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

**If you are in any doubt** as to any aspect of 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 and the accompanying 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 transferee.



资源控股
RESOURCES HOLDINGS

# 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)**

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

A notice convening the annual general meeting of Peking University Resources (Holdings) Company Limited to be held at 10:00 a.m. on Wednesday, 27 August 2025 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. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not later than 48 hours before the time appointed for holding of the annual general meeting (i.e., not later than 10:00 a.m. on Monday, 25 August 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so wish.

There will be no distribution of gifts and no refreshments from the Company.

24 July 2025

# CONTENTS


| | Page |
|---|---|
| **DEFINITIONS** | 1 |
| **LETTER FROM THE BOARD** | |
| **I. INTRODUCTION** | 3 |
| **II. PROPOSED RE-ELECTION OF DIRECTORS** | 4 |
| **III. PROPOSED RE-APPOINTMENT OF AUDITOR** | 4 |
| **IV. PROPOSED GENERAL MANDATES TO ISSUE AND TO PURCHASE SHARES** | 5 |
| **V. AGM** | 6 |
| **VI. CLOSURE OF REGISTER OF MEMBERS** | 6 |
| **VII. RECOMMENDATIONS** | 6 |
| **VIII. RESPONSIBILITY STATEMENT** | 7 |
| **APPENDIX I — BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION** | I-1 |
| **APPENDIX II — EXPLANATORY STATEMENT** | II-1 |
| **NOTICE OF AGM** | AGM-1 |

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

| | |
|---|---|
| "AGM" | the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 27 August 2025 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong or any adjournment thereof; |
| "associate" | has the same meaning as ascribed thereto in the Listing Rules; |
| "Board" | the board of Directors of the Company; |
| "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; |
| "Company" | Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司) (stock code: 00618), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange; |
| "connected person" | has the same meaning as ascribed thereto in the Listing Rules; |
| "Directors" | the directors of the Company; |
| "Group" | the Company and its subsidiaries; |
| "Hong Kong" | The Hong Kong Special Administrative Region of the People's Republic of China; |
| "Latest Practicable Date" | 18 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein; |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange; |

| | |
|---|---|
| "SFO" | The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| "Share(s)" | ordinary shares with a par value of HK$0.01 each in the share capital 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 (and to sell or transfer Treasury Shares) of up to twenty per cent. of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares) 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. of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) 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; |
| "Shareholder(s)" | holder(s) of the Share(s); |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; |
| "Takeovers Code" | the Hong Kong Code on Takeovers and Mergers; |
| "Treasury Share(s)" | has the meaning ascribed to it under the Listing Rules; and |
| "%" | per cent. |

RESOURCES HOLDINGS

# 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)**

*Executive Directors:*
Mr. Wong Kai Ho *(Chairman)*
Mr. Huang Zhuguang
Mr. Hou Ruilin
Mr. Xia Ding

*Independent non-executive Directors:*
Mr. Chin Chi Ho, Stanley
Ms. Xu Nan
Prof. Cheung Ka Yue

*Registered office:*
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

*Head office and principal place of business in Hong Kong:*
Room 2303, 23/F
COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

24 July 2025

*To the Shareholders*

Dear Sir or Madam,

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

## I. INTRODUCTION

The Company will propose at the AGM resolutions to, *inter alia*, (i) re-elect Directors; (ii) approve the re-appointment of auditor; and (iii) 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, an executive Director, Mr. Hou Ruilin and two independent non-executive Directors, Mr. Chin Chi Ho, Stanley and Prof. Cheung Ka Yue will retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election.

Mr. Chin Chi Ho, Stanley and Prof. Cheung Ka Yue meet the independence factors set out in Rule 3.13 of the Listing Rules and is not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of their independent judgment. In addition, they demonstrate the attributes of independent non-executive Director and there is no evidence that their tenure have had any impact on their independence. The Board is of the opinion that Mr. Chin Chi Ho, Stanley and Prof. Cheung Ka Yue remain independent and it believes that their valuable knowledge and experience in the accounting business and their general business acumen shall generate significant contribution to the Company and the Shareholders as a whole.

Resolutions for re-electing Mr. Hou Ruilin, Mr. Chin Chi Ho, Stanley and Prof. Cheung Ka Yue will be proposed at the AGM.

Relevant biographical details, as at the Latest Practicable Date, of each of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

## III. 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.

## IV. PROPOSED GENERAL MANDATES TO ISSUE AND TO PURCHASE SHARES

At the annual general meeting of the Company held on 30 August 2024, 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 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 (and to sell or transfer Treasury Shares), not exceeding twenty per cent. of the Company's aggregate nominal amount of issued share capital (excluding Treasury Shares) 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 to the date of the AGM, the Company would be allowed under the Share Issue Mandate to issue and, in the case of Treasury Shares, be sold or transferred a maximum of 547,483,455 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 (excluding any Treasury Shares) 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.

## V. AGM

A notice convening the AGM to be held at 10:00 a.m. on Wednesday, 27 August 2025 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.

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) and the Company's website (www.pkurh.com). Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same as soon as possible to the principal place of business of the Company at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e., not later than 10:00 a.m. on Monday, 25 August 2025) 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 adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 70 of the Bye-laws, each of the resolutions set out in the notice of the AGM will be put to the vote by way of a poll.

## VI. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 22 August 2025 to Wednesday, 27 August 2025 (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 share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 21 August 2025.

## VII. RECOMMENDATIONS

The Directors believe that the proposed re-election of Directors, the proposed re-appointment of auditor and the proposed grant of the Share Issue Mandate and the Share Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

## VIII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

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

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

**Mr. Hou Ruilin** ("**Mr. Hou**"), aged 63, is an executive Director of the Company since 28 August 2023. He has over 27 years of experience in corporate management.

Mr. Hou worked at Chinese People's Armed Police Force Gold Command* (中國人民武裝警察部隊黃金指揮部) from August 1984 to May 1997, and his last position was the director of computer centre of Gold Research Institute* (黃金研究所). He joined Beijing Xinlei Mining Company* (北京鑫磊礦業公司) as the deputy general manager in May 1997 and left the company in October 2002 with his last position as the chairman. He worked as the secretary of the board and office manager of CITIC Guoan Mengguli Power Co., Ltd.* (中信國安盟固利電源公司) from January to October 2000. Mr. Hou served as the director and deputy general manager of Shandong Guoan Information Industry Co., Ltd.* (山東國安信息產業有限公司) from October 2000 to October 2002, and as the director and general manager of the company from November 2002 until March 2022. He was also the deputy general manager of CITIC Guoan Technology Co., Ltd.* (中信國安科技有限公司) from August 2007 to March 2012, and the deputy general manager of Beijing Honglian Nine Five Information Industry Co., Ltd.* (北京鴻聯九五信息產業有限公司) from May 2015 to March 2022.

Mr. Hou obtained a bachelor's degree in mechanization from the College of Mining Engineering of Taiyuan University of Technology (太原理工大學) in 1984.

As at the Latest Practicable Date, Mr. Hou is deemed to be interested in 290,307,782 Shares (long position) of the Company (representing approximately 10.61% of the Company's issued share capital) under the SFO by virtue of his interest in Wealth Elite Group Investment Limited.

**Mr. Chin Chi Ho, Stanley** ("**Mr. Chin**"), aged 42, is an independent non-executive Director of the Company since 8 October 2021.

Mr. Chin has over 17 years of experience in the areas of audit, financial management, corporate governance and operations in capital markets. Mr. Chin served as an audit specialist in PricewaterhouseCoopers and KPMG for 7 years. Mr. Chin has extensive experience serving as senior management for multiple Hong Kong listed companies. Mr. Chin is currently the independent non-executive director of Champion Alliance International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1629).

Mr. Chin has obtained a Master of Business Administration degree from the University of Hong Kong. He was admitted as a Certified Public Accountant (CPA) in 2009. He has also been awarded the qualification of Financial Risk Manager (FRM) in 2009 and Chartered Financial Analyst (CFA) in 2010.

* *For identification purpose only*

**Professor Cheung Ka Yue** ("**Prof. Cheung**"), aged 52, is an independent non-executive Director of the Company since 30 September 2024.

He obtained a degree of Bachelor of Arts in Accounting from Edinburgh Napier University (formerly known as Napier University) in the United Kingdom in November 1999, a degree of Master of Laws in International Corporate and Financial Law from University of Wolverhampton in the United Kingdom in November 2014, a degree of Master of Science in Professional Accountancy from University of London in the United Kingdom in December 2018 and a degree of Doctor of Business Administration from William Howard Taft University in the United States of America in September 2020.

Prof. Cheung is a practicing accountant in Hong Kong. He is an honorary professor. He is actively involved in public and community service. He also serves as the secretary-general of the honorary consulate of the Republic of Fiji in Hong Kong. Prof. Cheung has profound knowledge and extensive experience in the regulatory, corporate finance, compliance, corporate governance and academic fields. He is currently an independent non-executive director of Success Dragon International Holdings Limited (listed on the Main Board of the Stock Exchange with stock code: 1182), China Hongbao Holdings Limited (listed on the GEM of Stock Exchange with stock code: 8316) and MaxWin International Holdings Limited (listed on the GEM of Stock Exchange with stock code: 8513). He (i) was appointed as an independent non-executive director from 9 November 2021; (ii) was re-designated as a non-executive director from 30 November 2021; (iii) was further re-designated as an executive director since 26 April 2022 of Mayer Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange with stock code: 1116). He was an independent non-executive director of Crown International Corporation Limited (the shares of which are listed on the Main Board of the Stock Exchange with stock code: 727) from 15 December 2022 and resigned with effect from 1 August 2023.

*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 (excluding any Treasury Shares) 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 date of 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.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

## SHARE PRICES

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

| | Highest | Lowest |
|---|---|---|
| | *HK$* | *HK$* |
| **2024** | | |
| July | 0.395 | 0.168 |
| August | 0.385 | 0.295 |
| September | 0.340 | 0.243 |
| October | 0.370 | 0.234 |
| November | 0.237 | 0.145 |
| December | 0.178 | 0.133 |
| **2025** | | |
| January | 0.197 | 0.152 |
| February | 0.169 | 0.152 |
| March | 0.162 | 0.140 |
| April | 0.163 | 0.142 |
| May | 0.158 | 0.142 |
| June | 0.176 | 0.120 |
| July (up to the Latest Practicable Date) | 0.172 | 0.162 |

## 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 financial year ended 31 March 2025) 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:

| | | Long positions | | |
|---|---|---|---|---|
| **Name of shareholders** | **Capacity and nature of interest** | **Number of Shares held** | **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 *(Note 1)* | Through controlled corporations | 604,500,000 | 22.08% | 24.54% |
| Mr. Wong Kai Ho *(Note 1)* | Directly beneficially owned | 6,604,039 | 0.24% | 0.27% |
| ULTRA FOUNDER INTERNATIONAL LTD *(Note 2)* | Directly beneficially owned | 479,500,000 | 17.52% | 19.46% |
| Firstunion Animation Technology (HK) Co. Limited ("**Firstunion**") *(Note 3)* | Directly beneficially owned | 319,203,743 | 11.66% | 12.96% |
| 廣東順聯動漫科技有限公司 (Guangdong Firstunion Animation Technology Co., Ltd.*) ("**Guangdong Firstunion**") *(Note 4)* | Through controlled corporations | 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*) ("**Guangdong Guancheng**") *(Note 5)* | Through controlled corporations | 319,203,743 | 11.66% | 12.96% |
| Mr. Huang Zhuguang *(Note 6)* | Through controlled corporations | 319,203,743 | 11.66% | 12.96% |
| Wealth Elite Group Investment Limited *(Note 7)* | Directly beneficially owned | 290,307,782 | 10.61% | 11.78% |
| Mr. Hou Ruilin *(Note 8)* | Through controlled corporations | 290,307,782 | 10.61% | 11.78% |

* *For identification purpose only*

*Notes:*

(1) Mr. Wong Kai Ho directly holds 6,604,039 Shares of the Company and is deemed to be interested in 604,500,000 Shares of the Company under the SFO by virtue of his interest in ULTRA FOUNDER INTERNATIONAL LTD and Eagle Wings Limited Partnership Fund. He is deemed to have a short position in 125,000,000 Shares of the Company under the SFO by virtue of his interest in Eagle Wings Limited Partnership Fund.

(2) ULTRA FOUNDER INTERNATIONAL LTD is interested in 479,500,000 Shares of the Company.

(3) Firstunion is interested in 319,203,743 Shares of the Company.

(4) Guangdong Firstunion is deemed to be interested in 319,203,743 Shares of the Company under the SFO by virtue of its interest in Firstunion.

(5) Guangdong Guancheng is deemed to be interested in 319,203,743 Shares of the Company under the SFO by virtue of its interest in Guangdong Firstunion.

(6) 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 Guangdong Guancheng.

(7) Wealth Elite Group Investment Limited is interested in 290,307,782 Shares of the Company.

(8) Mr. Hou Ruilin is deemed to be interested in 290,307,782 Shares of the Company 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.

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).

资源控股
RESOURCES HOLDINGS

# 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)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Peking University Resources (Holdings) Company Limited (the "**Company**") will be held at 10:00 a.m. on Wednesday, 27 August 2025 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong for the following purposes:

## ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and the reports of directors and auditor of the Company for the financial year ended 31 March 2025.

2. (a) To re-elect Mr. Hou Ruilin as an executive director of the Company;

   (b) To re-elect Mr. Chin Chi Ho, Stanley as an independent non-executive director of the Company;

   (c) To re-elect Prof. Cheung Ka Yue as an independent non-executive director of the Company;

   (d) To authorize the board of directors of the Company to fix the director's remuneration.

3. 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.

4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

   "**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, to sell or transfer Treasury Shares and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require

Shares to be allotted, issued, granted, distributed or otherwise dealt with and, in the case of Treasury Shares, be sold or transferred 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) and the number of Treasury Shares to be sold or transferred 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 (excluding Treasury Shares) as at the date of passing of this resolution; and

(b) (if the board of directors of the Company are 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 (excluding Treasury Shares) 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:

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

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

(b) 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

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

(ii) "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

(iii) "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."

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**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 (excluding any Treasury Shares) as at the date of passing of this resolution, and the said approval be limited accordingly; and

(C) for the purposes of this resolution:

(i) "Relevant Period" means the period from (and including) the passing of this resolution until whichever is the earliest of:

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

(b) 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

(c) 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

(ii) "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."

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT**, conditional on the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting ("**Resolutions 4 and 5**", respectively), the exercise by the board of directors of the Company of the powers referred to in paragraph (A) of Resolution 4 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 4, be and is hereby approved and authorised."

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

Hong Kong, 24 July 2025

*Notes:*

1. Any shareholder entitled to attend and vote at the meeting 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 of the Company but must be present in person at the meeting to represent the shareholder. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.

2. 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 be 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.

3. 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 Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting (i.e., not later than 10:00 a.m. on Monday, 25 August 2025) or any adjournment thereof. To be effective, all proxy appointments must be lodged with Tricor Investor Services 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. The register of members of the Company will be closed from Friday, 22 August 2025 to Wednesday, 27 August 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the annual general meeting, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 21 August 2025.

5. At the meeting (or at any adjournment thereof), the Chairman of the meeting put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bye-laws of the Company. The poll results will be published on the websites of the Company at www.pkurh.com and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk following the meeting.