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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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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)

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED APPOINTMENT OF AUDITOR
AND
PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Peking University Resources (Holdings) Company Limited to be held at 10:00 a.m. on Tuesday, 1 March 2022 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong is set out on pages 21 to 25 of this circular. Whether or not you are able to attend the annual 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 Hong Kong branch share registrar and transfer office of Peking University Resources (Holdings) Company Limited, 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 annual 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 annual general meeting should you so wish.

SPECIAL MEASURES FOR THE ANNUAL GENERAL MEETING

Please note that the following measures will be implemented for the annual general meeting due to the COVID-19 pandemic (see pages 21 to 25 of this circular for details):

- Compulsory temperature checks before entering the office where the annual 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 annual general meeting.
- There will be no distribution of gifts and no refreshments from the Company.

25 January 2022

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 1 March 2022 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong or any adjournment thereof;
“Ample Grace”	Ample Grace Investments Limited, a company incorporated in the British Virgin Islands with limited liability, one of the substantial shareholders of the Company, which directly holds approximately 29.98% of the issued share capital of the Company as at the Latest Practicable Date;
“associate”	has the same meaning as ascribed thereto in the Listing Rules;
“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;
“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;
“connected person”	has the same meaning as ascribed thereto in the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	19 January 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary shares with a par value of HK\$0.10 each in the share capital of the Company;
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to twenty per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution);
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to repurchase Shares not exceeding ten per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution);
“Share Repurchase Rules”	the applicable provisions under the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wong Kai Ho (*Chairman*)
Mr. Wang Guiwu
Mr. Huang Zhuguang
Mr. Zheng Fu Shuang

Registered office:

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

Independent non-executive Directors:

Mr. Chu Kin Wang, Peleus
Mr. Chin Chi Ho, Stanley
Mr. Chung Wai Man
Mr. Hua Yichun
Mr. Wang Bingzhong

*Head office and principal place
of business in Hong Kong:*

Room 2303, 23/F
COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

25 January 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED APPOINTMENT OF AUDITOR
AND
PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The Company will propose at the AGM resolutions to, *inter alia*, (i) re-elect Directors; (ii) approve the appointment of new auditor; and (iii) grant to the Directors the Share Issue Mandate and the Share Repurchase Mandate.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on resolutions to be proposed at the AGM and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

II. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Bye-law 102(A) of the Bye-laws, any Director appointed in general meeting by ordinary resolution either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Accordingly, Mr. Wong Kai Ho and Mr. Wang Guiwu who were appointed as executive Directors, as well as Mr. Chu Kin Wang, Peleus, Mr. Chin Chi Ho, Stanley and Mr. Chung Wai Man who were appointed as independent non-executive Directors with effect from 8 October 2021 will retire from office at the AGM and, being eligible, will offer themselves for re-election.

In accordance with Bye-law 102(B) of the Bye-laws, any Director appointed by the Board as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Accordingly, Mr. Huang Zhuguang who was appointed as an executive Director, as well as Mr. Hua Yichun and Mr. Wang Bingzhong who were appointed as independent non-executive Directors with effect from 1 December 2021 will retire from office at the AGM and, being eligible, will offer themselves for re-election.

In accordance with paragraph B.2.2 of Appendix 14 to the Listing Rules and Bye-law 99 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. Accordingly, Mr. Zheng Fu Shuang will retire from office by rotation at the AGM and, being eligible, will offer himself for re-election.

Mr. Chu Kin Wang, Peleus, Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man, Mr. Hua Yichun and Mr. Wang Bingzhong meet the independence factors set out in Rule 3.13 of the Listing Rules and are not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of their independent judgment. In addition, they demonstrate the attributes of independent non-executive Director and there is no evidence that their tenure have had any impact on their independence. The Board is of the opinion that Mr. Chu Kin Wang, Peleus, Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man, Mr. Hua Yichun and Mr. Wang Bingzhong remain independent and it believes that their valuable knowledge and experience in various industries, including corporate finance, auditing, financial management, corporate governance, business consulting and legal practices and their general business acumen shall generate significant contribution to the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

In addition, the nomination committee of the Company had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence from Mr. Chu Kin Wang, Peleus, Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man, Mr. Hua Yichun and Mr. Wang Bingzhong. The nomination committee of the Company is also of the view that Mr. Chu Kin Wang, Peleus, Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man, Mr. Hua Yichun and Mr. Wang Bingzhong would bring to the Board their own perspectives, skills and experience, as further described in their biographical details in Appendix I to this circular.

Based on the board diversity policy adopted by the Company, the nomination committee of the Company considers that Mr. Chu Kin Wang, Peleus, Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man, Mr. Hua Yichun and Mr. Wang Bingzhong can contribute to the diversity of the Board, in particular, with their background in various industries, including corporate finance, auditing, financial management, corporate governance, business consulting and legal practices and general business acumen enables them to provide valuable, independent and objective view to the Company's affairs.

Resolutions for re-electing Mr. Wong Kai Ho, Mr. Wang Guiwu, Mr. Huang Zhuguang, Mr. Zheng Fu Shuang, Mr. Chu Kin Wang, Peleus, Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man, Mr. Hua Yichun and Mr. Wang Bingzhong, will be proposed at the AGM.

Relevant biographical details, as at the Latest Practicable Date, of each of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

III. PROPOSED APPOINTMENT OF AUDITOR

As disclosed in the Company's announcement dated 19 January 2022, Ernst & Young ("EY") will retire as auditor of the Company upon expiration of its current term of office at the conclusion of the AGM. EY will not offer themselves for reappointment as the auditor of the Company at the AGM.

Taking into account, among other things, the proposed fees, experience, independence and qualifications of the proposed new auditor, the Board resolved, with the recommendation of the Audit Committee of the Company, to propose the appointment of CCTH CPA Limited as the new auditor of the Company following the retirement of EY, subject to the approval of the Shareholders at the AGM.

EY has confirmed in writing that there were no matters relating to its retirement as the auditor of the Company that need to be brought to the attention of the shareholders of the Company. The Board confirms there are no other matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

IV. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 31 July 2020, resolutions were passed by the then Shareholders granting general mandates to the Directors to issue Shares and to repurchase Shares. These general mandates have lapsed upon the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates.

1. Share Issue Mandate

At the AGM, an ordinary resolution will be proposed to grant the Directors a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares, not exceeding twenty per cent. of the Company's aggregate nominal amount of issued share capital as at the date of passing of the relevant resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, the authorised share capital of the Company comprised 15,000,000,000 Shares and the number of Shares in issue were 6,416,155,647. Subject to the passing of the relevant ordinary resolution at the AGM and on the basis that no further Shares will be issued or repurchased between the period from the Latest Practicable Date and the AGM, the Company would be allowed under the Share Issue Mandate to issue a maximum of 1,283,231,129 new Shares during the period in which the Share Issue Mandate remains in force.

In addition, conditional upon the proposed resolution to authorise the repurchase of Shares as is more particularly described under the section headed "Share Repurchase Mandate" being passed, a separate ordinary resolution will be proposed at the AGM to authorise the Directors to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional Shares under the Share Issue Mandate in respect of the aggregate nominal amount of share capital in the Company repurchased by the Company pursuant to the Share Repurchase Mandate.

2. Share Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed to grant the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase an amount of Shares not exceeding ten per cent. of the Company's aggregate nominal amount of issued share capital as at the date of passing of the resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

LETTER FROM THE BOARD

An explanatory statement required under the Share Repurchase Rules providing the requisite information in respect of the Share Repurchase Mandate is set out in Appendix II to this circular.

V. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 24 February 2022 to Tuesday, 1 March 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, 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 Wednesday, 23 February 2022.

VI. AGM

A notice convening the AGM to be held at 10:00 a.m. on Tuesday, 1 March 2022 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong is set out on pages 21 to 25 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.pku-resources.com). Whether or not you are able to attend the AGM, 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 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 and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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 AGM will be put to the vote by way of a poll.

VII. RECOMMENDATIONS

The Directors believe that the proposed re-election of Directors, the proposed appointment of auditor and the proposed grant of the Share Issue Mandate and the Share Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

VIII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

IX. PRECAUTIONS IN LIGHT OF COVID-19 PANDEMIC AT AGM

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 AGM. 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 AGM 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 AGM:

- Compulsory temperature checks for every attending Shareholder, proxy or other attendee at the entrance to the Company's office where the AGM will be held. Any person with a fever or is unwell may be denied entry into AGM'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 AGM's venue. Health declaration may be required.
- All attendees have to wear face masks within the AGM'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 AGM 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 AGM as an alternative to attending the meeting in person.

LETTER FROM THE BOARD

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

Yours faithfully,

By Order of the Board

Peking University Resources (Holdings) Company Limited

Wong Kai Ho

Chairman

The following are the relevant biographical details of those Directors proposed for re-election at the AGM:

Mr. Wong Kai Ho, aged 41, is an executive Director, Chairman and company secretary of the Company since 8 October 2021. He is also a director of a number of subsidiaries of the Company.

Mr. Wong Kai Ho has more than 16 years of experience in financial and business management. Mr. Wong Kai Ho worked as a finance analyst of Carter Holt Harvey New Zealand from November 2005 to December 2006 and as a senior auditor of the audit and assurance sector of Ernst & Young from February 2007 to February 2009. From March 2009 to June 2013, he was a senior associate of EHM International Ltd (London). From July 2013 to March 2014, he was a director of Katch Investment (Asia-Pacific) Limited. Mr. Wong Kai Ho 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. Mr. Wong Kai Ho 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.

Mr. Wong Kai Ho 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.

Mr. Wang Guiwu, aged 60, is an executive Director of the Company since 8 October 2021.

He has more than 20 years of experience in business management. From May 1982 to July 1992, Mr. Wang Guiwu 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). From July 1992 to July 1997, Mr. Wang Guiwu was the vice magistrate of Kuandian Manchu Autonomous County* (寬甸滿族自治縣). From July 1997 to May 2000, Mr. Wang Guiwu 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). From May 2000 to May 2013, Mr. Wang Guiwu 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). Mr. Wang Guiwu was also a non-executive director of Shengjing Bank Co., Ltd.* (盛京銀行股份有限公司) (stock code: 2066), a bank listed on the Main Board of the Stock Exchange, from 2011 to 2013. Since March 2016, Mr. Wang Guiwu has been the director of Liaoning Antai Nonferrous Mining Co., Ltd.* (遼寧安泰有色礦業有限公司), 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).

Mr. Wang Guiwu 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.

Mr. Huang Zhuguang, aged 59, is an executive Director of the Company since 1 December 2021.

Mr. Huang Zhuguang has over 30 years of experience in the cultural industry. Mr. Huang Zhuguang is the chairman of 廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.*), a company engaging in production of intelligent electronic toys which he founded in 1998. Mr. Huang Zhuguang also founded Firstunion Animation Technology (HK) Co., Limited in 2016 and Shunlian Animation Technology Vietnam Co., Ltd in 2019, respectively. In 2016, Mr. Huang Zhuguang founded 廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd.*), a company which principally engages in industrial investments, equity investments and venture capital investments.

Mr. Huang Zhuguang obtained a bachelor's degree in business administration from the Communication University of China.

Mr. Zheng Fu Shuang, aged 55, is an executive Director of the Company since September 2006.

Mr. Zheng Fu Shuang is the chairman, chief executive officer and executive director of China Digital Video Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8280). He has over 20 years' experience in the radio film and television business in the PRC. He was awarded the "Best Technology Entrepreneur of Private Enterprise in China" (中國優秀民營科技企業家) and "Outstanding entrepreneurs medal of The Hong Kong Polytechnic University's Bauhinia Cup" (香港理工大學紫荊花杯傑出企業家獎) and "The Eighteenth Beijing May Fourth Medal" (第十八屆北京市「五四獎章」).

He graduated from the Institute of Electronics, Chinese Academy of Sciences with a master's degree in Engineering, and Peking University Guanghua School of Management with an EMBA degree.

Mr. Chu Kin Wang, Peleus, aged 57, is an independent non-executive Director of the Company since 8 October 2021.

Mr. Chu Kin Wang, Peleus has over 30 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 an executive director of Momentum Financial Holdings Limited (stock code: 1152), and all of the said companies are listed on the Main Board of the Stock Exchange. Mr. Chu Kin Wang, Peleus is also an independent non-executive director of Madison Holdings

Group Limited (stock code: 8057) and Hyfusin Group Holdings Limited (stock code: 8512), and all of the said companies are listed on GEM of the Stock Exchange.

Mr. Chu Kin Wang, Peleus was also an independent non-executive director of Telecom Service One Holdings Limited (stock code: 3997) from April 2013 to December 2017, and Xinming China Holdings Limited (stock code: 2699) from April 2021 to August 2021, and a non-executive director of Perfect Group International Holdings Limited (stock code: 3326) from August 2015 to 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) from December 2008 to September 2020. All of the said companies are listed on the Main Board of the Stock Exchange. He was also an independent non-executive director of SuperRobotics Holdings Limited (stock code: 8176), a company listed on GEM of the Stock Exchange from March 2012 to November 2021.

Mr. Chu Kin Wang, Peleus obtained a master's degree in Business Administration from The University of Hong Kong in December 1998. Mr. Chu Kin Wang, Peleus 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 Corporate Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries).

Mr. Chin Chi Ho, Stanley, aged 39, is an independent non-executive Director of the Company since 8 October 2021.

Mr. Chin Chi Ho, Stanley has over 15 years of experience in the areas of audit, financial management, corporate governance and operations in capital markets. Mr. Chin Chi Ho, Stanley served as an audit specialist in PricewaterhouseCoopers and KPMG for 7 years. Mr. Chin Chi Ho, Stanley has extensive experience serving as senior management for multiple Hong Kong listed companies. Mr. Chin Chi Ho, Stanley 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. Chin Chi Ho, Stanley 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. He has also been awarded the qualification of Financial Risk Manager (FRM) in 2009 and Chartered Financial Analyst (CFA) in 2010.

Mr. Chung Wai Man, aged 63, is an independent non-executive Director of the Company since 8 October 2021.

Mr. Chung Wai Man has over 24 years of experience in finance and business consulting. Mr. Chung Wai Man 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. Subsequently in 1996, Mr. Chung Wai Man established Raymond Chung Company, 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 Wai Man 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, Centron Telecom International Holding Ltd. (stock code: 1155, the shares of which were delisted on 1 December 2020) from April 2018 to February 2020, and 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 a non-executive director of Arta Techfin Corporation Limited (formerly known as Freeman FinTech Corporation Limited) (stock code: 279) from December 2020 to October 2021, with all of the said companies being companies listed on the Main Board of the Stock Exchange. 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), a company listed on the Main Board of the Stock Exchange.

Since June 2017, Mr. Chung Wai Man 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 Wai Man currently served as an independent non-executive director of Hifood Group Holdings Co., Ltd. (stock code: 442) and an executive director of Silk Road Logistics Holdings Limited (stock code: 988). All of the said companies were companies listed on the Main Board of the Stock Exchange.

Mr. Chung Wai Man holds a Diploma in Business Management from the Hong Kong Management Association and a Certificate of Bank of China Banking Course.

Mr. Hua Yichun, aged 38, is an independent non-executive Director of the Company since 1 December 2021.

Mr. Hua Yichun is the chief financial officer of Bitmain Technologies Holding Company. Before joining Bitmain Technologies Holding Company in March 2021, he was a partner at the capital markets department of the Hong Kong office of Shearman & Sterling LLP. Mr. Hua Yichun has approximately 15 years of experience in legal practice.

Mr. Hua Yichun holds a Bachelor of Laws degree from Peking University and a Bachelor of Laws degree from the University of Nottingham. Mr. Hua Yichun is qualified to practise law in Hong Kong, New York and England and Wales.

Mr. Wang Bingzhong, aged 38, is an independent non-executive Director of the Company since 1 December 2021.

Mr. Wang Bingzhong is the chairman and a director of Hong Kong SustainTech Foundation Limited since November 2021. Mr. Wang Bingzhong is a director of LSQ Management Limited since January 2021. He is an executive director and president of Dragon Victory International, a NASDAQ listed company (stock code: LYL) since December 2021. Mr. Wang Bingzhong served as an executive director of Loto Interactive Limited, a company listed on GEM of the Stock Exchange (stock code: 8198) from June 2017 and was appointed as its chief executive officer and compliance officer from July 2017 until October 2020, at which point he resigned from all positions of Loto Interactive Limited. Mr. Wang Bingzhong served as an associate director of CCB International (Holdings) Limited, and a director of CCBI Overseas Holdings Limited in 2016. Prior to that, Mr Wang Bingzhong was a director of A-TEST Compliance Services (Beijing) Co., Ltd. (奧測世紀(北京)技術股份有限公司) (NEEQ stock code: 830873), a company listed on the National Equities Exchange and Quotations Co. Ltd. (全國中小企業股份轉讓系統), from December 2013 to March 2015.

Mr. Wang Bingzhong received a master of business administration from the Hong Kong University of Science and Technology in 2013 as well as a bachelor's degree in computer science and technology from Nanjing University in 2005.

* For identification purpose only

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Share Repurchase Mandate.

SHARE REPURCHASE RULES

The Share Repurchase Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders in general meeting, either by way of a general mandate or by a specific approval of a particular transaction. A maximum of ten per cent. of the fully paid-up securities of a company as at the date of the passing of the relevant resolution may be repurchased on the Stock Exchange.

SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company comprised 15,000,000,000 Shares and the number of Shares in issue were 6,416,155,647.

Subject to the passing of the relevant ordinary resolution at the AGM and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 641,615,564 Shares during the period in which the Share Repurchase Mandate remains in force. Any Shares repurchased pursuant to the Share Repurchase Mandate must be fully paid-up.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous fifteen months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
November	0.090	0.075
December	0.095	0.072
2021		
January	0.098	0.079
February	0.285	0.160
March	0.213	0.186
April	0.227	0.162
May	0.162	0.162
June	0.162	0.162
July	0.162	0.162
August	0.162	0.162
September	0.162	0.162
October	0.162	0.162
November	0.162	0.162
December	0.162	0.162
2022		
January (up to the Latest Practicable Date)	0.162	0.162

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earnings per Share and will only be made when the Board believes that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

The laws of Bermuda provide that such repurchases may only be effected out of the capital paid up on the repurchased shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purposes.

Any premium payable on a repurchase over the par value of the Shares to be repurchased is to be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2020) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the repurchase period. However, the Board does not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the memorandum of association of the Company, the Bye-laws, the Listing Rules and the applicable laws of Bermuda so far as the same may be applicable.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company or its subsidiaries under the Share Repurchase Mandate, if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code) depending on the level of increase of the Shareholder's interests, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of the increase.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the substantial Shareholders (as defined in the Listing Rules) were:

Name of Shareholders	Capacity and nature of interest	Number of Shares held	Long positions	Approximate percentage of interest in the Company's issued share capital – if Share Repurchase Mandate is exercised in full
			Approximate percentage of interest in the Company's issued share capital – as at the Latest Practicable Date	
Mr. Wang Guiwu (Note 1)	Interest in a controlled corporation	1,918,000,000	29.89%	33.21%
Mr. Wong Kai Ho (Note 1)	Interest in a controlled corporation	1,918,000,000	29.89%	33.21%
Ample Grace (Note 1)	Beneficial owner	1,918,000,000	29.89%	33.21%
Mr. Huang Zhuguang (Note 2)	Interest in a controlled corporation	1,276,814,973	19.90%	22.11%
廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd.)* (Note 2)	Interest in a controlled corporation	1,276,814,973	19.90%	22.11%
廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.)* (Note 2)	Interest in a controlled corporation	1,276,814,973	19.90%	22.11%
Firstunion Animation Technology (HK) Co., Limited (Note 2)	Beneficial owner	1,276,814,973	19.90%	22.11%

Name of Shareholders	Capacity and nature of interest	Number of Shares held	Long positions	Approximate percentage of interest in the Company's issued share capital – if Share Repurchase Mandate is exercised in full
			Approximate percentage of interest in the Company's issued share capital – as at the Latest Practicable Date	
Mr. Zheng Fu Shuang (Note 3)	Interest in a controlled corporation	584,984,000	9.12%	10.13%
	Beneficial owner	200,019,000	3.11%	3.46%
Ms. Cui Yaling (Note 4)	Interest in a controlled corporation	641,600,000	10.00%	11.11%
Kaiya Fund Pte. Ltd. (Note 4)	Beneficial owner	641,600,000	10.00%	11.11%

Notes:

- (1) Mr. Wang Guiwu and Mr. Wong Kai Ho are each deemed to be interested in 1,918,000,000 Shares of the Company under the SFO by virtue of their respective interest in Ample Grace.
- (2) Mr. Huang Zhuguang is deemed to be interested in 1,276,814,973 Shares of the Company under the SFO by virtue of his interest in 廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd.*). 廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd.*) holds the entire equity interest in 廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.*), and 廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.*) holds the entire equity interest in Firstunion Animation Technology (HK) Co., Limited.
- (3) Mr. Zheng Fu Shuang is interested in 785,003,000 Shares of the Company, out of which 200,019,000 Shares were held directly by Mr. Zheng Fu Shuang and 584,984,000 Shares were held through Shine Crest Group Limited, which holds the entire equity interest in Starry Nation Limited.
- (4) Ms. Cui Yaling is deemed to be interested in 641,600,000 Shares of the Company under the SFO by virtue of her interest in Kaiya Fund Pte. Ltd.

As illustrated above, on the assumption that the issued share capital of the Company remains the same, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate, Mr. Wang Guiwu, Mr. Wong Kai Ho and Ample Grace would be obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Share Repurchase Mandate to the extent that would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

The Directors have no present intention to exercise the Share Repurchase Mandate to such extent which would otherwise result in the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

SHARE REPURCHASE MADE BY THE COMPANY

There have been no repurchases of Shares by the Company made in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

* *For identification purpose only*

NOTICE OF AGM



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Peking University Resources (Holdings) Company Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 1 March 2022 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and the reports of directors and auditor of the Company for the year ended 31 December 2020.
2.
 - (a) To re-elect Mr. Wong Kai Ho as an executive director of the Company;
 - (b) To re-elect Mr. Wang Guiwu as an executive director of the Company;
 - (c) To re-elect Mr. Huang Zhuguang as an executive director of the Company;
 - (d) To re-elect Mr. Zheng Fu Shuang as an executive director of the Company;
 - (e) To re-elect Mr. Chu Kin Wang, Peleus as an independent non-executive director of the Company;
 - (f) To re-elect Mr. Chin Chi Ho, Stanley as an independent non-executive director of the Company;
 - (g) To re-elect Mr. Chung Wai Man as an independent non-executive director of the Company;
 - (h) To re-elect Mr. Hua Yichun as an independent non-executive director of the Company;
 - (i) To re-elect Mr. Wang Bingzhong as an independent non-executive director of the Company; and
 - (j) to authorize the board of directors of the Company to fix the director’s remuneration.

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3. To appoint CCTH CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the board of directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the board of directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) the grant of options under the share option scheme of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or
 - (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
 - (iv) any scrip dividend scheme or similar arrangement providing for allotment of Shares in lieu of the whole or part of any dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed the aggregate of:
 - (a) twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and
 - (b) (if the board of directors of the Company are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the issued share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a

NOTICE OF AGM

maximum equivalent to ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution), and the said approval shall be limited accordingly; and

(C) for the purposes of this resolution:

- (i) “Relevant Period” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;
- (ii) “Rights Issue” means an offer of Shares open for a period fixed by the board of directors of the Company to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and
- (iii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

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5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (A) subject to paragraph (B) below, the exercise by the board of directors of the Company during the Relevant Period of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval be limited accordingly; and
- (C) for the purposes of this resolution:
- (i) “Relevant Period” means the period from (and including) the passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (ii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

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6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT**, conditional on the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (“**Resolutions 4 and 5**”, respectively), the exercise by the board of directors of the Company of the powers referred to in paragraph (A) of Resolution 4 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 4, be and is hereby approved and authorised.”

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

Hong Kong, 25 January 2022

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 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 Thursday, 24 February 2022 to Tuesday, 1 March 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 for registration no later than 4:30 p.m. on Wednesday, 23 February 2022.
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 The Stock Exchange of Hong Kong Limited at www.hkexnews.hk following the meeting.