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北大資源
PKU RESOURCES

Peking University Resources (Holdings) Company Limited

北大資源（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00618)

**POLL VOTING RESULTS OF SPECIAL GENERAL MEETING
HELD ON 15 APRIL 2015**

Reference is made to the notice of special general meeting dated 25 March 2015 (the “**Notice of SGM**”) and the circular dated 25 March 2015 in relation to the continuing connected transactions and the circular dated 25 March 2015 in relation to the very substantial disposal (the “**Circulars**”) issued by Peking University Resources (Holdings) Company Limited (the “**Company**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

The Company is pleased to announce the poll voting results in respect of the resolutions proposed at the SGM of the Company held on 15 April 2015 as follows:

ORDINARY RESOLUTIONS		For	Against	Total Number of Shares Voted (%)
		Number of Shares (%)	Number of Shares (%)	
1.	(a) To approve the Master Purchase Agreement (as defined in the circular to the shareholders of the Company dated 25 March 2015).	575,080,000 (100%)	0 (0%)	575,080,000 (100%)
	(b) To approve the Master Sales Agreement (as defined in the circular to the shareholders of the Company dated 25 March 2015).	575,080,000 (100%)	0 (0%)	575,080,000 (100%)
	(c) To approve the proposed annual caps in relation to the transactions contemplated under the Master Purchase Agreement for the three years ending 31 December 2017.	575,080,000 (100%)	0 (0%)	575,080,000 (100%)

ORDINARY RESOLUTIONS		For	Against	Total Number of Shares Voted (%)
		Number of Shares (%)	Number of Shares (%)	
	(d) To approve the proposed annual caps in relation to the transactions contemplated under the Master Sales Agreement for the three years ending 31 December 2017.	575,080,000 (100%)	0 (0%)	575,080,000 (100%)
	(e) To authorise any one Director to do such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the Master Purchase Agreement and the Master Sales Agreement and the transactions contemplated thereunder.	575,080,000 (100%)	0 (0%)	575,080,000 (100%)
2.	(a) To approve the Framework Agreement, the Sale and Purchase Agreement, the Subsequent Sale and Purchase Agreement, and the transactions contemplated thereunder.	3,997,307,431 (100%)	0 (0%)	3,997,307,431 (100%)
	(b) To authorise any one Director to do such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the Framework Agreement, the Sale and Purchase Agreement, the Subsequent Sale and Purchase Agreement, and the transactions contemplated thereunder.	3,997,307,431 (100%)	0 (0%)	3,997,307,431 (100%)

Note 1: The resolutions 1.(a), 1.(b), 1.(c), 1.(d) and 1.(e) are inter-conditional; whereas the resolutions 2(a) and 2(b) are inter-conditional.

Note 2: The full text of the above ordinary resolutions is set out in the Notice of SGM.

As at the date of the SGM, the number of issued shares of the Company was 5,988,248,671 Shares. As set out in the circular in relation to the continuing connected transactions, Founder Information, together with its associates, which held 3,422,227,431 Shares as at the date of the SGM, were required to, and did abstain from voting at the SGM in respect of the above ordinary resolutions 1.(a), 1.(b), 1.(c), 1.(d) and 1.(e). As a result, Independent Shareholders holding a total of 2,566,021,240 Shares were entitled to attend and vote on the above ordinary resolutions 1.(a), 1.(b), 1.(c), 1.(d) and 1.(e). No Shareholder is required to abstain from voting at the SGM in respect of the above ordinary resolutions 2.(a) and 2.(b) and therefore all Shareholders holding a total of 5,988,248,671 Shares were entitled to attend and vote on ordinary resolutions 2.(a) and 2.(b) at the SGM. There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the SGM. None of the Shareholders has stated their intention in the Circulars to vote against the resolutions at the SGM.

Tricor Tengis Limited, the Hong Kong Share Registrar of the Company, acted as scrutineer for the poll at the SGM.

By Order of the Board
Peking University Resources (Holdings) Company Limited
Zhou Bo Qin
Executive Director

Hong Kong, 15 April 2015

As at the date of this announcement, the board of directors of the Company comprises executive directors of Ms Yu Li (Chairwoman), Mr Fang Hao (President), Mr Zhou Bo Qin, Mr Zhang Zhao Dong, Mr Xie Ke Hai and Mr Zheng Fu Shuang, and the independent non-executive directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Ms Cao Qian.