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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)

CONVERSION OF CONVERTIBLE BONDS

The Company received on 27 December 2017 from the Subscriber a conversion notice in respect of the exercise of the subscription rights attached to the Convertible Bonds to convert an aggregate of HK\$184,000,000 of the principal amount of the Convertible Bonds at the Conversion Price of HK\$0.43 per Conversion Share. Accordingly, 427,906,976 Conversion Shares will be allotted and issued to the Subscriber pursuant to the terms and conditions of the Convertible Bonds. The Conversion Shares are expected to be allotted and issued to the Subscriber on or about 28 December 2017.

Reference is made to the announcement of Peking University Resources (Holdings) Company Limited (the “**Company**”) dated 6 September 2012, the circular of the Company dated 16 November 2012 (the “**Circular**”) in relation to, among others, the issue of the Convertible Bonds, the announcement of the Company dated 5 December 2012 in relation to the poll results of the special general meeting held on 5 December 2012 and the announcement of the Company dated 11 November 2013 on the conversion of Convertible Bonds. Unless otherwise defined herein, capitalised terms and expressions used in this announcement shall have the same meaning as those defined in the Circular.

According to the terms of the Convertible Bonds, Founder Information (Hong Kong) Limited (the “**Subscriber**”) which is the substantial shareholder of the Company and a Bondholder, has the right, at any time during the Conversion Period, to convert the Convertible Bonds in whole or in part representing at least HK\$1,000,000 of the outstanding principal amount of the Convertible Bonds into fully-paid shares of the Company (“**Shares**”) by giving notice of such conversion (the “**Conversion Notice**”) to the Company.

The Company received on 27 December 2017 from the Subscriber, Conversion Notices in respect of the exercise in part by the Subscriber of the subscription rights attached to the Convertible Bonds to convert an aggregate of HK\$184,000,000 of the principal amount of the Convertible Bonds at the Conversion Price of HK\$0.43 per Conversion Share. Accordingly, 427,906,976 Conversion Shares will be allotted and issued to the Subscriber pursuant to the terms and conditions of the Convertible Bonds. The Conversion shares are expected to be allotted and issued to the Subscriber on or about 28 December 2017.

Assuming that there is no change in the issued share capital of the Company before the completion of the allotment and issue of the Conversion Shares, the shareholding structure of the Company (i) as at the date of this announcement and (ii) upon completion of the allotment and issue of the Conversion Shares to the Subscriber will be as follows:

Name	Shareholding as at the date of this announcement		Shareholding upon completion of the allotment and issue of the Conversion Shares to the Subscriber	
	Number of issued Shares	Approximate %	Number of issued Shares	Approximate %
Substantial Shareholders				
Founder Information (Hong Kong) Limited (<i>Note 1</i>)	3,422,227,431	57.15	3,850,134,407	60.01
Director				
Mr. Zheng Fu Shuang (<i>Note 2</i>)	200,019,000	3.34	200,019,000	3.12
Starry Nation Limited (<i>Note 2</i>)	584,984,000	9.77	584,984,000	9.12
Public Shareholders (<i>Note 3</i>)	<u>1,781,018,240</u>	<u>29.74</u>	<u>1,781,018,240</u>	<u>27.75</u>
Total	<u><u>5,988,248,671</u></u>	<u><u>100.00</u></u>	<u><u>6,416,155,647</u></u>	<u><u>100.00</u></u>

Notes:

- (1) These 3,422,227,431 Shares are beneficially owned by Founder Information (Hong Kong) Limited (“**Founder Information**”), a company of which 46.36% of its share capital is directly held by 北大方正集團有限公司 (Peking University Founder Group Company Limited*) (“**Peking Founder**”) and 51% of its share capital is directly held by 北大資源地產集團有限公司 (Peking Resources Property Group Company Limited), which is in turn wholly-owned by 北大資源集團控股有限公司 (Peking University Resources Group Holdings Co., Ltd.*) (“**PKU Resources Group Holdings**”). Peking Founder is owned as to 70% by 北大資產經營有限公司 (Peking University Asset Management Company Limited*) (“**PKU Asset Management**”). PKU Resources Group Holdings is owned as to 49% by 北大資源集團有限公司 (Peking University Resources Group Co., Ltd.*) (“**PKU Resources Group**”) which is in turn owned as to 40% by PKU Asset Management. Accordingly, Peking Founder, PKU Resources Group Holdings, PKU Resources Group and PKU Asset Management are deemed to be interested in such Shares pursuant to Part XV of the Securities and Futures Ordinance (“**SFO**”).

- (2) Mr. Zheng Fu Shuang directly holds 200,019,000 Shares. There are 584,984,000 Shares directly held by Starry Nation Limited. Shine Crest Group Limited is deemed to be interested in the 584,984,000 Shares under the SFO by virtue of its interest in Starry Nation Limited. Pursuant to the Part XV of the SFO, Mr. Zheng Fu Shuang is deemed to be interested in these 584,984,000 Shares through Shine Crest Group Limited and Starry Nation Limited, a company which is ultimately beneficially owned by Mr. Zheng Fu Shuang.
- (3) These Shares include 575,076,000 Shares that are directly held by Rongtong Ronghai No. 10 SNIA QDII. Rongtong Fund Management Co. Ltd. is deemed to be interested in these 575,076,000 Shares under the SFO by virtue of its interest in Rongtong Ronghai No. 10 SNIA QDII.

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

Hong Kong, 27 December 2017

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

* *For identification purpose only*