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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
ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE
WINDING UP OF CONTROLLING SHAREHOLDER
AND
RESUMPTION OF TRADING**

This announcement is made by Peking University Resources (Holdings) Company Limited (the “**Company**”) pursuant to Rule 13.09 and Rule 13.25(1)(b) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”), and Rule 3.7 of The Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”).

References are made to (i) the announcement of the Company dated 6 November 2020 in relation to the petition filed by The Bank of New York Mellon, London Branch (the “**Petitioner**”) at the High Court of the Hong Kong Special Administrative Region (the “**Court**”) for the winding up of Founder Information (Hong Kong) Limited (“**Founder Information**”) (the “**Petition**”); and (ii) the announcement of the Company dated 27 November 2020 in relation to the application made by the Petitioner to the Court for appointment of provisional liquidators over Founder Information, and the order by the Court that the Petitioner’s application for the appointment be adjourned sine die with liberty to restore (collectively, the “**Announcements**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

THE ORDER

The Company was informed that, the adjourned hearing of the Petition was held on 1 February 2021, and the Court ordered on the same date, among others:

- a) the winding up of Founder Information; and
- b) the appointment of Mr. Lui Ming YEUNG, Mr. Kwok Leung Glen HO and Mr. Kar Yan LAI, of Deloitte Touche Tohmatsu as the joint and several liquidators of Founder Information (the “**Liquidators**”) (the “**Order**”).

The Liquidators shall have the powers, including but not limited to, taking possession of the property of Founder Information and selling any of the property of Founder Information by way of tender or private contract with power to transfer the whole of it to any person or to sell the same in parcels.

As at the date of this announcement, Founder Information holds 3,850,134,407 shares of the Company (the “**Shares**”) (the “**Target Shares**”), representing approximately 60.01% of the total issued share capital of the Company. As mentioned above, the Liquidators have the power to dispose of any property of Founder Information which includes the Target Shares. As a result, the appointment of the Liquidators may result in the sale of the Target Shares, which in turn may trigger a mandatory general offer under the Takeovers Code should any purchaser(s) and parties acting in concert with it/them acquire 30% or more of the voting rights of the Company.

The board of directors of the Company is of the view that the Order may have material impacts on the Company. The Company will proactively communicate with the Liquidators of Founder Information on the status of Founder Information and its subsidiaries so as to safeguard the steady operation of the Company and its subsidiaries to the greatest extent possible. As of the date of this announcement, the Company is under normal operation.

The sealed Order has not yet been issued by the Court. The Company may make further announcement (if necessary) as and when the sealed Order is issued by the Court.

The Company will closely follow the subsequent development and influence of this incident and comply with relevant disclosure requirements under the Listing Rules, the SFO and the Takeovers Code in a timely manner.

SECURITIES OF THE COMPANY

As at the date of this announcement, the relevant securities of the Company comprise 6,416,155,647 Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

DEALING DISCLOSURE

For the purpose of the Takeovers Code, the offer period commences from the date of this announcement, being 2 February 2021. In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company (as defined in the Takeovers Code, including among others, shareholders of the Company having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) and any potential purchaser of the Target Shares are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company was halted with effect from 9:00 a.m. on Tuesday, 2 February 2021 pending publication of this announcement. Application has been made to The Stock Exchange of Hong Kong Limited by the Company for resumption of trading in the shares of the Company with effect from 9:00 a.m. on Wednesday, 3 February 2021.

Warnings: There is no assurance that the appointment of Liquidators will result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

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

Hong Kong, 2 February 2021

As at the date of this announcement, the board of directors of the Company 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. Chan Chung Kik, Lewis, Mr. Lau Ka Wing and Mr. Lai Nga Ming, Edmund.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.