



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 29 February 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Peking University Resources (Holdings) Company Limited (Incorporated in Bermuda with limited liability)

Date Submitted: 01 March 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00618	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	15,000,000,000	HKD	0.1	HKD	1,500,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	15,000,000,000	HKD	0.1	HKD	1,500,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,500,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00618	Description				
Balance at close of preceding month			10,349,669,116			
Increase / decrease (-)						
Balance at close of the month			10,349,669,116			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00618					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). 2023 Share Scheme	600,000,000			600,000,000			312,966,911
General Meeting approval date (if applicable)	28 August 2023						

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

Remarks:

On 29 December 2023, the Company granted an aggregate of 600,000,000 share options to subscribe for 600,000,000 shares of the Company to certain employees of the Group in accordance with the terms of the share scheme of the Company adopted on 28 August 2023, details of which are set out in the announcement of the Company dated 29 December 2023.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00618				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Placing/Subscription	HKD	0.057		28 August 2023		600,000,000
2). Placing/Subscription	HKD	0.228				250,000,000

Total E (Ordinary shares): _____

Remarks:

On 9 February 2024, the Company and two subscribers (the "General Mandate Subscribers") entered into two subscription agreements, pursuant to which the General Mandate Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, an aggregate of 600,000,000 ordinary shares of par value of HK\$0.10 each in the share capital of the Company prior to the capital reorganisation becoming effective (the "General Mandate Subscription Shares") at the subscription price of HK\$0.057 per share (the "General Mandate Subscriptions"). The issue of the General Mandate Subscription Shares will not be subject to the approval by the shareholders of the Company. The General Mandate Subscription Shares will be allotted and issued under the general mandate granted to the directors of the Company at the annual general meeting of the Company held on 28 August 2023.

On 9 February 2024, the Company and a subscriber entered into a subscription agreement, pursuant to which the subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, an aggregate of 250,000,000 ordinary shares of par value of HK\$0.01 each in the share capital of the Company upon the capital reorganisation becoming effective at the subscription price of HK\$0.228 share (the "WE Subscription"). The subscription shares will be allotted and issued under the specific mandate to be obtained from the independent shareholders of the Company at the special general meeting of the Company .

Given that completion of the General Mandate Subscriptions and WE Subscription is subject to conditions, the General Mandate Subscriptions and WE Subscription may or may not proceed. Details of the General Mandate Subscriptions and WE Subscription are disclosed in the announcement of the Company dated 9 February 2024.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____

Remarks:

On 5 February 2024, the Board of the Company proposes to implement the proposed capital reorganisation which will involve the share consolidation, the capital reduction and the share subdivision (the "Capital Reorganisation"). A special general meeting will be convened and held for the shareholders of the Company to consider and, if thought fit, approve the Capital Reorganisation and transactions contemplated thereunder. Given that the proposed Capital Reorganisation is subject to conditions, the proposed Capital Reorganisation may or may not proceed. Details of the proposed Capital Reorganisation are disclosed in the announcements of the Company dated 5 February 2024 and 22 February 2024.

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Wong Kai Ho

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"