Stock Exchange（stock code：442）．Mr Yau was an independent non－executive director of KEE Holdings Company Limited（currently renamed as China Apex Group Limited），a company listed on the Main Board of the Stock Exchange（stock code：2011）from July 2017 to November 2019 and Ascent International Holdings Limited（currently renamed as China International Development Corporation Limited），a company listed on the Main Board of the Stock Exchange （stock code：264）from September 2017 to August 2018.

## INDEPENDENT NON－EXECUTIVE DIRECTORS

## Mr CHU Kin Wang，Peleus（朱健宏先生）

Mr Chu，aged 56，has over 20 years of experience in corporate finance，auditing， accounting and taxation．He is an independent non－executive director of China First Capital Group Limited（stock code：1269），Huayu Expressway Group Limited（stock code：1823），Tianli Holdings Group Limited（stock code：117）and Mingfa Group（International）Company Limited （stock code：846）and Xinming China Holdings Limited（stock code：2699）．All of the above companies are listed on the Main Board of the Stock Exchange．Mr Chu is also an independent non－executive director of Madison Holdings Group Limited（stock code：8057）and SuperRobotics Holdings Limited（stock code：8176）．All of the above companies are listed on GEM of the Stock Exchange．

Mr Chu was also an independent non－executive director of Telecom Service One Holdings Limited（stock code：3997）until December 2017 and a non－executive director of Perfect Group International Holdings Limited（stock code：3326）until March 2017．He was also an independent non－executive director of China Huishan Dairy Holdings Company Limited（stock
code：6863）from June 2017 to December 2017，PT International Development Corporation Limited（stock code：372）from March 2017 to September 2017，Flyke International Holdings Ltd．（stock code：1998）from February 2010 to December 2020 and a deputy chairman and executive director of Chinese People Holdings Company Limited（stock code：681）until September 2020．All of the companies are listed on the Main Board of the Stock Exchange．

Mr Chu obtained a master＇s degree in Business Administration from The University of Hong Kong in December 1998．Mr Chu is a fellow of the Hong Kong Institute of Certified Public Accountants and is also an associate of both The Chartered Governance Institute （formerly known as The Institute of Chartered Secretaries and Administrators）and The Hong Kong Institute of Chartered Secretaries．

## Mr CHIN Chi Ho，Stanley（錢志浩先生）

Mr Chin，aged 38，has over 15 years of experience in the areas of audit，financial management，corporate governance and operations in capital markets．Mr Chin has obtained a Master of Business Administration degree from the University of Hong Kong．He was admitted as a Certified Public Accountant（CPA）in 2009 and served as an audit specialist in PricewaterhouseCoopers and KPMG for 7 years．He has also been awarded the qualification of Financial Risk Manager（FRM）in 2009 and Chartered Financial Analyst（CFA）in 2010．Mr Chin has extensive experience serving as senior management for multiple Hong Kong listed companies．Mr Chin is currently the Independent non－executive director of Champion Alliance International Holdings Limited，a company listed on the Main Board of the Stock Exchange （stock code：1629）．

## Mr NING Rui（寧睿先生）

Mr Ning Rui，aged 45，graduated from Sun Yat－Sen University．He worked in audit department of Pricewaterhouse Coopers and financial advisory department of Deloitte after which he worked as an investment director in a private equity fund．Mr Ning is a member of the Chinese Institute of Certified Public Accountants（CICPA）．

Mr Ning has over 15 years＇experience in investment and financial advisory．He has extensive experience in deal structuring，valuation，due diligence and post－transaction management etc．relating to investment projects．He is good at providing solution to turn around under－performing business and enhance business value．He is familiar with business environment of Mainland China and has unique insights in opportunities and challenges which a PRC business could be facing．

Mr Ning is familiar with the capital market in China and Hong Kong．He handled many cases involving restructuring，RTO，re－listing of companies listed on China or Hong Kong market．Selective cases include Nanjing Tanker（600087．SH），Southwest Pharmaceutics （600666．SH）and Fook Woo Group（00923．HK）．He has solid experience in pharmaceutics， bio－tech，real estate as well as entertainment．

Mr Ning is currently an independent non－executive director of Hifood Group Holdings Co．， Limited，a company listed on the Main Board of the Stock Exchange（stock code：442）．

## Mr CHUNG Wai Man（鍾衞民先生）

Mr Chung，aged 63，holds a Diploma in Business Management from the Hong Kong Management Association and a Certificate of Bank of China Banking Course．He has over 24 years of experience in finance and business consulting．

Mr Chung started working in The Kwangtung Provincial Bank in 1976，and his last position before leaving the bank in 1996 was a manager in charge of the Tai Po sub－branch．After his departure from The Kwangtung Provincial Bank，Mr Chung established Raymond Chung Company in 1996，a finance and business consulting firm for corporations in Hong Kong．In 2004，he set up another consulting firm，Excel Linker Capital（Asia）Limited，to provide similar consultancy services．Due to duplicity of the business nature，Raymond Chung Company was closed in September 2006．In 2009，Mr Chung applied to deregister Excel Linker Capital（Asia） Limited as he decided to quit the consultancy services market．

Mr Chung acted as an independent non－executive director of United Gene High－Tech Group Limited（currently known as Innovative Pharmaceutical Biotech Limited）（stock code：399）from March 2007 to May 2009，Fu Ji Food and Catering Services Holdings Limited（currently known as Fresh Express Delivery Holdings Group Co．，Limited）（stock code：1175）from June 2011 to July 2013，China Kingstone Mining Holdings Limited（stock code：1380）from February 2013 to July 2015，Fuguiniao Co．，Ltd．（stock code：1819，the shares of which were delisted on 26 August 2019）from September 2017 to May 2018，China Taifeng Beddings Holdings Limited （stock code：873，the shares of which were delisted on 21 February 2019）from November 2018 to February 2019 and Centron Telecom International Holding Ltd．（stock code：1155，the shares of which were delisted on 1 December 2020）from April 2018 to February 2020．He acted as an independent non－executive director from January 2009 to August 2013 and a non－executive director from August 2013 to September 2014 of U－RIGHT International Holdings Limited （currently known as Fullsun International Holdings Group Co．，Limited）（stock code：627）．Since June 2017，Mr Chung has been an independent non－executive director of China Huishan Dairy Holdings Company Limited（stock code：6863，the shares of which were delisted on 23 December 2019）．Mr Chung currently served as a non－executive director of Freeman FinTech Corporation Limited（stock code：279）．

# （1）北大资源 PKU RESOURCES <br> 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 Thursday， 23 September 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）＂THAT Mr CHAN Chung Kik，Lewis be and is hereby removed as the Independent Non－Executive Director of the Company pursuant to the new bye－laws of the Company with immediate effect upon passing of this resolution．＂
（2）＂THAT Mr LAI Nga Ming，Edmund be and is hereby removed as the Independent Non－Executive Director of the Company pursuant to the new bye－laws of the Company with immediate effect upon passing of this resolution．＂
（3）＂THAT Mr LAU Ka Wing be and is hereby removed as the Independent Non－Executive Director of the Company pursuant to the new bye－laws of the Company with immediate effect upon passing of this resolution．＂
（4）＂THAT Mr YAU Pak Yue be and is hereby appointed as the Non－Executive Director of the Company pursuant to the new bye－laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of $\mathrm{HK} \$ 15,000$ （before taxation）for his position．＂
（5）＂THAT Mr CHU Kin Wang，Peleus be and is hereby appointed as the Independent Non－Executive Director of the Company pursuant to the new bye－laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of $\operatorname{HK} \$ 15,000$（before taxation）for his position．＂
（6）＂THAT Mr CHIN Chi Ho，Stanley be and is hereby appointed as the Independent Non－Executive Director of the Company pursuant to the new bye－laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of $\mathrm{HK} \$ 15,000$（before taxation）for his position．＂
(7) "THAT Mr NING Rui be and is hereby appointed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of $\operatorname{HK} \$ 15,000$ (before taxation) for his position."
(8) "THAT Mr CHUNG Wai Man be and is hereby appointed as the Independent Non-Executive Director of the Company pursuant to the new bye-laws of the Company with immediate effect upon passing of this resolution and to receive monthly remuneration of $\operatorname{HK} \$ 15,000$ (before taxation) for his position."

By Order of the Board<br>Peking University Resources (Holdings) Company Limited Cheang Yee Wah Eva<br>Company Secretary

Hong Kong, 14 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.
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 Friday, 17 September 2021 to Thursday, 23 September 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 Thursday, 16 September 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 and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk following the meeting.
