



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)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 22 DECEMBER 2022

I/We¹, _____
of _____
being the registered holder(s) of² _____ share(s) of HK\$0.10 each in the capital of Peking University Resources (Holdings) Company Limited (the “Company”) hereby appoint³ & ⁴ the Chairman of the meeting or _____
of _____
or failing him³ & ⁴ _____ of _____
as my/our proxy to vote for me/us on my/our behalf at the special general meeting of the Company to be held at 10:00 a.m. on Thursday, 22 December 2022 (“SGM”) at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong and at any adjournment thereof on the undermentioned resolutions referred to in the notice convening the SGM, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For ⁵	Against ⁵
<p>THAT:</p> <p>(a) the conditional sale and purchase agreement dated 19 October 2022 (the “Sale and Purchase Agreement”) (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company, as vendor, and Ms. Zhao Ge, as purchaser, in relation to the sale and purchase of 20,000 issued shares in Founder Data Corporation International Limited (the “Disposal Company”), representing the entire issued share capital of the Disposal Company, for the consideration of HK\$1 million (as supplemented by the supplemental agreement dated 10 November 2022 entered into between the Company and Ms. Zhao Ge, a copy of which has been tabled at the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any director of the Company be and is hereby authorized to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.</p>		

Signature(s)⁶: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Any shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of the circular of the Company dated 2 December 2022, all shareholders (other than those who are required to attend the SGM physically to form a quorate meeting) who wish to vote at the SGM shall appoint the Chairman of the SGM as their proxy to exercise their right to vote at the SGM in accordance with their instructions.
- Please insert the name and address of the proxy desired and strike out the words “the chairman of the meeting or/of/ or failing him”. **IF YOU DO NOT STRIKE OUT SUCH WORDS AND YOUR PROXY DOES NOT ATTEND THE MEETING OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by the appointor, or his/her attorney duly authorised in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- 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 was 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. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of the circular of the Company dated 2 December 2022, all shareholders (other than those who are required to attend the SGM physically to form a quorate meeting) who wish to vote at the SGM shall appoint the Chairman of the SGM as their proxy to exercise their right to vote at the SGM in accordance with their instructions.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s principal place of business at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, or the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time for holding the meeting or any adjournment thereof.
- For the purpose of determining members who are qualified for attending the SGM, the register of members of the Company will be closed from Monday, 19 December 2022 to Thursday, 22 December 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the SGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 16 December 2022.
- Any alterations made in this form of proxy should be initialled by the person who signs it.
- A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of the circular of the Company dated 2 December 2022, all shareholders (other than those who are required to attend the SGM physically to form a quorate meeting) who wish to vote at the SGM shall appoint the Chairman of the SGM as their proxy to exercise their right to vote at the SGM in accordance with their instructions.
- At the SGM (or at any adjournment thereof), the Chairman of the meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy or (being corporation) is present by a duly authorised representative shall have one vote for every share of which he is the holder.