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资源控股

RESOURCES HOLDINGS

Peking University Resources (Holdings) Company Limited

北大资源(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00618)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 10 MARCH 2023

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of Peking University Resources (Holdings) Company Limited (the “**Company**”) both dated 17 February 2023 regarding the SGM held on 10 March 2023. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolutions as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 10 March 2023. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results in respect of all the resolutions at the SGM are set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	<p>THAT:</p> <p>(a) the debt settlement agreement (the “Debt Settlement Agreement A”) dated 9 January 2023 entered into between Wuhan Jinxiang Asset Management Co., Ltd.* (武漢錦祥資產管理有限公司) (“Wuhan Jinxiang”), as acquirer, and Chongqing Feidia Information Technology Partnership (Limited Partnership)* (重慶飛迪亞信息技術合夥企業 (有限合夥)), as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by Beijing Gangtong Resources Enterprise Management Co., Ltd.* (北京港通資源企業管理有限公司) (“BG Resources”) to Wuhan Jinxiang, and the transfer of 49% equity interest of Chongqing Yayuan Henghui Information Technology Co., Ltd.* (重慶雅源恒輝信息技術有限公司) (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one director of the Company (the “Director”) be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Debt Settlement Agreement A and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the shareholders of the Company (the “Shareholders”) as a whole.</p>	1,938,526,450 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
2.	<p>THAT:</p> <p>(a) the debt settlement agreement (the “Debt Settlement Agreement B”) dated 9 January 2023 entered into between Chongqing Yingfeng Property Co., Ltd.* (重慶盈豐地產有限公司) (“Chongqing Yingfeng”), as acquirer, and Chongqing Longsay Information Technology Partnership (Limited Partnership)* (重慶朗賽信息科技合夥企業(有限合夥)), as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Chongqing Yingfeng, and the transfer of 49% equity interest of Chongqing Yinghe Yiyuan Enterprise Management Co., Ltd.* (重慶盈合益遠企業管理有限公司) (a copy of which has been tabled at the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Debt Settlement Agreement B and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>	1,938,526,450 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
3.	<p>THAT:</p> <p>(a) the debt settlement agreement (the “Debt Settlement Agreement C”) dated 9 January 2023 entered into between Wuhan Tianhe Jincheng Real Estate Development Co., Ltd.* (武漢天合錦程房地產發展有限公司) (“Wuhan Tianhe Jincheng”), as acquirer, and Chongqing Minos Information Technology Partnership (Limited Partnership)* (重慶美諾思信息科技合夥企業(有限合夥)) (“Chongqing Minos”) as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Wuhan Tianhe Jincheng, and the transfer of approximately 20.59% equity interest of Zhejiang Peking University Resources Real Estate Co., Ltd.* (浙江北大資源地產有限公司) (“Zhejiang Resources”) (a copy of which has been tabled at the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Debt Settlement Agreement C and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>	1,938,526,450 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
4.	<p>THAT:</p> <p>(a) the debt settlement agreement (the “Debt Settlement Agreement D”) dated 9 January 2023 entered into between Chongqing Yuefeng Real Estate Co., Ltd.* (重慶悅豐地產有限公司) (“Chongqing Yuefeng”), as acquirer, and Chongqing Minos, as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Chongqing Yuefeng, and the transfer of approximately 10.94% equity interest of Zhejiang Resources (a copy of which has been tabled at the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Debt Settlement Agreement D and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>	<p>1,938,526,450 (100%)</p>	<p>0 (0%)</p>

As more than 50% of votes were casted in favour of the above resolutions 1, 2, 3 and 4, each of such resolutions was duly passed as ordinary resolutions of the Company.

As at the date of the SGM, the total number of issued shares of the Company was 7,846,437,987 Shares. As set out in the Circular, the Huzi Shareholder held 105,000,000 Shares of the Company and controlled the voting rights of such Shares, representing approximately 1.34% of the issued share capital of the Company as at the date of the SGM, is required to, and did, abstain from voting at the SGM in respect of the ordinary resolutions. As a result, there were 7,741,437,987 Shares entitling the Shareholders (other than the Huzi Shareholder) to attend and vote on the resolutions at the SGM. Save for the Huzi Shareholder, no Shareholder was required under the Listing Rules to abstain from voting on the resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules. 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 Circular to vote against or to abstain from voting on the resolutions at the SGM.

The following Directors attended the SGM: Mr. Wong Kai Ho, Mr. Wang Guiwu, Mr. Chin Chi Ho, Stanley and Mr. Chung Wai Man.

By Order of the Board
Peking University Resources (Holdings) Company Limited
Wong Kai Ho
Chairman of the Board

Hong Kong, 10 March 2023

As at the date of this announcement, the Board comprises executive Directors of Mr. Wong Kai Ho (Chairman), Mr. Wang Guiwu, Mr. Huang Zhuguang and Mr. Guo Langhua; and the independent non-executive Directors of Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man and Mr. Hua Yichun.

** For identification purposes only*