

---

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

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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 EXECUTIVE DIRECTOR  
AND  
PROPOSED RE-APPOINTMENT OF AUDITOR  
AND  
PROPOSED GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
PROPOSED ADOPTION OF THE 2023 SHARE SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of Peking University Resources (Holdings) Company Limited to be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong, at 10:00 a.m., on Monday, 28 August 2023 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 Saturday, 26 August 2023) 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.

26 July 2023

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
<b>I. INTRODUCTION</b> .....	9
<b>II. PROPOSED RE-ELECTION OF DIRECTORS</b> .....	9
<b>III. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR</b> .....	10
<b>IV. PROPOSED RE-APPOINTMENT OF AUDITOR</b> .....	10
<b>V. PROPOSED GENERAL MANDATES TO ISSUE SHARES         AND TO REPURCHASE SHARES</b> .....	11
<b>VI. ADOPTION OF THE 2023 SHARE SCHEME</b> .....	12
<b>VII. AGM</b> .....	21
<b>VIII. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE</b> .....	22
<b>IX. RESPONSIBILITY STATEMENT</b> .....	22
<b>X. RECOMMENDATIONS</b> .....	22
<b>APPENDIX I — BIOGRAPHICAL DETAILS OF DIRECTORS                   PROPOSED FOR RE-ELECTION AND                   APPOINTMENT AT THE AGM</b> .....	I-1
<b>APPENDIX II — EXPLANATORY STATEMENT</b> .....	II-1
<b>APPENDIX III — SUMMARY OF THE PRINCIPAL TERMS OF                   THE 2023 SHARE SCHEME</b> .....	III-1
<b>NOTICE OF AGM</b> .....	AGM-1

---

## DEFINITIONS

---

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

“2013 Share Option Scheme”	the share option scheme of the Company adopted on 29 May 2013
“2023 Share Scheme”	the Company’s share scheme proposed to be approved and adopted by the Shareholders at the AGM
“Actual Selling Price”	the actual price at which the Award Shares are sold (net of all applicable costs from time to time, such as brokerage, the Stock Exchange trading fee, the Securities and Futures Commission transaction levy and the Accounting and Financial Reporting Council of Hong Kong transaction levy) after deducting the Issue Price in respect of the Award Shares on vesting of an Award (or any part thereof) pursuant to the 2023 Share Scheme
“Adoption Date”	the date on which the 2023 Share Scheme is adopted by an ordinary resolution of the Shareholders passed at the AGM
“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 28 August 2023 at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong or any adjournment thereof
“Ample Grace”	Ample Grace Investments Limited, a company incorporated in the British Virgin Islands with limited liability, one of the substantial shareholders of the Company, which directly holds approximately 24.44% of the issued share capital of the Company as at the Latest Practicable Date
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Award(s)”	the award(s) granted to a Grantee under the 2023 Share Scheme
“Award Share(s)”	the Share(s) underlying an Award
“Board”	the board of Directors

---

## DEFINITIONS

---

“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
“Cash Income”	cash income of the Award Share, other than the Related Income, shall be applied towards (i) defraying the fees, costs and expenses of the Trust; and (ii) the remainder, if any and specified by the Board, for the purchase or subscription of further Shares to be held upon Trust for future Awards
“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
“Eligible Participant(s)”	any person who is eligible to receive an Award under the 2023 Share Scheme, who could be (i) an Employee Participant; (ii) a Related Entity Participant; or (iii) a Service Provider Participant
“Employee Participant(s)”	any directors (including executive directors, non-executive directors and independent non-executive directors), chief executive and employees (full-time or part-time) of the Company or any of its subsidiaries (including persons who are granted Award(s) under the 2023 Share Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries), provided that the Board shall have absolute discretion to determine whether or not one falls within such category

---

## DEFINITIONS

---

“Exercise Period”	in respect of any particular Share Option, such period as the Board may in its absolute discretion determine and notify the Grantee during which the Grantee may exercise the Share Option, save that such period shall not be more than ten (10) years from the Offer Date and the Board may provide restrictions on the exercise of the Share Option during the period the Share Option may be exercised
“Exercise Price”	in respect of any Share Option, means the price per Share at which a Grantee may subscribe for Shares upon the exercise of a Share Option awarded under the 2023 Share Scheme
“Grantee(s)”	any Eligible Participant who accepts the Offer of the grant of any Award in accordance with the terms of the 2023 Share Scheme or (where the context so permits) a person entitled to any such Award in consequence of the death of the original Grantee
“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
“Individual Limit”	the maximum number of Shares in respect of which Awards may be granted to a single Eligible Participant under the 2023 Share Scheme in any 12-month period up to and including the date of such grant, which shall not (when aggregated with any Shares in respect of any options and awards granted under any other share option scheme(s) and share award scheme(s) but excluding those which have lapsed in accordance with terms of the relevant scheme(s)) exceed 1% of the Shares in issue, unless the Company obtains an approval from its Shareholders pursuant to the terms of the 2023 Share Scheme
“Inside Information”	in relation to the Company, specific information as defined in Part XIVA of the SFO

---

## DEFINITIONS

---

“Issue Price”	in respect of a Share Award, the price per share a Grantee is required to pay for obtaining the Shares comprising the Share Award
“Latest Practicable Date”	24 July 2023, 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
“Offer”	an offer for the grant of an Award pursuant to the 2023 Share Scheme
“Offer Date”	the date on which an Award is offered to any Eligible Participant
“on-market transaction”	the acquisition or sale of Shares through the facilities of the Stock Exchange in accordance with the Listing Rules and other applicable laws and regulations
“Related Entity(ies)”	the holding companies, fellow subsidiaries or associated companies of the Company
“Related Entity Participant(s)”	the directors, chief executive and employees of the Related Entities, provided that the Board shall have absolute discretion to determine whether or not one falls within such category
“Related Income”	all or such portion of cash income derived from the Award Shares (including cash dividends declared and paid on the Award Shares) as may be determined by the Board from time to time (excluding any interest earned on such cash income) and held under the Trust for the benefit of the Grantees (excluding any nil-paid right, bonus warrant, cash component of a scrip dividend scheme, other non-cash and non-scrip distribution or proceeds of sale of the same unless otherwise directed by the Board in its absolute discretion)
“Remuneration Committee”	remuneration committee of the Company

---

## DEFINITIONS

---

“Returned Shares”	Award Shares that are not vested and/or are forfeited in accordance with the terms of the 2023 Share Scheme, or such Shares being deemed to be Returned Shares under the 2023 Share Scheme, in each case such Shares to be held by the Trustee to be applied towards future Awards in accordance with the provisions of the 2023 Share Scheme
“Scheme Mandate Limit”	means the total number of Shares which may be issued in respect of all Awards under the 2023 Share Scheme together with the options and awards which may be granted under any other share option scheme(s) and share award scheme(s) that involve(s) the issuance of new Shares of the Company as described in paragraph headed “6. Scheme Mandate Limit and Service Provider Sublimit” in Appendix III to this circular
“Scheme Period”	the period of ten (10) years commencing from the Adoption Date unless terminated earlier
“Service Provider Participant(s)”	any person(s) (whether a natural person, a corporate entity or otherwise) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interest of the long-term growth of the Group, including (a) suppliers of services to any member of the Group; and (b) advisers (professional or otherwise) or consultants to any area of business or business development of any member of the Group, but for the avoidance of doubt excludes (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisition; and (ii) professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity, and provided that the Board shall have absolute discretion to determine whether or not one falls within such category
“Service Provider Sublimit”	the total number of Shares which may be issued to the Service Provider Participant(s) in respect of all Awards to be granted under this Scheme together with the options and awards which may be granted under any other share option scheme(s) and share award scheme(s) of the Company that involve(s) the issuance of new Shares of the Company as described in paragraph headed “6. Scheme Mandate Limit and Service Provider Sublimit” in Appendix III to this circular

---

## DEFINITIONS

---

“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\$0.10 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 Award”	an Award which vests in the form of the right to receive such number of Award Shares as the Board may determine at the Issue Price or the Actual Selling Price of the Award Shares in cash, as the Board may in its absolute discretion determine in accordance with the terms of the 2023 Share Scheme as in paragraph headed “4. Grant of Award(s)” in Appendix III to this circular
“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 Option”	an Award which vests in the form of the right to subscribe for such number of Award Shares as the Board may determine during the Exercise Period at the Exercise Price in accordance with the terms of the Share Scheme as defined in paragraph headed “4. Grant of Award(s)” in Appendix III to this circular
“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)



---

## DEFINITIONS

---

“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
“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
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	the trust deed to be entered between the Company and the Trustee for the purposes of administering the Awards granted or to be granted under the 2023 Share Scheme
“Trustee”	the trustee(s) as may be appointed by the Company from time to time for the purposes of the Trust
“Vesting Date”	the date on which a Grantee’s entitlement of the Awards (or any part thereof) is vested in accordance with the 2023 Share Scheme
“Vesting Expenses”	all transfer fees, expenses and taxes associated with the vesting and transfer of the relevant Award Shares and Related Income to the Grantee save for those to be borne by the Company pursuant to the 2023 Share Scheme
“Vesting Period”	the period from the date of grant of an Award (or part thereof) to the first available date that a Grantee is entitled to exercise the Share Options or receive the Shares under the Share Awards
“%”	per cent.

---

LETTER FROM THE BOARD

---



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. Guo Langhua

*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

26 July 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR  
AND  
PROPOSED RE-APPOINTMENT OF AUDITOR  
AND  
PROPOSED GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
PROPOSED ADOPTION OF THE 2023 SHARE SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

## LETTER FROM THE BOARD

---

### I. INTRODUCTION

The Company will propose at the AGM resolutions to, *inter alia*, (i) re-elect Directors; (ii) approve the appointment of executive Director; (iii) approve the re-appointment of auditor; (iv) grant to the Directors the Share Issue Mandate and the Share Repurchase Mandate; and (v) adoption of the 2023 Share Scheme.

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 14 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. Guo Langhua, an executive Director, Mr. Chin Chi Ho, Stanley (“**Mr. Chin**”), an independent non-executive Director, Mr. Chung Wai Man (“**Mr. Chung**”), an independent non-executive Director will retire from office by rotation at the AGM.

Two of the above retiring Directors, Mr. Chin and Mr. Chung, being eligible, have offered themselves for re-election at the AGM. The other retiring Director, Mr. Guo Langhua 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. Guo Langhua 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. Guo Langhua for his valuable contribution to the Company during his tenure of services.

In considering the re-election of Mr. Chin and Mr. Chung, and based on the nomination policy of the Company, the Nomination Committee took into account their skill, knowledge and experience and other criteria as set out in the board diversity policy of the Company. Each of Mr. Chin and Mr. Chung meets 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 his independent judgment. In addition, they demonstrate the attributes of independent non-executive Directors and there is no evidence that their tenure have had any impact on their independence. The Board is of the opinion that Mr. Chin and Mr. Chung remain independent and it believes that their valuable knowledge and experience in the accounting business or finance and business consulting and their general business acumen shall generate significant contribution to the Company and the Shareholders as a whole.

---

## LETTER FROM THE BOARD

---

With the recommendation of the Nomination Committee, the Board was satisfied that each of Mr. Chin and Mr. Chung has the required integrity, independence and experience to fulfill his role as an independent non-executive Director. Upon the nomination of the Nomination Committee, the Board had recommended Mr. Chin and Mr. Chung stand for re-election as independent non-executive Directors at the AGM.

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

### III. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. Hou Rui Lin (侯瑞林) (“**Mr. Hou**”) 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. Hou’s appointment as an executive Director, the Company will enter into a service agreement with Mr. Hou for a period of two years from the date of appointment. Mr. Hou will be entitled to an amount of director’s fee of RMB300,000 per annum, 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 Mr. Hou.

Resolutions for appointing Mr. Hou will be proposed at the AGM.

Relevant biographical details, as at the Latest Practicable Date, of Mr. Hou 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.

---

## LETTER FROM THE BOARD

---

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

At the annual general meeting of the Company held on 15 September 2022, 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, 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 15,000,000,000 Shares and the number of Shares in issue were 9,129,669,116. 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 1,825,933,823 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.

---

## LETTER FROM THE BOARD

---

### VI. ADOPTION OF THE 2023 SHARE SCHEME

#### **Adoption of the 2023 Share Scheme**

On 29 May 2013, the Company adopted the 2013 Share Option Scheme, which is valid and effective for a period of 10 years from the date of adoption. The 2013 Share Option Scheme has already expired on 28 May 2023. As at the Latest Practicable Date, all share options that have been granted under the 2013 Share Option Scheme since its adoption had been exercised, lapsed or cancelled, there are no share options outstanding. The Board considers that it is in the interest of the Company to adopt a new share scheme so as to continue to provide incentives or rewards to the Eligible Participants thereunder for their contributions to the success of the Group. In light of the above, the Company proposes to adopt the 2023 Share Scheme. The provisions of the 2023 Share Scheme will comply with the requirements of the Chapter 17 of the Listing Rules.

#### ***Purpose of the 2023 Share Scheme***

The purpose of the 2023 Share Scheme is to recognise and motivate the contribution of Eligible Participants, to provide Eligible Participants with the opportunity to acquire proprietary interests in the Company and to encourage Eligible Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.

#### ***Conditions for adoption of the 2023 Share Scheme***

The adoption of the 2023 Share Scheme will take effect on the date on which the following conditions are fulfilled: (i) the passing of the necessary resolutions by the Shareholders in general meeting of the Company to approve the adoption of the 2023 Share Scheme and to authorise the Board to grant Awards to the Eligible Participants and to allot, issue and deal with the Shares which fall to be issued by the Company in respect of the Awards granted under the 2023 Share Scheme; and (ii) the Listing Committee granting approval to the listing of, and permission to deal in, the Shares to be issued in respect of the Awards under the 2023 Share Scheme.

#### ***Duration of the 2023 Share Scheme***

Unless otherwise terminated in accordance with the terms and conditions contained herein, the 2023 Share Scheme shall be valid and effective for the Scheme Period, after which period no further Award will be granted under the 2023 Share Scheme but in respect of all Awards which have been granted prior to the expiration of the Scheme Period but have not been exercised, the provision of the 2023 Share Scheme shall remain in full force and effect.

---

## LETTER FROM THE BOARD

---

### *Award*

On and subject to the terms of the 2023 Share Scheme, the Board shall be entitled at any time and from time to time within the Scheme Period to offer to grant to any Eligible Participant as the Board may in its absolute discretion select, and subject to such conditions (including but not limited to terms and conditions in relation to vesting, exercise or otherwise) as the Board may think fit provided that such conditions shall not be inconsistent with any other terms and conditions of the 2023 Share Scheme, an Award, the nature and amount of which shall be determined by the Board during the Scheme Period.

An Award may be in the form of (i) the Share Award, being an award which vests in the form of the right to receive such number of Award Shares at the Issue Price or the Actual Selling Price of the Award Shares in cash, as the Board may in its absolute discretion determine in accordance with the terms of the 2023 Share Scheme, which is funded by the issuance of new Shares and/or the purchase of existing Shares by way of on-market transaction; or (ii) the Share Option, being an award which vests in the form of the right to subscribe for such number of Award Shares as the Board may determine during the Exercise Period at the Exercise Price in accordance with the terms of the 2023 Share Scheme, which is funded by the issuance of new Shares.

The Share Award and the Share Option is inherently different by nature. The Issue Price for the Share Award shall be such prices determined by the Board at its discretion, which can be at nil consideration, whereas the Exercise Price of the Share Option shall be at least the higher of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the relevant Offer Date in respect of such Award, which must be a Trading Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Trading Days immediately preceding relevant Offer Date in respect of such Award; or (iii) the nominal value of a Share. Thus, for exercising the Share Options, the Grantees must have immediately available funds for the payments of the Exercise Prices. In addition, the values of the Share Options would be reduced or diminished if the market prices of the Shares decline and in that case, the Share Options are unable to provide incentives to the Grantees. As such, the Directors believe that the proposed grant of Share Awards under the 2023 Share Scheme in addition to the Share Options will provide the Company with greater flexibility to reward, retain and motivate the Eligible Participants, further strengthen the Company's competitiveness in attracting and retaining superior talent and business relationships, and, consequently, to improve performance and achieve sustainable growth for the Company in the changing business environment.

### *Eligible Participants of the 2023 Share Scheme*

Eligible Participants of the 2023 Share Scheme include Employee Participants, Service Provider Participants and Related Entity Participants.

---

## LETTER FROM THE BOARD

---

In determining the basis of eligibility of each Eligible Participant, the Board would take into account a number of factors, including but not limited to the years of service/business relationship between the Eligible Participant and the Group, time commitment, general working performance, working experience, responsibilities and employment conditions according to the prevailing market practice and industry standard, knowledge in the industry and/or business connection or network of the Eligible Participant, contributions or potential contributions made or to be made by the Eligible Participant to the Group which is or is expected to be beneficial to the business development, growth or financial performance or success of the Group, and any other factors as the Board may at its discretion consider appropriate.

The Company principally engaged in e-commerce and distribution of information products, property development as well as property investment and management in the PRC. The Company had not previously granted any options to Related Entity Participants. Despite that Related Entity Participants may not be directly appointed or employed by the members of the Group (who would otherwise be categorised as Employee Participants), the Group considers they are nonetheless valuable resources to the Group given their close corporate and collaborative relationships with the Group, as well as close connection with the Group's business. In addition, the officers and employees of the Related Entities possess the necessary skill, knowledge and experience to support and assist the Group with its development. As such, the Company recognises the importance of their past or future contribution and considers the inclusion of Related Entity Participants as Eligible Participants will provide the Company with the flexibility to provide equity incentives (instead of expending cash resources in the form of monetary consideration) to reward and collaborate with persons who are Related Entity Participants, but who may have exceptional expertise in their field or who may be able to provide valuable expertise and services to the Group or improve the performance of the related entity and enhance the Group's market position in the real estate industry and software and information technology services industry. Further, it is common for the enterprises in the real estate industry and information technology industry to have a close relationship with the Related Entities. Based on the above, the Board (including the independent non-executive Directors) is of the view that the proposed categories of Related Entity Participants are in line with the Company's business needs and the industry norm, desirable and necessary from a commercial perspective and help maintaining or enhancing the competitiveness of the Group.

In assessing the eligibility of Related Entity Participants, the Board will consider, among others, (a) the experience of the Related Entity Participant on the Group's businesses; (b) the Related Entity Participant's expertise and skill, the actual degree of involvement in and/or cooperation with the Group and length of collaborative relationship the Related Entity Participant has established with the Group; (c) the positive impacts brought by, or expected from, the Related Entity Participant on the Group's business development in terms of an increase in turnover or profits and/or an addition of expertise to the Group; (d) whether the Related Entity Participant has assisted the Group in tapping into new markets and/or increased its market share; and (e) the amount of support, assistance,



---

## LETTER FROM THE BOARD

---

guidance, advice, efforts and contributions the Related Entity Participant has exerted and given towards the success of the Group or likely to be able to give or make towards the success of the Group in the future.

Set out below is the identification of each category of Service Provider Participants and their respective additional criteria for determining a person's eligibility under each category:

<b>Category</b>	<b>Eligibility criteria for Service Provider Participant</b>
Distributors, contractors and suppliers	<p>Is, or is anticipated to be going forward, a significant business partner, or otherwise significant to the Group's business, with reference to, among others:</p> <ul style="list-style-type: none"><li>(a) the scale of its historical business dealings with the Group in terms of purchases or sales attributable to it;</li><li>(b) the length of business relationships between the Service Provider Participant and the Group;</li><li>(c) the quality of the goods and/or services provided by the Service Provider Participant; and</li><li>(d) whether the Service Provider Participant has a proven track record of delivering quality goods and/or services,</li></ul> <p>the positive impacts or strategic benefits brought by, or expected from, the Service Provider Participant to the Group's business growth and development in light of the Group's business plan from time to time.</p>
Advisers and consultants	<p>Is, or is anticipated to be going forward, a significant adviser or consultant, or otherwise significant to the Group's business, with reference to, among others:</p> <ul style="list-style-type: none"><li>(a) the expertise, professional qualifications and industry experience of the Service Provider Participant; and</li><li>(b) the length of business relationships or engagement of the Service Provider Participant by the Group,</li></ul> <p>the positive impacts or strategic benefits brought by, or expected from, the Service Provider Participant to the Group's business growth and development in light of the Group's business plan from time to time.</p>

---

## LETTER FROM THE BOARD

---

<b>Category</b>	<b>Eligibility criteria for Service Provider Participant</b>
Agents, business partners and joint venture partners	<p>Is, or is anticipated to be going forward, a significant agent, business partner and joint venture partner, or otherwise significant to the Group's business, with reference to, among others:</p> <ul style="list-style-type: none"><li>(a) the positive impacts, benefits and strategic value brought by or expected from the Service Provider Participant to the Group's growth development in light of the Group's business plan from time to time;</li><li>(b) the scale of the Service Provider Participant's collaboration with the Group and the length of business relationships between the Participant and the Group; and</li><li>(c) the business opportunities and external connections that the Service Provider Participant has introduced or will potentially introduce to the Group.</li></ul>

The Board is of the view that, apart from the contributions of employees and directors of the Group, the success of the Group may also come from the efforts and co-operation of non-employees, including Service Provider Participants, who play a part in the development and continued success of the Group's business and operations, and have contributed or may contribute to the Group in the future by providing services that are of a continuing and recurring nature in the ordinary and usual course of the Group's business. As they are closely connected to and crucial to the Group's day-to-day operations, the Board (including the independent non-executive Directors) consider that the proposed categories of Service Provider Participants are in line with the Company's business needs and the industry norm, desirable and necessary from a commercial perspective and help maintaining or enhancing the competitiveness of the Group.

Based on the above, the Board (including the independent non-executive Directors) considers that (i) the criteria of selection of the Eligible Participants aligns with the purposes of the 2023 Share Scheme because it will enable the Group to preserve its cash resources and use share incentives to encourage persons both inside and outside of the Group to contribute to the Group and align the mutual interests of each party, since through the grant of the Awards, such Eligible Participants and the Group will have a common goal in the growth and development of the Group's business, and they could participate in the future prospect of the Group and share the additional reward through their sustainable contribution; and (ii) the terms of the grants (such as vesting requirements and performance targets, if any) are fair and reasonable and align with the purpose of the 2023 Share Scheme to recognise contributions made and to be made to the growth and development of the Group and the long term interests of the Company and its Shareholders.

---

## LETTER FROM THE BOARD

---

### *Scheme Mandate Limit and Service Provider Sublimit*

As at the Latest Practicable Date, the number of issued Shares was 9,129,669,116 Shares. Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, the total number of Shares which may be issued in respect of all Awards to be granted under the 2023 Share Scheme, together with the options and awards which may be granted under any other share option scheme(s) and share award scheme(s) that involve(s) the issuance of new Shares of the Company will be 912,966,911 Shares, being 10% of the total number of Shares in issue on the Adoption Date.

Within the Scheme Mandate Limit, the Service Provider Sublimit of the 2023 Share Scheme will be 91,296,691 Shares, representing 1% of the total number of Shares in issue on the Adoption Date. The basis for determining the Service Provider Sublimit includes (i) the potential dilution effect arising from grants to Service Provider Participants; (ii) the importance of striking a balance between achieving the purpose of the 2023 Share Scheme and protecting Shareholders from the dilution effect from granting a substantial amount of Awards to Service Provider Participants; (iii) the extent of use of Service Provider Participants in the Group's businesses, the current payment and/or settlement arrangement with Service Provider Participants; (iv) the expected contribution to the development and growth of the Company attributable to Service Provider Participants; and (v) the fact that the Company expects that a majority of Awards will be granted to the Employee Participants and as such there is a need to reserve a larger portion of the Scheme Mandate Limit for grants to the Employee Participants. Given the above, the Directors have made reference to the Individual Limit of 1% and considered that a sublimit of 1% would not lead to an excessive dilution of existing Shareholders' holdings.

Considering that there are no other share schemes involving the granting of new Shares other than the 2023 Share Scheme, the Group's hiring practice and organizational structures and that Service Provider Participants have contributed to the long-term growth of the Company's businesses, the Board is of the view that, despite the Company did not grant any share options or award shares to its Service Provider Participants in the past, the Service Provider Sublimit is appropriate and reasonable after taking into account the Group's business needs, and such limit provides the Group with flexibility to provide equity incentives (instead of expending cash resources in the form of monetary consideration) to reward and collaborate with persons who are not employees or officers of the Group, but who may have exceptional expertise in their field or who may be able to provide valuable expertise and services to the Group, which is in line with the purpose of the 2023 Share Scheme.

### *Vesting Period*

The Vesting Period for Awards under the 2023 Share Scheme shall not be less than twelve (12) months. To ensure the practicability in fully attaining the purpose of the 2023 Share Scheme, the Board and the Remuneration Committee are of the view that (i) there are

---

## LETTER FROM THE BOARD

---

certain instances where a strict twelve (12)-month vesting requirement would not work or would not be fair to the holders of the Awards, such as those set out in the paragraph headed “14. Vesting Period” in Appendix III to this circular; (ii) there is a need for the Company to retain flexibility in certain cases to provide a competitive remuneration package to attract and retain individuals to provide services to the Group, to provide for succession planning and the effective transition of employee responsibilities and to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified; and (iii) the Company should be allowed discretions to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition, and thus should have flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances.

Hence, the Board and the Remuneration Committee are of the view that the shorter Vesting Period prescribed in the paragraph headed “14. Vesting Period” in Appendix III to this circular is in line with the market practice and is appropriate and aligns with the purpose of the 2023 Share Scheme.

### *Vesting conditions, performance targets and clawback mechanism*

Awards granted under the 2023 Share Scheme may be subject to vesting conditions which must be satisfied before an Award shall become vested. The Board may in its absolute discretion determine the vesting conditions (if any) applicable to any Award and specify such vesting conditions in Offer letter of the Award, which may be a time-based vesting condition and/or a performance-based vesting condition requiring the Grantee to meet certain performance target, which may relate to the revenue, the profitability and/or the business goals of the Group or any of its business unit, to be assessed based on such method as the Board may determine in its absolute discretion. After the grant of an Award, the Board may amend any performance target if any event occurs which causes it to consider that the amended performance targets would, in the absolute discretion of the Board, be a more accurate or reasonable measure of the performance of the Grantee. The Directors consider that it may not always be appropriate to impose such conditions (including performance-based vesting condition and/or performance targets) particularly when the purpose of granting the Awards is to remunerate or compensate Eligible Participants for past contributions. The Directors consider that it is more beneficial to the Company to retain the flexibility in setting out the terms and conditions of the Awards under particular circumstances of each grant and facilitate the Board to offer suitable incentives to attract and retain quality personnel that are valuable to the development of the Group. Nevertheless, in determining the basis of eligibility of each Eligible Participant, the Board would also take into account of various factors including but not limited to the performance of the Eligible Participant, and in assessing whether the Eligible Participants has contributed to the growth or development of the Group, the Company will consider major indicators relating to the revenue, the profitability and/or the business goals of the Group or any of its business unit (such as the business performance and financial

---

## LETTER FROM THE BOARD

---

performance of the Group or departmental and individual performance based on the annual performance assessment results) which may vary among the Eligible Participants.

The Board may, at its absolute discretion, determine the occurrence of the applicable clawback event(s) in relation to an Award at the time of the grant of the relevant Award (and shall be stated in the letter containing the Offer of the grant of the Award). The clawback event(s) may include, but not limited to, negligence, fraud, misconduct of the Grantees or where there has been material misstatement or omission in the financial reports of the Group or such other events as the Board may, at its absolute discretion determine.

### *Basis of determination of the Issue Price and the Exercise Price*

For Awards which take the form of Share Awards, the Issue Price for the Awards shall be such price determined by the Board and notified to the Grantee in the letter containing the Offer of the grant of the Award, taking into consideration factors such as the prevailing closing price of the Shares, the purpose of the 2023 Share Scheme, the performance and profile of the relevant Grantee(s). For the avoidance of doubt, the Board may determine the Issue Price to be at nil consideration.

For Awards which take the form of Share Options, the Exercise Price for the exercise of such Share Options shall be such price determined by the Board in their absolute discretion and notified to the Grantee in the Offer letter of the Award but in any case the Exercise Price shall be at least the higher of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the relevant Offer Date in respect of such Award, which must be a Trading Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Trading Days immediately preceding relevant Offer Date in respect of such Award; or (iii) the nominal value of a Share. In the event of fractional prices, the Exercise Price per Share shall be rounded upwards to the nearest whole cent. Without prejudice to the generality of the foregoing, the Board may grant Awards in respect of which the Exercise Price is fixed at different prices for certain periods during the Exercise Period.

The basis is also specified precisely in the 2023 Share Scheme. The Directors consider that such basis will serve to preserve the value of the Company and encourage the Eligible Participants to acquire proprietary interests in the Company.

### *Value of the Awards*

The Directors consider that it is not practicable to state the value of all the Awards that can be granted pursuant to the 2023 Share Scheme as if they had been granted on the Latest Practicable Date as a number of factors crucial for the calculation of the value of the Awards cannot be determined. Such factors include, for example, the Exercise Price, Exercise Period, any Vesting Period and any other terms and conditions that the Board may impose with respect to the Awards. Therefore, the Directors believe that at this stage, any

---

## LETTER FROM THE BOARD

---

calculation of the value of the Awards as at the Latest Practicable Date based on the large number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

### *General*

The Company may establish a Trust and appoint a Trustee to hold Shares for the purposes of (a) holding Award Shares allotted and issued by the Company and reserved for specified Eligible Participants; (b) settling Awards; and (c) taking other actions for the purposes of administering and implementing the 2023 Share Scheme.

The Trustee has not been appointed for the 2023 Share Scheme as at the Latest Practicable Date, and is expected to be appointed prior to the making of any offer for the Awards. None of the connected persons of the Company (including the Directors) will be appointed as the Trustee nor has a direct or indirect interest in the Trustee. As the 2023 Share Scheme is established for a wide scope of participants being the Eligible Participants, so long as the Company's connected persons' aggregate interests in the 2023 Share Scheme are less than 30%, the Trustee (in its capacity as trustee of the Trust) will not become a connected person by virtue of Rule 14A.12(1)(b) of the Listing Rules. The Company will comply with the relevant provisions under Chapter 14A of the Listing Rules where appropriate.

If a Trustee is appointed, the Trust Deed shall provide that the Trustee holding unvested Shares, Returned Shares and any other Shares (save for those Award Shares that have been vested but before transfer or sell by way of on-market transaction) under the 2023 Share Scheme, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given (for such purpose, the Trustee shall not regard the Company as beneficial owner with the right of directing the Trustee to vote).

The Grantees do not have the rights to any of the Award Shares and Related Income until the Award Shares and Related Income are vested unto and transferred to them. The Grantees do not have the rights to direct the Trustee to vote before vesting, and may only give instructions to the Trustee to exercise the voting rights in respect of those Award Shares that have been vested but before transfer or sell by way of on-market transaction pursuant to, and to the extent permitted by, the Trust Deed.

### **Explanation of the terms of the 2023 Share Scheme**

Please see Appendix III to this circular for a summary of the principal terms of the 2023 Share Scheme. This summary serves as an overview of these terms and does not constitute the full reproduction of the terms or a comprehensive list of all the rules under the 2023 Share Scheme.

---

## LETTER FROM THE BOARD

---

### Document on display

A copy of the rules of the 2023 Share Scheme will be 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)) for display for a period of not less than 14 days before the date of the AGM and the rules of the 2023 Share Scheme will be made available for inspection at the AGM.

### VII. AGM

A notice convening the AGM to be held at 10:00 a.m. on Monday, 28 August 2023 at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong, is set out on pages AGM-1 to AGM-6 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 executive Director and independent non-executive Director; (iii) approve the re-appointment of auditor; and (iv) adoption of the 2023 Share Scheme.

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 Saturday, 26 August 2023) 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.

---

## LETTER FROM THE BOARD

---

### VIII. 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 Monday, 28 August 2023, the register of members of the Company will be closed from Wednesday, 23 August 2023 to Monday, 28 August 2023 (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 Tuesday, 22 August 2023.

### IX. 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.

### X. RECOMMENDATIONS

The Directors consider that the resolutions in relation to, among others, (i) re-elect Directors; (ii) approve the appointment of executive Director; (iii) approve the re-appointment of auditor; (iv) grant to the Directors the Share Issue Mandate and the Share Repurchase Mandate; and (v) adoption of the 2023 Share Scheme 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*



---

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

---

*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. Chin Chi Ho, Stanley** (“**Mr. Chin**”), aged 40, is an independent non-executive Director of the Company since 8 October 2021.

Mr. Chin has over 15 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.

---

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

---

**Mr. Chung Wai Man** (“**Mr. Chung**”), aged 64, is an independent non-executive Director of the Company since 8 October 2021.

Mr. Chung has over 24 years of experience in finance and business consulting. Mr. Chung started working in The Kwangtung Provincial Bank in 1976, and his last position before leaving the bank in 1996 was a manager in charge of the Tai Po sub-branch. Subsequently in 1996, Mr. Chung established Raymond Chung Company, a finance and business consulting firm for corporations in Hong Kong. In 2004, he set up another consulting firm, Excel Linker Capital (Asia) Limited, to provide similar consultancy services. Due to duplicity of the business nature, Raymond Chung Company was closed in September 2006. In 2009, Mr. Chung applied to deregister Excel Linker Capital (Asia) Limited as he decided to quit the consultancy services market.

Mr. Chung acted as an independent non-executive director of United Gene High-Tech Group Limited (currently known as Innovative Pharmaceutical Biotech Limited) (stock code: 399) from March 2007 to May 2009, Fu Ji Food and Catering Services Holdings Limited (currently known as Fresh Express Delivery Holdings Group Co., Limited) (stock code: 1175) from June 2011 to July 2013, China Kingstone Mining Holdings Limited (stock code: 1380) from February 2013 to July 2015, Fuguiniao Co., Ltd. (stock code: 1819, the shares of which were delisted on 26 August 2019) from September 2017 to May 2018, Centron Telecom International Holding Ltd. (stock code: 1155, the shares of which were delisted on 1 December 2020) from April 2018 to February 2020, and China Taifeng Beddings Holdings Limited (stock code: 873, the shares of which were delisted on 21 February 2019) from November 2018 to February 2019 and a non-executive director of Arta Techfin Corporation Limited (formerly known as Freeman FinTech Corporation Limited) (stock code: 279) from December 2020 to October 2021, with all of the said companies being companies listed on the Main Board of the Stock Exchange. He acted as an independent non-executive director from January 2009 to August 2013 and a non-executive director from August 2013 to September 2014 of U-RIGHT International Holdings Limited (currently known as Fullsun International Holdings Group Co., Limited) (stock code: 627), a company listed on the Main Board of the Stock Exchange.

Since June 2017, Mr. Chung has been an independent non-executive director of China Huishan Dairy Holdings Company Limited (stock code: 6863, the shares of which were delisted on 23 December 2019). Mr. Chung currently served as an independent non-executive director of Hifood Group Holdings Co., Ltd. (stock code: 442) and an executive director of Silk Road Logistics Holdings Limited (stock code: 988). All of the said companies were companies listed on the Main Board of the Stock Exchange.

Mr. Chung holds a Diploma in Business Management from the Hong Kong Management Association and a Certificate of Bank of China Banking Course.

---

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

---

### PROPOSED APPOINTMENT OF DIRECTOR

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

**Mr. Hou Rui Lin** (“**Mr. Hou**”), aged 61, has over 25 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.

\* *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 15,000,000,000 Shares and the number of Shares in issue were 9,129,669,116.

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 912,966,911 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>2022</b>		
May	0.162	0.162
June	0.162	0.162
July	0.162	0.162
August	0.460	0.103
September	0.131	0.115
October	0.130	0.109
November	0.170	0.100
December	0.120	0.108
<b>2023</b>		
January	0.118	0.108
February	0.117	0.109
March	0.139	0.104
April	0.190	0.118
May	0.169	0.132
June	0.144	0.116
July (up to the Latest Practicable Date)	0.138	0.117

**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 2023) 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	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 ( <i>Note 1</i> )	Interest in a controlled corporation	1,918,000,000	21.01%	23.34%
	Beneficial owner	6,416,155	0.07%	0.08%
	Sub-total	1,924,416,155	21.08%	23.42%
Mr. Wang Guiwu ( <i>Note 2</i> )	Interest in a controlled corporation	1,918,000,000	21.01%	23.34%
Ample Grace ( <i>Notes 1 &amp; 2</i> )	Beneficial owner	1,918,000,000	21.01%	23.34%
Mr. Huang Zhuguang ( <i>Note 3</i> )	Interest in a controlled corporation	1,276,814,973	13.99%	15.54%
廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd.)* ( <i>Note 3</i> )	Interest in a controlled corporation	1,276,814,973	13.99%	15.54%
廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.)* ( <i>Note 3</i> )	Interest in a controlled corporation	1,276,814,973	13.99%	15.54%
Firstunion Animation Technology (HK) Co., Limited ( <i>Note 3</i> )	Beneficial owner	1,276,814,973	13.99%	15.54%
Mr. Oh Choon Gan	Interest in a controlled corporation	1,161,231,129	12.72%	14.13%
Wealth Elite Group Investment Limited	Beneficial owner	1,161,231,129	12.72%	14.13%

\* For identification purpose only

*Notes:*

- (1) Mr. Wong Kai Ho directly holds 6,416,155 Shares and is deemed to be interested in the 1,918,000,000 Shares under the SFO by virtue of his interest in Ample Grace.
- (2) Mr. Wang Guiwu is deemed to be interested in 1,918,000,000 Shares under the SFO by virtue of his interest in Ample Grace.
- (3) Mr. Huang Zhuguang is deemed to be interested in 1,276,814,973 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.
- (4) Mr. Oh Choon Gan is deemed to be interested in 1,161,231,129 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*



*The following is a summary of the principal terms of the 2023 Share Scheme to be considered and approved by Shareholders at the AGM. It does not form part of, nor is it intended to be part of, the 2023 Share Scheme. The Directors reserve the right at any time prior to the AGM to make amendments to the 2023 Share Scheme as they may consider necessary or appropriate provided that such amendments do not conflict in any material aspect with the summary set out in this Appendix.*

- 1. Purpose:** The purpose of this scheme is to recognise and motivate the contribution of Eligible Participants, to provide Eligible Participants with the opportunity to acquire proprietary interests in the Company and to encourage Eligible Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.
  
- 2. Duration:** Ten (10) years commencing from the Adoption Date unless terminated earlier. Upon termination of this scheme, no further Awards will be granted but in respect of all Awards which have been granted but have not been exercised, the provision of this scheme shall remain in full force and effect.
  
- 3. Scheme administration:** This scheme shall be subject to the administration of the Board whose decision (save as otherwise provided therein) shall, subject to compliance with the Listing Rules, be final and binding on all parties.

The Company may establish a Trust and appoint a Trustee to hold Shares for the purposes of (a) holding Award Shares allotted and issued by the Company and reserved for specified Eligible Participants; (b) settling Awards; and (c) taking other actions for the purposes of administering and implementing this scheme. The Company may, to the extent permitted by the Companies Act and the Listing Rules, (a) allot and issue new Shares to the Trustee; (b) direct and procure the Trustee to purchase existing Shares by way of on-market transaction, in either case to satisfy the Awards upon vesting; and (c) provide sufficient funds to the Trustee by whatever means as the Board may in its absolute discretion determine to enable the Trustee to satisfy its obligations in connection with the administration and vesting of the Awards.

If a Trustee is appointed, the Trust Deed shall provide that the Trustee holding unvested Shares, Returned Shares and any other Shares (save for the those Award Shares that have been vested but before transfer or sell by way of on-market transaction) under this scheme, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given (for such purpose, the Trustee shall not regard the Company as beneficial owner with the right of directing the Trustee to vote).

The Grantees do not have the rights to any of the Award Shares and the Related Income until the Award Shares and Related Income are vested unto and transferred to them. The Grantees do not have the rights to direct the Trustee to vote before vesting, and may only give instructions to the Trustee to exercise the voting rights in respect of those Award Shares that have been vested but before transfer or sell by way of on-market transaction pursuant to, and to the extent permitted by, the Trust Deed.

**4. Grant of Award(s):**

On and subject to the terms of this scheme, the Board shall be entitled at any time and from time to time within the Scheme Period to offer to grant to any Eligible Participant as the Board may in its absolute discretion select, and subject to such conditions (including but not limited to terms and conditions in relation to vesting, exercise or otherwise) as the Board may think fit provided that such conditions shall not be inconsistent with any other terms and conditions of this scheme, an Award, the nature and amount of which shall be determined by the Board during the Scheme Period.

An Award may be in the form of:

- (a) an award which vests in the form of the right to receive such number of Award Shares as the Board may determine at the Issue Price or the Actual Selling Price of the Award Shares in cash, as the Board may in its absolute discretion determine in accordance with the terms of this scheme (a "**Share Award**"), which is funded by the issuance of new Shares and/or the purchase of existing Shares by way of on-market transaction; or

- (b) an award which vests in the form of the right to subscribe for such number of Award Shares as the Board may determine during the Exercise Period at the Exercise Price in accordance with the terms of this scheme (a “**Share Option**”), which is funded by the issuance of new Shares.

As soon as practicable after the grant of any Share Award to a Grantee, the Company shall notify the Trustee of:

- (a) the name of such Grantee to whom such a Share Award has been made;
- (b) the number of Award Shares to which such Share Award relates;
- (c) whether the Share Award should be satisfied by the issue of new Shares by the Company or by existing Shares to be acquired by the Trustee by way of on-market transaction; and
- (d) the date or dates on which such Share Award will vest.

**5. Participant(s):** Eligible Participants as determined by the Board from time to time shall be eligible to participate in this scheme, who could be:

- (a) ***Employee Participant(s)***, being any directors (including executive directors, non-executive directors and independent non-executive directors), chief executive and employees (full-time or part-time) of the Company or any of its subsidiaries (including persons who are granted Awards under this scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries).
- (b) ***Related Entity Participant(s)***, being the directors, chief executive and employees of the holding companies, fellow subsidiaries or associated companies of the Company.

- (c) *Service Provider Participant(s)*, being any person(s) (whether a natural person, a corporate entity or otherwise) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interest of the long-term growth of the Group, including (a) suppliers of services to any member of the Group; and (b) advisers (professional or otherwise) or consultants to any area of business or business development of any member of the Group, but for the avoidance of doubt excludes (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisition; and (ii) professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity.

No person who is:

- (a) resident in a place where the grant, acceptance or exercise of an Award pursuant to this scheme is not permitted under, or contrary to, the laws and regulations of such place; or
- (b) where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person,

shall be entitled to participate in this scheme and such person shall therefore not be an Eligible Participant for the purposes of this scheme. Additionally, no Award shall be granted to any Eligible Participant under the following circumstances:

- (a) if any member of the Group is required under applicable laws, rules or regulations to issue a prospectus or other offer documents in respect of such grant or this scheme;
- (b) where such grant or dealing in the Shares in respect of such grant would result in a breach by any member of the Group or any of its directors of any applicable laws, rules, regulations or codes in any jurisdiction from time to time;
- (c) circumstances where the requisite approval from any applicable governmental or regulatory authority has not been obtained, provided that to the extent permissible in accordance with applicable laws, rules and regulations, an Award may be made conditional upon such approval being obtained;

- (d) in circumstances which would result in a breach of the Scheme Mandate Limit, provided that to the extent permissible in accordance with applicable laws, rules and regulations, an Award may be made conditional upon the Scheme Mandate Limit being refreshed or approval of Shareholders being otherwise obtained; or
- (e) where such Award is to a connected person and, under the Listing Rules, requires the specific approval of Shareholders, until such approval of Shareholders is obtained provided that to the extent permissible in accordance with applicable laws, rules and regulations, an Award may be made conditional upon such specific shareholder approval being obtained.

***Criteria for determining the eligibility of Eligible Participants:***

The Board would take into account a number of factors, including but not limited to the years of service/business relationship between the Eligible Participant and the Group, time commitment, general working performance, working experience, responsibilities and employment conditions according to the prevailing market practice and industry standard, knowledge in the industry and/or business connection or network of the Eligible Participant, contributions or potential contributions made or to be made by the Eligible Participant to the Group which is or is expected to be beneficial to the business development, growth or financial performance or success of the Group, and any other factors as the Board may at its discretion consider appropriate.

***Additional criteria for determining the eligibility of Related Entity Participants:***

In assessing the eligibility of Related Entity Participants, the Board will consider, among others:

- (a) the experience of the Related Entity Participant on the Group's businesses;
- (b) the Related Entity Participant's expertise and skill, the actual degree of involvement in and/or cooperation with the Group and length of collaborative relationship the Related Entity Participant has established with the Group;

- (c) the positive impacts brought by, or expected from, the Related Entity Participant on the Group’s business development in terms of an increase in turnover or profits and/or an addition of expertise to the Group;
- (d) whether the Related Entity Participant has assisted the Group in tapping into new markets and/or increased its market share; and
- (e) the amount of support, assistance, guidance, advice, efforts and contributions the Related Entity Participant has exerted and given towards the success of the Group or likely to be able to give or make towards the success of the Group in the future.

The categories of Service Provider Participants and their respective additional criteria for determining the eligibility are set out as follows:

<b>Category</b>	<b>Eligibility criteria for Service Provider Participant</b>
Distributors, contractors and suppliers	<p>Is, or is anticipated to be going forward, a significant business partner, or otherwise significant to the Group’s business, with reference to, among others:</p> <ul style="list-style-type: none"> <li>(a) the scale of its historical business dealings with the Group in terms of purchases or sales attributable to it;</li> <li>(b) the length of business relationships between the Service Provider Participant and the Group;</li> <li>(c) the quality of the goods and/or services provided by the Service Provider Participant; and</li> <li>(d) whether the Service Provider Participant has a proven track record of delivering quality goods and/or services,</li> </ul> <p>the positive impacts or strategic benefits brought by, or expected from, the Service Provider Participant to the Group’s business growth and development in light of the Group’s business plan from time to time.</p>

<b>Category</b>	<b>Eligibility criteria for Service Provider Participant</b>
Advisers and consultants	<p>Is, or is anticipated to be going forward, a significant adviser or consultant, or otherwise significant to the Group's business, with reference to, among others:</p> <ul style="list-style-type: none"><li>(a) the expertise, professional qualifications and industry experience of the Service Provider Participant; and</li><li>(b) the length of business relationships or engagement of the Service Provider Participant by the Group,</li></ul> <p>the positive impacts or strategic benefits brought by, or expected from, the Service Provider Participant to the Group's business growth and development in light of the Group's business plan from time to time.</p>
Agents, business partners and joint venture partners	<p>Is, or is anticipated to be going forward, a significant agent, business partner and joint venture partner, or otherwise significant to the Group's business, with reference to, among others:</p> <ul style="list-style-type: none"><li>(a) the positive impacts, benefits and strategic value brought by or expected from the Service Provider Participant to the Group's growth development in light of the Group's business plan from time to time;</li><li>(b) the scale of the Service Provider Participant's collaboration with the Group and the length of business relationships between the Participant and the Group; and</li><li>(c) the business opportunities and external connections that the Service Provider Participant has introduced or will potentially introduce to the Group.</li></ul>

6. **Scheme Mandate Limit and Service Provider Sublimit:** *Scheme Mandate Limit:*
- The total number of Shares which may be issued in respect of all Awards to be granted under this scheme, together with the options and awards which may be granted under any other share option scheme(s) and share award scheme(s) that involve(s) the issuance of new Shares of the Company (the “**Scheme Mandate Limit**”) shall not exceed 10% of the total number of Shares in issue as at the Adoption Date, being 912,966,911 Shares (assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date). The Company may obtain approval from its Shareholders for refreshing the Scheme Mandate Limit pursuant to the rules relating to this scheme.

*Service Provider Sublimit:*

The total number of Shares which may be issued to the Service Provider Participant(s) in respect of all Awards to be granted under this scheme together with the options and awards which may be granted under any other share option scheme(s) and share award scheme(s) of the Company that involve(s) the issuance of new Shares (the “**Service Provider Sublimit**”) shall not exceed 1% of the total number of Shares in issue as at the Adoption Date, being 91,296,691 Shares (assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date), which is set within the Scheme Mandate Limit. The Company may obtain approval from its Shareholders for refreshing the Service Provider Sublimit pursuant to the rules relating to this scheme.

For the avoidance of doubt, Awards lapsed in accordance with the terms of this scheme or any other share option schemes or share award schemes of the Company under which such options or awards are granted, as the case may be, shall not be counted for the purpose of calculating whether the Scheme Mandate Limit and/or the Service Provider Sublimit has been exceeded.



7. **Refreshing the scheme limit and sublimit:** The Company may seek approval of the Shareholders in general meetings to refresh the Scheme Mandate Limit and the Service Provider Sublimit after three years from the Adoption Date or the last refreshment. Awards already granted under this scheme and any other share schemes of the Company (including those vested, outstanding, cancelled or lapsed in accordance with its terms or exercised) shall not be counted for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit as refreshed.

Any refreshment within any three-year period, to the extent required by the Listing Rules, shall be approved by the Shareholders subject to that:

- (a) any controlling Shareholders and their associates (or if there is no controlling Shareholder, directors (excluding independent non-executive directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting; and
- (b) the Company must comply with the requirements under Rules 13.39(6), 13.39(7), 13.40, 13.41 and 13.42 of the Listing Rules.

The above requirements do not apply if the refreshment is made immediately after an issue of Shares by the Company to the Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the total number of Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit immediately before the issue of Shares, rounded to the nearest whole Share.

8. **Maximum entitlement of each Eligible Participant:** The maximum number of Shares in respect of which Awards may be granted to a single Eligible Participant under this scheme in any 12-month period up to and including the date of such grant shall not (when aggregated with any Shares in respect of any options and awards under any other share option scheme(s) and share award scheme(s) but excluding those which have lapsed in accordance with terms of the relevant scheme(s)) exceed 1% of the Shares in issue (the “**Individual Limit**”), unless the Company obtains an approval from its Shareholders.

The Company may seek separate approval by its Shareholders in general meeting for granting Awards to a single Eligible Participant beyond the Individual Limit, provided that:

- (a) such Eligible Participant and his/her/its close associates (or associates if the Eligible Participant is a connected person of the Company) abstains from voting on the relevant resolution;
- (b) the Company sends to its Shareholders a circular containing the identity of such Eligible Participant, the number and terms of the Awards to be granted (and options and awards previously granted to such Eligible Participant in the 12-month period) and all such other information as may be required under the Listing Rules; and
- (c) the number and terms of the Awards to be granted to such Eligible Participant must be fixed before Shareholders' approval.

In respect of any such Awards to be granted, the date of the meeting or resolution of the Board for proposing and approving such further grant should be taken as the date of grant for the purpose of calculating the Exercise Price.

**9. Further approval requirements:**

Any grant of an Award to a director, chief executive, substantial Shareholder of the Company or any of their respective associates under this scheme must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the proposed Grantee of the Award).

Where a grant of an Award is proposed to be granted to an independent non-executive director or a substantial Shareholder of the Company or any of their respective associates and the proposed grant of such Award, will result in the Shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of this scheme, other share option scheme and the share award scheme of the Company) to such person(s) in the past twelve (12) months period up to and including the date of such grant representing in aggregate over 0.1% of the total Shares in issue for the time being, then the proposed grant of Award must be subject to approval by Shareholders on a poll in a general meeting where the proposed Grantee, his/her/its associates and all core connected person(s) of the Company must abstain from voting in favour (except where such person(s) intend(s) to vote against the proposed grant of Awards and his/their intention to do so has been stated in the circular). A Shareholders' circular must be prepared by the Company in accordance with the Listing Rules, including but not limited to explaining the proposed grant of Award, disclosing the number of Award Shares and terms of the Awards proposed to be granted to each such Eligible Participant, the views of the independent non-executive directors of the Company (excluding any independent non-executive director of the Company who is the proposed Grantee of the Award) as to whether the terms of the grant are fair and reasonable and whether such grant is in the interests of the Company and Shareholders as a whole, and their recommendation to the independent Shareholders as to voting and all other information required under the Listing Rules.

**10. Acceptance:**

Unless otherwise specified in the letter containing the Offer of the grant of the Award, an Award shall be deemed to have been granted and accepted when the duplicate letter comprising acceptance of the Award duly signed by the Grantee together with a remittance in favour of the Company of HK\$1 or any other amount as determined by the Board by way of consideration for the grant thereof is received by the Company by 5:00 p.m. on or before the twenty-first (21st) Business Day following the Offer Date. Such remittance shall in no circumstances be refundable.

**11. Issue Price and Exercise Price:** For Awards which take the form of Share Awards, the Issue Price for the Awards shall be such price determined by the Board and notified to the Grantee in the letter containing the Offer of the grant of the Award, taking into consideration factors such as the prevailing closing price of the Shares, the purpose of the Scheme, the performance and profile of the relevant Grantee(s). For the avoidance of doubt, the Board may determine the Issue Price to be at nil consideration.

For Awards which take the form of Share Options, the Exercise Price for the exercise of such Share Options shall be such price determined by the Board in their absolute discretion and notified to the Grantee in the letter containing the Offer of the grant of the Award but in any case the Exercise Price shall be at least the higher of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the relevant Offer Date in respect of such Award, which must be a Trading Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Trading Days immediately preceding relevant Offer Date in respect of such Award; or (iii) the nominal value of a Share. In the event of fractional prices, the Exercise Price per Share shall be rounded upwards to the nearest whole cent. Without prejudice to the generality of the foregoing, the Board may grant Awards in respect of which the Exercise Price is fixed at different prices for certain periods during the Exercise Period. The Exercise Price shall also be subject to any adjustments made in accordance with a situation contemplated under paragraph 25 below.

**12. Exercise Period:** The Board may in its absolute discretion determine and notify the Grantee during which the Grantee may exercise the Share Option, save that such period shall not be more than ten (10) years from the Offer Date and the Board may provide restrictions on the exercise of the Share Option during the period the Share Option may be exercised.

- 13. Issue of Shares to the Trustee and acquisition of Shares by the Trustee:** The Board shall determine on the Offer Date whether the Share Awards shall be satisfied by the allotment and issue of new Shares or the acquisition of existing Shares by way of on-market transaction. For the purposes of satisfying the Share Awards granted, the Company shall, as soon as reasonably practicable and no later than 30 Business Days from the Offer Date, (i) in the case of the Board having determined that the Share Awards shall be satisfied by the allotment and issue of new Share, allot and issue new Shares to the Trustee; (ii) in the case of the Board having determined that the Share Awards shall be satisfied by the acquisition of existing Shares by way of on-market transactions, transfer to the Trustee the necessary funds and instruct the Trustee to acquire existing Shares by way of on-market transaction at the prevailing market price; and/or (iii) instruct the Trustee whether or not to apply any Returned Shares to satisfy any Share Awards granted. For the avoidance of doubt, the Company may provide terms and conditions relating to the acquisition of Shares in the instructions to the Trustee. The costs of such allotment or purchase of Shares shall be borne by the Company.
- 14. Vesting Period:** The Vesting Period for Awards shall not be less than twelve (12) months, provided that the Board, may at its discretion, grant Awards to the Employee Participants with a shorter Vesting Period under such circumstances the Board may consider appropriate and in alignment with the purposes of this scheme, including but not limited to the following:
- (a) Awards to new joiners to replace the share awards or options they forfeited when leaving the previous employer and the Vesting Period reflects the remainder of the vesting period on the forfeited awards or options that was left to run;
  - (b) Awards to reward the Employee Participants who had contributed materially towards the Group;
  - (c) Awards granted to Employee Participants who had ceased employment with any member of the Group due to illness, disability, death or occurrence of any out of control event;
  - (d) Awards with performance-based vesting conditions in lieu of time-based vesting criteria which allows flexibility for the Company to reward exceptional performers who fulfilled the performance targets in less than twelve (12) months;

- (e) grants that are made in batches during a year for administrative and compliance reasons (for example, separate approval by its Shareholders in general meeting for granting Awards in certain circumstances pursuant to the Listing Rules, which may include Awards that should have been granted earlier but had to wait for a subsequent batch), in which case the Vesting Date may be adjusted to take into account of the time from which Award would have been granted if not for such administrative or compliance requirements, this allows flexibility for the Company to reward past contribution which may otherwise be neglected due to administrative or compliance reasons and is in line with the purpose of this scheme to recognise and motivate the contribution of Eligible Participants; and
- (f) Awards with a mixed or accelerated vesting schedule such as where Awards may vest evenly over a period of twelve (12) months (for example, for such Awards with performance-based vesting conditions and/or performance targets, the Company will allow such mixed or accelerated vesting schedule for exceptional performers who have complied with such performance-based vesting conditions and/or performance targets).

**15. Vesting conditions and performance targets:**

Awards granted under this scheme may be subject to vesting conditions which must be satisfied before an Award shall become vested. The Board may in its absolute discretion determine the vesting conditions (if any) applicable to any Award and specify such vesting conditions in the letter containing the Offer of the grant of the Award, which may be a time-based vesting condition and/or a performance-based vesting condition requiring the Grantee to meet certain performance target, which may relate to the revenue, the profitability and/or the business goals of the Group or any of its business unit, to be assessed based on such method as the Board may determine in its absolute discretion. After the grant of an Award, the Board may in its absolute discretion amend any performance target if any event occurs which causes it to consider that the amended performance targets would, in the absolute discretion of the Board, be a more accurate or reasonable measure of the performance of the Grantee.

- 16. Restriction on the time of grant of Awards and/or purchase of shares:**
- No Offer shall be made by the Board in the following periods (the “**Restriction Periods**”):
- (a) for so long as the Shares are listed on the Stock Exchange, the Company may not grant any Awards after Inside Information has come to its knowledge until (and including) the Trading Day after it has announced the Inside Information. In particular, the Company may not grant any Awards during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules) and ending on the date of the results announcement.
  - (b) the Board may not make any Offer to an Eligible Participant who is subject to the Model Code for Securities Transactions by Directors of Listed Companies prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company during the period or times in which such Eligible Participant is prohibited from dealing in Shares pursuant to such dealing restrictions.

The Company shall not direct and give instructions to the Trustee to purchase existing Shares by way of on-market transaction during the Restriction Periods.

- 17. Vesting of Share Awards:**
- For the purposes of vesting of the Share Awards, the Board may either:
- (a) direct and procure the Trustee to release from the Trust the Shares to the Grantees by transferring the number of Shares so vested to the Grantees in such manner as may be determined by it from time to time; or

- (b) if, based on advice from a legal or tax adviser engaged by the Company, the Board considers in its absolute opinion that (i) it is not practicable for such Grantee to receive the vested Shares as set out in the vesting notice solely due to legal or regulatory restrictions with respect to such Grantee's ability to receive the vested Shares or the Trustee's ability to give effect to any such transfer to such Grantee, or (ii) the tax position of the Company or such Grantee would be adversely affected if such Grantee receives the vested Shares, the Board will direct and procure the Trustee to sell by way of on-market transaction at the prevailing market price, the number of Shares so vested in respect of such Grantee and pay such Grantee the net proceeds in cash arising from such sale based on the Actual Selling Price of such Shares.

Notwithstanding the above, if the Company, the Trustee or any relevant Grantee would or might be prohibited from dealing in Shares by the Listing Rules, or any other applicable laws or regulations at the time when the Shares would otherwise have been allotted, issued, transferred or sold (as the case may be) under those provisions, the allotment, issue, transfer or sale shall occur as soon as possible after the date when such dealing is permitted by the Listing Rules, or the applicable laws or regulations.

Notwithstanding any contrary provisions herein contained, the rights of the Grantee to have the relevant Award Shares and the Related Income to be transferred to he/she/it upon vesting is subject to the Grantee having paid to the Trustee the Issue Price (if any) and the Vesting Expenses (as applicable). In the event that the Trustee does not receive the relevant Issue Price and the relevant Vesting Expenses within twenty one (21) Business Days after the vesting of the Share Award (or any part thereof), the Share Award (or any part thereof) which would have otherwise been vested but for this paragraph shall automatically lapse and the relevant Award Shares and Related Income shall be deemed to be Returned Shares and Cash Income respectively for the purpose of this scheme.



**18. Rights on  
ceasing  
employment or  
death:**

In the event of the Grantee, being an employee at the date of grant or subsequently becomes an employee after the date of grant, ceasing to be an employee:

- (a) for any reason other than his/her retirement, death or the termination of his/her employment or directorship with the Group on one or more of the grounds specified in paragraph 26(e) below, (i) in the case of Share Options, the Grantee may exercise the Share Options up to his/her entitlement at the date of cessation (to the extent which has become exercisable and not already lapsed or exercised) within the period of three months following the date of such cessation; and (ii) in the case of Share Awards, unless otherwise determined by the Board at its discretion, any Share Award which has not vested prior to the date of cessation shall automatically lapse forthwith and all the Award Shares under such Share Award and the Related Income shall not vest on the relevant Vesting Date and such Award Shares shall become Returned Shares whereas the Related Income shall be treated as Cash Income for the purposes of this scheme;
  
- (b) by reason of his/her retirement (provided that none of the events which would be a ground for termination of his/her employment or directorship with the Group under paragraph 26(e) below arises prior to his/her retirement), (i) in the case of Share Options, the Grantee shall be entitled within a period of twelve (12) months, or such other period as determined by the Board, from the date of retirement to exercise the Share Options up to the entitlement of such Grantee as at the date of retirement (to the extent which has become exercisable and not already lapsed or exercised); and (ii) in the case of Share Awards, unless otherwise determined by the Board at its discretion, any Share Award which has not vested prior to the date of retirement shall automatically lapse forthwith and all the Award Shares under such Share Award and the Related Income shall not vest on the relevant Vesting Date and such Award Shares shall become Returned Shares whereas the Related Income shall be treated as Cash Income for the purposes of this scheme; or

(c) by reason of the death of the Grantee (provided that none of the events which would be a ground for termination of his employment or directorship with the Group under paragraph 26(e) below arises prior to his/her death, in the case the Grantee is an employee at the date of grant), (i) in the case of Share Options, the legal personal representative(s) of the Grantee shall be entitled within a period of twelve (12) months from the date of death to exercise the Share Options up to the entitlement of such Grantee as at the date of death (to the extent which has become exercisable and not already lapsed or exercised); and (ii) in the case of Share Awards, unless otherwise determined by the Board at its discretion, any Share Award which has not vested prior to the date of death shall automatically lapse forthwith and all the Award Shares under such Share Award and the Related Income shall not vest on the relevant Vesting Date and such Award Shares shall become Returned Shares whereas the Related Income shall be treated as Cash Income for the purposes of this scheme,

or, if any of the events referred to in paragraphs 20 to 22 below occurs during such period, within the period stipulated in paragraphs 20 to 22 below instead of any the abovementioned period.

**19. Rights on  
cessation of  
Related Entity  
Participant or  
Service Provider  
Participant:**

In the event that the Grantee who is a Related Entity Participant or Service Provider Participant ceases to be an Eligible Participant by reason of any one or more of the following grounds:

- (i) in the case of the Grantee who is a Related Entity Participant, that he/she ceases to be associated with the Related Entity as a result of resignation, termination, dismissal, retirement or cessation to be an employee of the Related Entity for any other reason other than death;
- (ii) that in the event of the death of the Grantee (provided that none of the reasons for cessation to be an employee of the Related Entity under (i) above arises prior to his/her death, in the case (i) applies);
- (iii) that there has been a breach of contract entered into between the Grantee and any member of the Group;
- (iv) that the Grantee's engagement or appointment has been terminated in the sole and absolute opinion of the Board;

- (v) that the Board, in its sole and absolute opinion, believes that the Grantee is no longer contributing to the development or success of the Group, or has become a competitor of any member of the Group;
- (vi) that the Grantee has become bankrupt or insolvent or made any arrangement or composition with his creditors generally;
- (vii) that the Grantee has committed any serious misconduct; or
- (viii) that the Grantee has been convicted of any criminal offence (other than an offence which, in the sole and absolute opinion of the Board, does not bring the Grantee or any member the Group into disrepute),

(for (i), (iii) to (viii) above) the Award shall lapse on the date of the Board's determination, (a) in the case of Share Options, the Share Option (to the extent vested but not already exercised) shall not be exercisable; and (b) in the case of Share Awards, the relevant Award Shares and Related Income shall not vest on the relevant Vesting Date but shall become Returned Shares and Cash Income respectively for the purposes of this scheme; and

(for (ii) above) (a) in the case of Share Options, the legal personal representative(s) of the Grantee shall be entitled within a period of twelve (12) months from the date of death to exercise the Share Options up to the entitlement of such Grantee as at the date of death (to the extent which has become exercisable and not already lapsed or exercised); and (b) in the case of Share Awards, unless otherwise determined by the Board at its discretion, any Share Award which has not vested prior to the date of death shall automatically lapse forthwith and all the Award Shares under such Share Award and the Related Income shall not vest on the relevant Vesting Date and such Award Shares shall become Returned Shares whereas the Related Income shall be treated as Cash Income for the purposes of this scheme.

**20. Rights on takeover:**

If a general offer (whether by way of takeover offer, share repurchase offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), (i) in the case of Share Options, on the condition that such offer becomes or is declared unconditional prior to the expiry of the Exercise Period, the Grantee (or, as the case may be, his/her legal personal representative(s)) shall be entitled to exercise his/her Share Options granted (to the extent not already exercised) in whole or in part (but if in part only, in respect of a board lot or any integral multiple thereof) at any time within fourteen (14) days after the date on which the offer becomes or is declared unconditional; and (ii) in the case of Share Awards, unless the Board shall in its sole and absolute discretion determine otherwise, all the Award Shares and the Related Income in respect of the Share Awards shall immediately vest on the date on which the offer becomes or is declared unconditional and such date shall be deemed to be the Vesting Date, subject to payment of the relevant Issue Price and Vesting Expenses (if any).

**21. Rights on winding-up:**

In the event that a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as or soon after it dispatches such notice to each member of the Company, give notice thereof to all Grantees and thereupon, (i) in the case of Share Options, each Grantee (or where permitted under paragraph 18(c) above, his/her legal personal representative(s)) shall be entitled to exercise his/her Share Options granted (to the extent not already exercised) in whole or in part (but if in part only, in respect of a board lot or any integral multiple thereof) at any time not later than five (5) Business Days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate Exercise Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than 3:00 p.m. on the Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Grantee credited as fully paid; and (ii) in the case of the Share Awards, the number of Award Shares and the amount of the Related Income which shall vest and the date on which any such vesting will occur shall be determined by the Board in its absolute discretion, and the Company shall notify the Grantee of the extent to which his/her Share Awards and Related Income will vest, and the date on which any such vesting, subject to payment of the relevant Issue Price and Vesting Expenses (if any).

**22. Rights on  
compromise or  
arrangement  
between the  
Company and  
its members or  
creditors:**

If a compromise or arrangement between the Company and its members or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all Grantees on the same date as it despatches to each member or creditor of the Company a notice summoning the meeting to consider such a compromise or arrangement, and thereupon (i) in the case of Share Options, each Grantee (or where permitted under paragraph 18(c) above, his/her legal personal representative(s)) shall be entitled to exercise his/her Share Options granted (to the extent which it has become exercisable and has not already been exercised) in whole or in part (but if in part only, in respect of a board lot or any integral multiple thereof) at any time no later than five (5) Business Days prior to the date of the meeting directed to be convened by the court for the purposes of considering such compromise or arrangement by notice in writing to Company, accompanied by a remittance for the full amount of the aggregate Exercise Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as practicable and, in any event, no later than 3:00 p.m. on the Business Day immediately prior to the date of the proposed general meeting, allot and issue the relevant Shares to the Grantee credited as fully paid; and (ii) in the case of Share Awards, the number of Award Shares and the amount of the Related Income which shall vest and the date on which any such vesting will occur shall be determined by the Board in its absolute discretion, and the Company shall notify the Grantee of the extent to which his/her Share Awards and Related Income will vest, and the date on which any such vesting, subject to payment of the relevant Issue Price and Vesting Expenses (if any).

With effect from the date of such meeting, the rights of all Grantees to exercise their respective Share Options or vesting their Share Awards shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Share Options and all the Share Awards shall, to the extent that they have not been exercised or vested, lapse and determine. The Board shall endeavour to procure that the Shares issued as a result of the exercise of Share Options or vesting of the Share Awards under this paragraph shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the court (whether upon the terms presented to the court or upon any other terms as may be approved by such court) the rights of Grantees with respect to their Share Options or Share Awards shall with effect from the date of the making of the order by the court be restored in full but only up to the extent not already exercised and shall thereupon become exercisable (but subject to the other terms of this scheme) (provided that the Exercise Period shall accordingly be extended by the length of the period of the suspension) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension, unless any such loss or damage shall have been caused by the act, neglect, fraud or wilful default on the part of the Company or any of its officers.

**23. Clawback:**

The Board may, at its absolute discretion, determine the occurrence of the applicable clawback event(s) in relation to an Award at the time of the grant of the relevant Award (and shall be stated in the letter containing the Offer of the grant of the Award); and pursuant thereto, determine:

- (a) the unexercised portion of the Share Options or the unvested portion of the Share Awards shall be forfeited wholly or in part;
- (b) the date on which the Share Options or Share Awards (or any part thereof) is vested will be delayed for such period as the Board may determine;
- (c) the exercise of the Share Options or the vesting of the Share Awards will be subject to any additional conditions imposed by the Board;

- (d) transfer to or to the order of the Company or as otherwise directed some or all of the Shares previously issued or transferred to the Grantee as a result of the exercise of Share Options or vesting of the Share Awards (the “**Clawback Shares**”);
- (e) repay to or to the order of the Company some or all of the cash amounts previously paid to the Grantee in respect of the Clawback Shares; and/or
- (f) pay to or to the order of the Company an amount equal to the sale proceeds of or the value of some or all of the Clawback Shares.

The clawback event(s) may include, but not limited to, negligence, fraud, misconduct of the Grantees or where there has been material misstatement or omission in the financial reports of the Group or such other events as the Board may, at its absolute discretion determine.

**24. Rights attached to the Awards:**

The Shares to be allotted upon the exercise of a Share options or for stratifying the Share Awards will be subject to all the provisions of the Bye-laws of the Company for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue on the date of allotment and accordingly will entitle the holders of Awards to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date of allotment.

The Grantee has no right in the Award Shares underlying an Award and the Related Income unless and until such Shares are actually issued to the Grantee upon the exercise of the Share Option or such Award Shares are actually vested unto and transferred to the Grantee under the Share Award. No Grantee shall enjoy any of the rights of a Shareholder (including the right to vote at general meeting of the Company or to receive any dividends or distributions in respect of any Awarded Shares) unless and until the Awarded Shares are actually issued or transferred (as the case may be) to the Grantee as aforesaid save as otherwise provided for hereunder.

The Grantees do not have any rights to any of the Related Income until the Award Shares and Related Income are vested unto and transferred to them.

**25. Reorganisation  
of capital  
structure:**

In the event of any alteration in the capital structure of the Company (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party) pursuant to a capitalisation issue (including an issue of scrip dividend), rights issue, open offer, sub-division or consolidation of Shares or reduction of capital of the Company, such corresponding alterations (if any) shall be made in respect to (i) the number of Shares comprising the Scheme Mandate Limit or Service Provider Sublimit, provided that in the event of any Share subdivision or consolidation, the Scheme Mandate Limit and Service Provider Sublimit as a percentage of the total issued Shares of the Company at the date immediately before any consolidation or subdivision shall be the same on the date immediately after such consolidation or subdivision, rounded to the nearest whole Share; (ii) the number of Shares comprised in each Award to the extent any Award has not been vested or exercised; and/or (iii) the Exercise Price of any Share Option or Issue Price of any Share Award, provided that:

- (a) any alteration shall be made on the basis that the proportion of the issued share capital of the Company to which a Grantee is entitled after such alteration shall remain the same (rounded to the nearest whole Share) as to which he/she/it was entitled before such alteration;
- (b) no such alteration shall be made the effect of which would be to enable any Share to be issued at less than its nominal value or to increase the proportion of the issued share capital of the Company for which any Grantee would have been entitled to subscribe or receive had he/she/it exercised all the Share Options held by him/her/it or had all the Share Awards been vested immediately prior to such adjustments; and
- (c) no alteration shall be made to the advantage of any Grantee without specific prior approval by the Shareholders.

In respect of any such adjustments, other than any made on a capitalisation issue, an independent financial adviser or the auditors for the time being of the Company shall confirm in writing to the Board to be in their opinion fair and reasonable and in accordance with, either generally or as regards any particular Grantee that any such alterations shall satisfy the requirements mentioned above and those set out in the note to Rule 17.03(13) of the Listing Rules.



Without prejudice to the above, unless otherwise instructed by the Board:

- (a) in the event of the Company undertaking a rights issue, the Trustee shall sell the nil-paid rights allotted to it, and hold the net proceeds of sale as (i) the Related Income or Cash Income as may be directed by the Board in its absolute discretion (for the cash income derived from Award Shares) or (ii) Cash Income (for the cash income derived from Returned Shares);
- (b) in the event of the Company issuing bonus warrants in respect of any Shares which are held by the Trustee, the Trustee shall not subscribe for any new Shares by exercising any of the subscription rights attached to the bonus warrants, and shall sell the bonus warrants created and granted to it within a reasonable period of time, and hold the net proceeds of sale of such bonus warrants as (i) the Related Income or Cash Income as may be directed by the Board in its absolute discretion (for the cash income derived from Award Shares) or (ii) Cash Income (for the cash income derived from Returned Shares);
- (c) in the event of the Company undertaking a scrip dividend scheme, the Trustee shall elect to receive the cash component, and hold such cash dividend received as (i) the Related Income or Cash Income as may be directed by the Board in its absolute discretion (for the cash income derived from Award Shares) or (ii) Cash Income (for the cash income derived from Returned Shares);
- (d) in the event of other non-cash and non-scrip distributions made by the Company in respect of the Shares held under the Trust, the Trustee shall sell such distribution and the net sale proceeds thereof shall be held as (i) the Related Income or Cash Income as may be directed by the Board in its absolute discretion (for net sale proceeds derived from the sale of distributions in respect of Award Shares) or (ii) Cash Income (for net sale proceeds derived from the sale of distributions in respect of the Returned Shares).

**26. Lapse of Awards:**

Without prejudice to the authority of the Board, an Award shall lapse automatically on the earliest of:

- (a) the expiry of the applicable Exercise Period;
- (b) the expiry of any of the periods referred to in paragraphs 18 and 20 above;

- (c) the occurrence of the relevant event referred to in paragraph 19 above;
- (d) subject to paragraph 21 above, the date of the commencement of the winding-up of the Company;
- (e) in the case the Grantee is an employee at the date of grant or subsequently becomes an employee after the date of grant, the date on which the Grantee ceases to be any employee by reason of the termination of his/her employment or directorship with the Group on any one or more of the grounds that he/her has been guilty of misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offence involving his/her integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his/her employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Company or the relevant Subsidiary. A resolution of the Board (or a duly authorised committee thereof) of the Company, or of the relevant subsidiary to the effect that employment of a Grantee has or has not been terminated on one or more of the grounds specified herein shall be conclusive and binding on the Grantee;
- (f) subject to the proposed compromise or arrangement becoming effective, the expiry of the period referred to in paragraph 22 above;
- (g) the date on which the Grantee commits a breach in relation to the rule relating to transferability under paragraph 29 below;
- (h) the date on which the Award is lapsed in accordance with paragraph 17;
- (i) the date on which the Award is cancelled by the Board in accordance with paragraph 27;
- (j) the non-acceptance of the offer of the grant of an Award by 5:00 p.m. on or before the twenty-first (21st) Business Day following the Offer Date in the manner indicated in the rules of this scheme; or

- (k) in respect of an Award which are subject to performance targets or other vesting conditions, the date on which the conditions to vesting are not capable of being satisfied.

The relevant Award Shares and Related Income in respect of the Award (or any part thereof) lapsed hereunder shall not vest on the relevant Vesting Date but shall become Returned Shares and Cash Income respectively for the purposes of this scheme.

**27. Cancellation of Awards:**

The Board may (i) with the approval of the relevant Grantees cancel any Award granted but not exercised; and (ii) cancel any Award granted to potential Employee Participant as an inducement to enter into employment contracts with the Company or any of its subsidiaries, if such Employee Participant ultimately does not join the Company or any of its subsidiaries. Where the Company cancels Awards and makes an Offer of the grant of new Awards to the same Eligible Participant, the Offer of the grant of such new Awards may only be made under this scheme with available Scheme Mandate Limit approved by the Shareholders as mentioned in this scheme. The Awards cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

**28. Alteration:**

The provisions of this scheme may be altered in any respect by resolution of the Board at its absolute discretion except that:

- (a) any alterations to the advantage of the Eligible Participants in respect of the matters contained in Rule 17.03 of the Listing Rules; and
- (b) any alterations to the terms and conditions of this scheme which are of a material nature must be approved by the Shareholders in general meeting, provided that no such alteration shall operate to affect adversely the terms of issue of any Award granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the affected Grantees as would be required of the Shareholders under the Bye-laws for the time being of the Company for a variation of the rights attached to the Shares.

**29. Transferability:** An Award shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Award, unless a waiver is granted by the Stock Exchange pursuant to the Listing Rules. Any breach of the foregoing by the Grantee shall entitle the Company to cancel any outstanding Award or part thereof granted to such Grantee.

The Company may apply (but is not bounded to make any application) to the Stock Exchange for the waiver referred above to allow a transfer of the Award to a vehicle (such as a trust or a private company) for the benefit of the Grantee and any family members of such Grantee (e.g. for estate planning or tax planning purposes) that would continue to meet the purpose of this scheme and comply with other requirements of Chapter 17 of the Listing Rules, provided that (i) the Grantee shall disclose to the Company and the Stock Exchange of the beneficiaries of the trust or the ultimate beneficial owners of the transferee vehicle, and such other information as may be required by the Company or the Stock Exchange to support such application; and (ii) unless otherwise determine by the Board in its absolute discretion, the Grantee shall reimburse all the cost and expenses to be incurred by the Company for the making of such application.

**30. Termination:** The Company may by resolution in general meeting, or the Board may at any time terminate the operation of this scheme and in such event no further Award will be offered but in respect of any Award granted but not exercised or vested, the provisions of this scheme shall remain in full force and effect. Any outstanding Awards granted under this scheme prior to such termination shall continue to be valid and exercisable in accordance with the provisions of this scheme and their terms of issue.

---

## NOTICE OF AGM

---



# 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 (the “AGM”) of Peking University Resources (Holdings) Company Limited (“Company”) will be held at 10:00 a.m. on Monday, 28 August 2023 at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, 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 2023.
2. To re-elect Mr. Chin Chi Ho, Stanley as an independent non-executive director of the Company.
3. To re-elect Mr. Chung Wai Man as an independent non-executive director of the Company.
4. To appoint Mr. Hou Rui Lin as an executive director of the Company.
5. To authorize the board of directors of the Company to fix the director’s remuneration.
6. 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:

7. “**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

---

## NOTICE OF AGM

---

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;

---

## NOTICE OF AGM

---

- (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.”

8. “**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;

---

## NOTICE OF AGM

---

- (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.”
9. “**THAT** conditional on the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (“**Resolutions 7 and 8**”, respectively), the exercise by the board of directors of the Company of the powers referred to in paragraph (A) of Resolution 7 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 7, be and is hereby approved and authorised.”
10. “**THAT**:
- (A) the share scheme (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) (the “**2023 Share Scheme**”) be and is hereby approved and adopted subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the award which may be granted under the 2023 Share Scheme;
  - (B) the Scheme Mandate Limit (as defined in the 2023 Share Scheme) of 10% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the 2023 Share Scheme be and is hereby approved;
  - (C) the board of directors of the Company be and are hereby authorised to, subject to the applicable laws, rules and regulations:
    - (a) grant awards in accordance with the rules of the 2023 Share Scheme;
    - (b) allot, issue, and deal with from time to time such number of award shares as may be required to be issued pursuant to the exercise of the awards under the 2023 Share Scheme;
    - (c) administer the 2023 Share Scheme; and



---

## NOTICE OF AGM

---

(d) do all such acts and to enter into all such transactions, arrangements and agreements as the board of directors of the Company in its sole discretion consider to be necessary or expedient in order to give full effect to the 2023 Share Scheme.”

11. “**THAT** conditional on the passing of the resolutions set out in item 10 of the notice convening this meeting, the Service Provider Participant Sublimit (as defined in the 2023 Share Scheme, and which includes grants to Service Provider Participants under any other share schemes of the Company) of 1% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the 2023 Share Scheme be and is hereby approved and adopted.”

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

Hong Kong, 26 July 2023

*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.
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 Saturday, 26 August 2023 (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 Wednesday, 23 August 2023 to Monday, 28 August 2023 (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 Tuesday, 22 August 2023.

---

## NOTICE OF AGM

---

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. Guo Langhua; and the independent non-executive Directors of Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man and Mr. Hua Yichun.*