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

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**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.

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**北大资源**  
**PKU RESOURCES**

**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 REMOVAL OF DIRECTORS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of Peking University Resources (Holdings) Company Limited to be held at 10:00 a.m. on Wednesday, 10 November 2021 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the special 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, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any event not later than 48 hours before the time appointed for holding of the special general meeting 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 special general meeting should you so wish.

**SPECIAL MEASURES FOR THE SPECIAL GENERAL MEETING**

Please note that the following measures will be implemented for the special general meeting due to the COVID-19 pandemic (see pages 4 to 5 for details):

- Compulsory temperature checks before entering the office where the special general meeting will be held; those with a fever may not be admitted.
- Wearing of face masks is compulsory at any time within the meeting venue and throughout the special general meeting.
- There will be no distribution of gifts and no refreshments from the Company.

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## DEFINITIONS

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

“Board”	the board of Directors of the Company;
“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 from time to time);
“Company”	Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司) (stock code: 00618), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Removal”	the proposed removal of Ms. Sun Min, Mr. Ma Jian Bin and Ms. Liao Hang as executive Directors;
“SGM”	the special general meeting of the Company to be held at 10:00 a.m. on 10 November 2021 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong or any adjournment thereof;
“Share(s)”	ordinary shares with a par value of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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LETTER FROM THE BOARD

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**北大資源**  
**PKU RESOURCES**

**Peking University Resources (Holdings) Company Limited**  
**北大資源(控股)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00618)**

*Executive Directors:*

Mr. Wong Kai Ho (*Chairman*)  
Mr. Wang Guiwu  
Mr. Cheung Shuen Lung  
Mr. Zeng Gang  
Ms. Sun Min  
Mr. Ma Jian Bin  
Ms. Liao Hang  
Mr. Zheng Fu Shuang

*Non-executive Director:*

Mr. Yau Pak Yue

*Independent non-executive Directors:*

Mr. Chu Kin Wang, Peleus  
Mr. Chin Chi Ho, Stanley  
Mr. Ning Rui  
Mr. Chung Wai Man

*Registered office:*

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

*Principal place of business*

*in Hong Kong:*

Unit 1408  
14th Floor  
Cable TV Tower  
9 Hoi Shing Road  
Tsuen Wan  
New Territories  
Hong Kong

22 October 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED REMOVAL OF DIRECTORS**  
**AND**  
**NOTICE OF SPECIAL GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated 19 October 2021 in relation to the Proposed Removal. The purpose of this circular is to provide Shareholders with (i) the information in relation to the Proposed Removal; and (ii) the notice of the SGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED REMOVAL OF DIRECTORS

As set out in the announcement dated 19 October 2021, the Board resolved to convene a SGM to remove Ms. Sun Min (“**Ms. Sun**”), Mr. Ma Jian Bin (“**Mr. Ma**”) and Ms. Liao Hang (“**Ms. Liao**”) as executive Directors with effect from the date of passing of the ordinary resolutions to approve the Proposed Removal.

The Board takes the view that the Proposed Removal will simplify the management structure and expedite the decision-making process of the Board. The Board considers that there will not be material adverse effect on the operations of the Company and its subsidiaries, if the Proposed Removal becomes effective. Save as disclosed above, there is no other matter relating to the Proposed Removal that needs to be brought to the attention of the Shareholders.

Pursuant to Bye-law 104, the Company may by ordinary resolution remove any Director before the expiration of his/her period of office, notwithstanding anything in the Bye-laws or in any agreement between the Company and such Director.

Accordingly, the Board would like to propose ordinary resolutions to remove Ms. Sun, Mr. Ma and Ms. Liao as executive Directors at the SGM. The ordinary resolutions will be presented at the SGM in accordance with the Bye-laws.

### III. SGM

A notice convening the SGM to be held at 10:00 a.m. on Wednesday, 10 November 2021 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong is set out on pages 6 to 7 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on The Hong Kong Exchanges and Clearing Limited’s website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company’s website ([www.pku-resources.com](http://www.pku-resources.com)). Whether or not you are able to attend the SGM, 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 Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

For the purpose of determination of entitlement to attend and vote at the SGM to be held on 10 November 2021, the register of members of the Company will be closed from 5 November 2021 to 10 November 2021 (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 SGM, 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

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## LETTER FROM THE BOARD

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Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 4 November 2021.

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 SGM will be put to the vote by way of a poll.

#### **IV. PRECAUTIONS IN LIGHT OF COVID-19 PANDEMIC AT SGM**

At the time of issuing this circular, many countries and regions around the world including Hong Kong are still devoting vigorous efforts to contain the COVID-19 pandemic. The situation is evolving and it is hard to predict when the crisis will end.

The health and safety of our Shareholders and staff are our top priority as we plan for the SGM. It is important that we continue to stay alert and help prevent the spread of the disease, and Shareholders are reminded to consider for themselves whether they should attend the SGM in person. The health risks posed by large scale gatherings should not be underestimated.

In order to protect attending Shareholders and staff of the Company from the risk of infection, the Company will implement the following precautionary measures at the SGM:

- Compulsory temperature checks for every attending Shareholder, proxy or other attendee at the entrance to the Company's office where the SGM will be held. Any person with a fever or is unwell may be denied entry into SGM's venue.
- Any person who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the SGM's venue. Health declaration may be required.
- All attendees have to wear face masks within the SGM's venue and throughout the meeting.
- There will be no distribution of gifts and no refreshments will be served by the Company.
- Appropriate seating spacing will be implemented to ensure safe distancing among attendees.

The Company also reminds Shareholders that attendance at the SGM in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the SGM as an alternative to attending the meeting in person.

The Company will watch out for updated guidelines and requirements from the Hong Kong Government. In the event that the SGM has to be rescheduled due to the COVID-19 situation, Shareholders will be notified of the revised date.

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## LETTER FROM THE BOARD

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Your attention is also drawn to the information set out in the appendix to this circular. You are recommended to read carefully the information set out in the appendix before voting on the Resolutions.

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

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## NOTICE OF SGM

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**北大資源**  
**PKU RESOURCES**

**Peking University Resources (Holdings) Company Limited**  
**北大資源(控股)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00618)**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting of Peking University Resources (Holdings) Company Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 10 November 2021 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong for the following purposes:

### **ORDINARY RESOLUTIONS**

- (1) “To remove Ms. Sun Min (孫敏) as an executive director of the Company with immediate effect upon passing of this resolution.”
- (2) “To remove Mr. Ma Jian Bin (馬建斌) as an executive director of the Company with immediate effect upon passing of this resolution.”
- (3) “To remove Ms. Liao Hang (廖航) as an executive director of the Company with immediate effect upon passing of this resolution.”

By Order of the Board

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

**Wong Kai Ho**

*Chairman*

Hong Kong, 22 October 2021

*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.



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## NOTICE OF SGM

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3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from 5 November 2021 to 10 November 2021, 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 special general meeting, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 4 November 2021.
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.pku-resources.com](http://www.pku-resources.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) following the meeting.