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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Peking University Resources (Holdings) Company Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED APPOINTMENT OF DIRECTORS  
AND  
PROPOSED RE-APPOINTMENT OF AUDITOR  
AND  
PROPOSED GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Peking University Resources (Holdings) Company Limited to be held at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, at 10:00 a.m., on Friday, 30 August 2024 is set out in this circular.

A form of proxy for the AGM is enclosed with this circular. Such form of proxy is also published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.pkurh.com](http://www.pkurh.com)). Whether or not you are able to attend the AGM, please complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e., not later than 10:00 a.m. on Wednesday, 28 August 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

There will be NO distribution of gifts or service of refreshment at the AGM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 30 August 2024 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong or any adjournment thereof
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday, public holidays and days on which a tropical cyclone warning signal no. 8 or above or a rainstorm warning signal is issued in Hong Kong at any time before 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are generally open for business throughout their normal business hours
“Bye-laws”	the bye-laws of the Company as amended from time to time and “Bye-law” shall be construed accordingly
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司), an exempted company incorporated in Bermuda with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 618)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Inside Information”	in relation to the Company, specific information as defined in Part XIVA of the SFO

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## DEFINITIONS

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“Latest Practicable Date”	26 July 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	nomination committee of the Company
“Remuneration Committee”	remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.40 each (or of such other nominal amount as shall result from a sub-division, consolidation, re-classification of the share capital or reorganization of the capital structure by changing the rights of the Shareholders and possibly its creditors from time to time) of the Company
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to twenty per cent. (20%) of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution)
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to repurchase Shares not exceeding ten per cent. (10%) of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution)
“Share Repurchase Rules”	the applicable provisions under the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Trading Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wong Kai Ho (*Chairman*)  
Mr. Wang Guiwu  
Mr. Huang Zhuguang  
Mr. Hou Ruilin

*Registered office:*

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

*Independent Non-executive Directors:*

Mr. Chin Chi Ho, Stanley  
Mr. Chung Wai Man  
Mr. Hua Yichun

*Head office and principal place of  
business in Hong Kong:*

Room 2303, 23/F  
COFCO Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

31 July 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED APPOINTMENT OF DIRECTORS  
AND  
PROPOSED RE-APPOINTMENT OF AUDITOR  
AND  
PROPOSED GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The Company will propose at the AGM resolutions to, among other things, (i) re-elect Directors; (ii) approve the appointment of an executive Director and an independent non-executive Director; (iii) approve the re-appointment of auditor; and (iv) grant to the Directors the Share Issue Mandate and the Share Repurchase Mandate.

The purpose of this circular is to provide you with further information on resolutions to be proposed at the AGM and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

### II. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with paragraph B.2.2 of Appendix C1 to the Listing Rules and Bye-law 99 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. Accordingly, Mr. Wong Kai Ho (“**Mr. Wong**”), Mr. Wang Guiwu (“**Mr. Wang**”) and Mr. Huang Zhuguang (“**Mr. Huang**”), each an executive Director, will retire from office by rotation at the AGM.

Two of the above retiring Directors, Mr. Wong and Mr. Huang, being eligible, have offered themselves for re-election at the AGM. The other retiring Director, Mr. Wang will not seek for re-election at the AGM and will retire after the conclusion of the AGM as he wish to devote more time on his other personal engagements. Mr. Wang has confirmed that he has no disagreement with the Board, and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to express its gratitude to Mr. Wang for his valuable contribution to the Company during his tenure of services.

Resolutions for re-electing Mr. Wong and Mr. Huang will be proposed at the AGM.

Relevant biographical details, as at the Latest Practicable Date, of Mr. Wong and Mr. Huang, who are proposed for re-election at the AGM are set out in Appendix I to this circular.

### III. PROPOSED APPOINTMENT OF DIRECTORS

#### Executive Director

The Board proposed to appoint Mr. Xia Ding (夏丁) (“**Mr. Xia**”) as an executive Director with effect from the conclusion of the AGM. Subject to the approval of the Shareholders at the AGM in relation to Mr. Xia’s appointment as an executive Director, the Company will enter into a service agreement with Mr. Xia for a period of two (2) years from the date of appointment. Mr. Xia will be entitled to an amount of director’s fee of RMB1 per annum, which may be reviewed from time to time at the discretion of the Board.

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## LETTER FROM THE BOARD

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The Company will seek approval from the Shareholders at the AGM for the authorisation to the Board to determine the remuneration of Mr. Xia.

Resolution for appointing Mr. Xia will be proposed at the AGM.

Relevant biographical details, as at the Latest Practicable Date, of Mr. Xia is set out in Appendix I to this circular.

### **Independent non-executive Director**

The Board proposed to appoint Ms. Xu Nan (徐楠) (“**Ms. Xu**”) as an independent non-executive Director with effect from the conclusion of the AGM. Subject to the approval of the Shareholders at the AGM in relation to Ms. Xu’s appointment as an independent non-executive Director, the Company will enter into a service agreement with Ms. Xu for a period of one (1) year from the date of appointment. Ms. Xu will be entitled to an amount of director’s fee of HK\$12,000 per month, which may be reviewed from time to time at the discretion of the Board. The Company will seek approval from the Shareholders at the AGM for the authorisation to the Board to determine the remuneration of Ms. Xu.

Ms. Xu has confirmed: (a) her independence as regards to each of the factors contained in Rules 3.13(1) to (8) of the Listing Rules; (b) that she had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Resolution for appointing Ms. Xu will be proposed at the AGM.

Relevant biographical details, as at the Latest Practicable Date, of Ms. Xu is set out in Appendix I to this circular.

### **IV. PROPOSED RE-APPOINTMENT OF AUDITOR**

CCTH CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board proposed to re-appoint CCTH CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **V. PROPOSED GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 28 August 2023, resolutions were passed by the then Shareholders granting general mandates to the Directors to issue Shares and to repurchase Shares. These general mandates have lapsed upon the expiration of the period



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## LETTER FROM THE BOARD

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within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates.

### **1. Share Issue Mandate**

At the AGM, an ordinary resolution will be proposed to grant the Directors a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares, not exceeding twenty per cent. of the Company's aggregate nominal amount of issued share capital as at the date of passing of the relevant resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, the authorised share capital of the Company comprised 150,000,000,000 Shares and the number of Shares in issue were 2,737,417,279. Subject to the passing of the relevant ordinary resolution at the AGM and on the basis that no further Shares will be issued or repurchased between the period from the Latest Practicable Date and the AGM, the Company would be allowed under the Share Issue Mandate to issue a maximum of 547,483,455 new Shares during the period in which the Share Issue Mandate remains in force. In addition, conditional upon the proposed resolution to authorise the repurchase of Shares as is more particularly described under the section headed "Share Repurchase Mandate" being passed, a separate ordinary resolution will be proposed at the AGM to authorise the Directors to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional Shares under the Share Issue Mandate in respect of the aggregate nominal amount of share capital in the Company repurchased by the Company pursuant to the Share Repurchase Mandate.

### **2. Share Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed to grant the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase an amount of Shares not exceeding ten per cent. of the Company's aggregate nominal amount of issued share capital as at the date of passing of the resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution). An explanatory statement required under the Share Repurchase Rules providing the requisite information in respect of the Share Repurchase Mandate is set out in Appendix II to this circular.

## **VI. AGM**

A notice convening the AGM to be held at 10:00 a.m. on Friday, 30 August 2024 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, is set out on pages AGM-1 to AGM-5 of this circular. The AGM will be convened for the purpose of considering and, if thought fit, approving, among other things, (i) re-elect Directors; (ii) approve the appointment of an executive Director and an independent non-executive Director; (iii)

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## LETTER FROM THE BOARD

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approve the re-appointment of auditor; and (iv) grant to the Directors the Share Issue Mandate and the Share Repurchase Mandate.

Based on the information, belief and knowledge of the Company, no Shareholder has a material interest in the proposed resolutions to be considered at the AGM and no Shareholder is required to abstain from voting for such resolutions at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.pkurh.com](http://www.pkurh.com)). Whether or not you are able to attend the AGM, please complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e., not later than 10:00 a.m. on Wednesday, 28 August 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and bye-law 70 of the bye-laws of the Company, each of the resolutions set out in the notice of the AGM will be put to the vote by way of a poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

### **VII. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE**

For the purpose of determination of entitlement to attend and vote at the AGM to be held on Friday, 30 August 2024, the register of members of the Company will be closed from Tuesday, 27 August 2024 to Friday, 30 August 2024 (both days inclusive), during which period no transfer of the Shares will be registered. In order to qualify for attending and voting at the AGM, all Share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 26 August 2024.

### **VIII. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular as a whole misleading.

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## LETTER FROM THE BOARD

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### IX. RECOMMENDATIONS

The Directors consider that the resolutions in relation to, among others, (i) re-elect Directors; (ii) approve the appointment of an executive Director and an independent non-executive Director; (iii) approve the re-appointment of auditor; and (iv) grant to the Directors the Share Issue Mandate and the Share Repurchase Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

**Peking University Resources (Holdings) Company Limited**

**Wong Kai Ho**

*Chairman*

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## APPENDIX I      BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AND APPOINTMENT AT THE AGM

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*Save as disclosed herein, each of the following Directors proposed for the re-election or appointment:*

- (a) does not hold any other directorship in listed public companies in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he have any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matter concerning the proposed re-election or appointment of each of the Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### PROPOSED RE-ELECTION OF DIRECTORS

The following are the relevant biographical details of the Directors proposed for re-election at the AGM:

**Mr. Wong Kai Ho** (“**Mr. Wong**”), aged 44, is an executive Director and Chairman of the Company since 8 October 2021. He is also a director of a number of subsidiaries of the Company.

Mr. Wong has more than 18 years of experience in financial and business management. Mr. Wong worked as a finance analyst of Carter Holt Harvey New Zealand from November 2005 to December 2006 and as a senior auditor of the audit and assurance sector of Ernst & Young from February 2007 to February 2009. From March 2009 to June 2013, he was a senior associate of EHM International Ltd (London). From July 2013 to March 2014, he was a director of Katch Investment (Asia-Pacific) Limited. Mr. Wong has experiences in the advisory and asset management industry since March 2014 where he currently is the director and responsible officer of advisory and asset management of Nebula Asset Management Limited. Mr. Wong has also been the vice president and assistant chairman of Guoce Geoinformation Technology Industry Park Group Co., Ltd. (國測地理信息科技產業園有限公司) since March 2018.

Mr. Wong obtained the Bachelor of Commerce & Administration in Accounting and Commercial Law and Information Systems from Victoria University of Wellington New Zealand in December 2002. He also obtained his professional qualification as a chartered accountant from the New Zealand Institute of Chartered Accountants and a certified public accountant from the Hong Kong Institute of Certified Public Accountants in February 2008 and January 2011, respectively.

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## APPENDIX I      BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AND APPOINTMENT AT THE AGM

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As at the Latest Practicable Date, Mr. Wong directly holds 6,604,039 shares (long position) of the Company (representing approximately 0.24% of the Company's issued share capital) and is deemed to be interested in 604,500,000 shares (long position) and 125,000,000 shares (short position) of the Company (representing approximately 22.08% and 4.57%, respectively, of the Company's issued share capital) under the SFO by virtue of his interest in ULTRA FOUNDER INTERNATIONAL LTD and Eagle Wings Limited Partnership Fund.

**Mr. Huang Zhuguang** (“**Mr. Huang**”), aged 61, is an executive Director of the Company since 1 December 2021.

Mr. Huang has over 31 years of experience in the cultural industry. Mr. Huang is the chairman of GuangDong First Union Animation Technology Co., Ltd., a company engaging in production of intelligent electronic toys which he founded in 1998. Mr. Huang also founded Firstunion Animation Technology (HK) Co., Limited in 2016 and Shunlian Animation Technology Vietnam Co., Ltd in 2019, respectively. In 2016, Mr. Huang founded Guangdong Guancheng Industrial Investment Co., Ltd., a company which principally engages in industrial investments, equity investments and venture capital investments.

Mr. Huang obtained a bachelor's degree in business administration from the Communication University of China.

As at the Latest Practicable Date, Mr. Huang is deemed to be interested in 319,203,743 shares (long position) of the Company (representing approximately 11.66% of the Company's issued share capital) under the SFO by virtue of his interest in Guangdong Guancheng Industrial Investment Co., Ltd.. Guangdong Guancheng Industrial Investment Co., Ltd holds entire the equity interest in GuangDong First Union Animation Technology Co., Ltd., and Guangdong First Union Animation Technology Co., Ltd. holds the entire equity interest in Firstunion Animation Technology (HK) Co., Limited.

### PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The following are the relevant biographical details of the executive Director proposed for appointment at the AGM:

**Mr. Xia Ding** (“**Mr. Xia**”), aged 56, is the co-chief executive officer of the Company since 4 July 2023, the executive vice president of the Company since 8 October 2021 and the president of Chongqing Peking University Resources Investment Company Limited\* (重慶北大資源投資有限公司). He possesses 33 years of knowledge and experience in real estate development, operation and investment.

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## APPENDIX I      BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AND APPOINTMENT AT THE AGM

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Before joining the Group in May 2012, he worked in a number of property development companies from February 1990 to February 2006, including Chongqing Jundu Property Development Co., Ltd.\* (重慶郡都物業發展有限公司), and held various positions, including manager of engineering department, deputy general manager and general manager. From February 2006 to April 2012, Mr. Xia held positions as general manager and vice president with Hevol Real Estate Group Co., Ltd.\* (和泓置地集團有限公司).

He obtained a bachelor degree in Industrial and Civil Construction from Chongqing Construction Engineering University (now merged into Chongqing University) in July 1989.

As at the Latest Practicable Date, Mr. Xia is interested in 9,500,000 shares (long position) of the Company (representing approximately 0.35% of the Company's issued share capital).

### PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The following are the relevant biographical details of the independent non-executive Director proposed for appointment at the AGM:

**Ms. Xu Nan** (“**Ms. Xu**”), aged 50, has over 25 years in corporate management.

Ms. Xu worked from April 1996 to September 2009 as director of overseas planning department at Sanseido Bookstore Ltd., Japan. She was the general manager of Marco Polo (Tianjin) International Trading Co., Ltd.\* (馬可波羅(天津)國際貿易有限公司) from January 2011 to November 2015. Since December 2015, she is the chief representative and legal representative of the Japan liaison office of Beijing Poly International Auction Co. Ltd.\* (北京保利國際拍賣有限公司).

Ms. Xu obtained a bachelor's degree in Japanese and Japanese literature from Gakushuin University, Japan in 1996. She obtained a master's degree in business administration from the Tasmac London School of Business in 2011.

\* For identification purpose only

*This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Share Repurchase Mandate.*

**SHARE REPURCHASE RULES**

The Share Repurchase Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders in general meeting, either by way of a general mandate or by a specific approval of a particular transaction. A maximum of ten per cent. of the fully paid-up securities of a company as at the date of the passing of the relevant resolution may be repurchased on the Stock Exchange.

**SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company comprised 150,000,000,000 Shares and the number of Shares in issue were 2,737,417,279.

Subject to the passing of the relevant ordinary resolution at the AGM and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 273,741,727 Shares during the period in which the Share Repurchase Mandate remains in force. Any Shares repurchased pursuant to the Share Repurchase Mandate must be fully paid-up.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous fifteen months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
May	0.676	0.528
June	0.576	0.464
July	0.552	0.468
August	0.584	0.476
September	0.524	0.472
October	0.500	0.392
November	0.520	0.452
December	0.500	0.360
<b>2024</b>		
January	0.412	0.268
February	0.328	0.196
March	0.296	0.216
April	0.424	0.264
May	0.360	0.270
June	0.355	0.260
July (up to the Latest Practicable Date)	0.280	0.167

**REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earnings per Share and will only be made when the Board believes that such repurchases will benefit the Company and the Shareholders as a whole.

**FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the Listing Rules and the applicable laws of Bermuda.



The laws of Bermuda provide that such repurchases may only be effected out of the capital paid up on the repurchased shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purposes.

Any premium payable on a repurchase over the par value of the Shares to be repurchased is to be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 March 2024) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the repurchase period. However, the Board does not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company.

## **UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the memorandum of association of the Company, the Bye-laws, the Listing Rules and the applicable laws of Bermuda so far as the same may be applicable.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company or its subsidiaries under the Share Repurchase Mandate, if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

## **EFFECT OF THE TAKEOVERS CODE**

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code) depending on the level of increase of the Shareholder's interests, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of the increase.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the substantial Shareholders (as defined in the Listing Rules) were:

Name of shareholders	Notes	Capacity and nature of interest	Number of Shares held	Long positions	
				Approximate percentage of interest in the Company's issued share capital – as at the Latest Practicable Date	Approximate percentage of interest in the Company's issued share capital – if Share Repurchase Mandate is exercised in full
Mr. Wong Kai Ho	1	Through controlled corporations	604,500,000	22.08%	24.54%
		Directly beneficially owned	6,604,039	0.24%	0.27%
		Sub-total	611,104,039	22.32%	24.80%
ULTRA FOUNDER INTERNATIONAL LTD		Directly beneficially owned	479,500,000	17.52%	19.46%
Firstunion Animation Technology (HK) Co., Limited	2	Directly beneficially owned	319,203,743	11.66%	12.96%
廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.*)	2	Through a controlled corporation	319,203,743	11.66%	12.96%
廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd*)	2	Through a controlled corporation	319,203,743	11.66%	12.96%
Mr. Huang Zhuguang	2	Through a controlled corporation	319,203,743	11.66%	12.96%
Wealth Elite Group Investment Limited	3	Directly beneficially owned	290,307,782	10.61%	11.78%
Mr. Hou Ruilin	3	Through a controlled corporation	290,307,782	10.61%	11.78%

\* For identification purpose only

*Notes:*

- (1) Mr. Wong Kai Ho is an executive Director and chairman of the Board. Apart from his personal interest in 6,604,039 Shares, under the SFO, Mr. Wong Kai Ho is deemed to be interested in (i) the 479,500,000 Shares held by ULTRA FOUNDER INTERNATIONAL LTD by virtue of his interest in the entity and (ii) the 125,000,000 Shares held by Eagle Wings Limited Partnership Fund by virtue of his interest in the entity.
- (2) Mr. Huang Zhuguang is deemed to be interested in 319,203,743 Shares of the Company under the SFO by virtue of his interest in 廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd.\*). 廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd.\*) holds the entire equity interest in 廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.\*), and 廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.\*) holds the entire equity interest in Firstunion Animation Technology (HK) Co., Limited.
- (3) Mr. Hou Ruilin is deemed to be interested in 290,307,782 Shares under the SFO by virtue of his interest in Wealth Elite Group Investment Limited.

As illustrated above, on the assumption that the issued share capital of the Company remains the same, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate, no Shareholder would be obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Share Repurchase Mandate to the extent that would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

The Directors have no present intention to exercise the Share Repurchase Mandate to such extent which would otherwise result in the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

## SHARE REPURCHASE MADE BY THE COMPANY

There have been no repurchases of Shares by the Company made in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

\* For identification purpose only

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Peking University Resources (Holdings) Company Limited (“Company”) will be held at 10:00 a.m. on Friday, 30 August 2024 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong for the purpose of considering and if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

### ORDINARY BUSINESSES

1. To receive and adopt the audited financial statements and the reports of directors and auditor of the Company for the year ended 31 March 2024.
2. To re-elect Mr. Wong Kai Ho as an executive director of the Company.
3. To re-elect Mr. Huang Zhuguang as an executive director of the Company.
4. To appoint Mr. Xia Ding as an executive director of the Company.
5. To appoint Ms. Xu Nan as an independent non-executive director of the Company.
6. To authorize the board of directors of the Company to fix the director’s remuneration.
7. To re-appoint CCTH CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

### SPECIAL BUSINESSES

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

8. **“THAT:**
  - (A) subject to paragraph (B) below, the exercise by the board of directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options, warrants and

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other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

(B) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the board of directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) the grant of options under the share option scheme of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or (iv) any scrip dividend scheme or similar arrangement providing for allotment of Shares in lieu of the whole or part of any dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed the aggregate of:

(a) twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and

(b) (if the board of directors of the Company is so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the issued share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),

and the said approval shall be limited accordingly; and

(C) for the purposes of this resolution:

(a) “Relevant Period” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

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- (b) “Rights Issue” means an offer of Shares open for a period fixed by the board of directors of the Company to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and
- (c) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

9. “**THAT:**

- (A) subject to paragraph (B) below, the exercise by the board of directors of the Company during the Relevant Period of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval be limited accordingly; and
- (C) for the purposes of this resolution:
  - (a) “Relevant Period” means the period from (and including) the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”
10. “**THAT** conditional on the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (“**Resolutions 8 and 9**”, respectively), the exercise by the board of directors of the Company of the powers referred to in paragraph (A) of Resolution 8 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 8, be and is hereby approved and authorised.”

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

Hong Kong, 31 July 2024

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.pkurh.com](http://www.pkurh.com)) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of that shareholder. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held that shareholder.

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3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a Shareholder. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e., not later than 10:00 a.m. on Wednesday, 28 August 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). To be effective, all proxy appointments must be lodged with Tricor Tengis Limited before the deadline. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determination of entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 27 August 2024 to Friday, 30 August 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 August 2024.
5. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. A circular containing further details concerning proposed ordinary resolutions set out in this notice will be sent to all Shareholders together with this notice.
7. References to time and dates in this notice are to Hong Kong time and dates.

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