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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)**

**INSIDE INFORMATION**  
**POTENTIAL DISPOSAL OF 70% EQUITY INTEREST**  
**IN A SUBSIDIARY THROUGH PUBLIC TENDER**

The Board announces that PKU Investment, an indirect wholly-owned subsidiary of the Company, intends to dispose of its 70% equity interest in Qingdao Company through the Public Tender on the Shanghai Joint Equity Exchange, which has commenced on 26 December 2018 and will end on 23 January 2019 (both days inclusive).

This announcement is made by Peking University Resources (Holdings) Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

**THE POTENTIAL DISPOSAL THROUGH PUBLIC TENDER**

**Background**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that Peking University Resources Group Investment Co., Ltd.\* (北大資源集團投資有限公司) (“**PKU Investment**”), an indirect wholly-owned subsidiary of the Company, intends to dispose of its 70% equity interest in Qingdao Boya Real Estate Co., Ltd.\* (青島博雅置業有限公司) (the “**Qingdao Company**”) (the “**Potential Disposal**”) through a public tender process (the “**Public Tender**”) on the Shanghai Joint Equity Exchange\* (上海聯合產權交易所) (the “**Shanghai Joint Equity Exchange**”).

## **Commencement of the Public Tender for the Potential Disposal**

The Public Tender via the Shanghai Joint Equity Exchange in respect of the Potential Disposal has commenced on 26 December 2018 and will end on 23 January 2019 (both days inclusive) (the “**Bidding Period**”). Interested parties may apply to bid in the Public Tender during the Bidding Period in accordance with the relevant requirements applicable to the Potential Disposal. Upon the expiry of the Bidding Period, the qualified bidder who offers the highest effective bid price will be the successful bidder. For further information, such as major terms for the Potential Disposal, the qualifications required for potential bidders and detailed procedures of the Public Tender process, please refer to the website of the Shanghai Joint Equity Exchange (<http://www.suaee.com>).

The minimum consideration, i.e. the initial bid price (the “**Minimum Consideration**”) for the Potential Disposal will be (i) RMB91,000,000 for acquisition of the 70% equity interest in Qingdao Company and (ii) undertaking repayment of the amounts owed by Qingdao Company to Peking University Resources Group Co., Ltd.\* (北大資源集團有限公司), a controlling shareholder of the Company (as defined in the Listing Rules), in the net amount of approximately RMB1,130,624,118.72. The Minimum Consideration is determined based on the net asset appraisal on Qingdao Company conducted by a qualified appraisal institution and subject to the approvals from the relevant regulatory authorities of state-owned assets the People’s Republic of China (the “**PRC**”). Shareholders shall note that the final consideration will depend on the final bid price offered by any successful bidder, which should be no less than the Minimum Consideration.

Taking into account the Minimum Consideration, the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) of the Potential Disposal is expected to be more than 75%. Therefore, the Potential Disposal, if materialised, may constitute a very substantial disposal transaction of the Company and may be subject to the reporting, announcement, circular and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

An announcement containing, among other things, (i) the results of the Public Tender; (ii) the final bid price offered by the successful bidder; and (iii) the entering into of the relevant equity transfer agreement in relation to the Potential Disposal, will be made by the Company as soon as practicable after the completion of the Public Tender.

## **REASONS FOR THE POTENTIAL DISPOSAL**

Qingdao Boya mainly holds PKU Resource Plaza. The proposed disposal is a normal business arrangement of the company.

## INFORMATION OF THE GROUP AND QINGDAO COMPANY

### The Group

The Group is principally engaged in the distribution of information products in Hong Kong and the PRC, property development and property investment in the PRC.

### Qingdao Company

Qingdao Company is a limited liability company established on 30 September 2013 in the PRC and is held as to 70% by PKU Investment and 30% by Jinan Huaneng Land Co., Ltd.\* (濟南華能置地有限公司) respectively. Qingdao Company is principally engaged in property development.

**As at the date of this announcement, no binding agreement with respect to the Potential Disposal has been entered into by the Group. As the Potential Disposal may or may not proceed and accordingly, shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. The Company will make further announcement(s) in compliance with the Listing Rules and/or Part XIVA of the SFO as and when appropriate.**

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

Hong Kong, 27 December 2018

*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. Ma Jian Bin, 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.*

\* *Unofficial English translation denotes for identification purpose only*