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北大资源
PKU RESOURCES

Peking University Resources (Holdings) Company Limited
北大资源(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00618)

INSIDE INFORMATION

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

(A) PROGRESS UPDATE IN RELATION TO THE WINDING UP OF CONTROLLING SHAREHOLDER

AND

(B) NOTIFICATION LETTER OF APPROVAL OF RESTRUCTURING PROPOSAL OF PEKING FOUNDER BY THE COURT

This announcement is made by Peking University Resources (Holdings) Company Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”) and The Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to the announcement of the Company dated 18 February 2020, 19 February 2020, 17 July 2020, 31 July 2020, 6 November 2020, 27 November 2020, 25 January 2021, 29 January 2021, 2 February 2021, 22 February 2021, 12 March 2021, 12 April 2021, 3 May 2021, 31 May 2021 and 3 June 2021 (the “**Announcements**”). Unless otherwise stated, capitalized terms used herein shall have the same meaning as defined in the Announcements.

PROGRESS UPDATE IN RELATION TO THE WINDING UP OF CONTROLLING SHAREHOLDER

As at the date of this announcement, as informed by the Liquidator, on 29 June 2021, Founder Information (acting by the Liquidators) accepted an irrevocable offer made by Ample Grace Investments Limited (“**Ample Grace**”), pursuant to which:

- (a) Founder Information agreed to sell 641,615,565 shares (representing approximately 10% of total issued shares of the Company) (“**Accepted Offer Shares**”) of the Company to Ample Grace; and
- (b) Ample Grace was granted a right to require Founder Information to purchase from Ample Grace all Accepted Offer Shares (subject to the completion of such sale set out in paragraph (a) above).

Ample Grace has confirmed that, to the best of its knowledge and having made reasonable enquiries, other than the Accepted Offer Shares, none of Ample Grace or parties acting in concert with it owns or has control or direction over any Shares.

NOTIFICATION LETTER OF APPROVAL OF RESTRUCTURING PROPOSAL OF PEKING FOUNDER BY THE COURT

The Board wishes to update shareholders and potential investors of the Company that, on 5 July 2021, the Company received a notification letter from the administrator of Peking University Founder Group Company Limited, stating that a “written civil ruling” No. (2020)京01破13號之五 served by the Court was received by it on the same day, in which the Court held that the Proposal was approved and the restructuring procedure was terminated. Accordingly, the Proposal has become effective and is in the phase of execution.

Given the controlling shareholder of the Company is in liquidation, the Company is ascertaining whether the Proposal would have any relevance to the Company. The Company will continue to monitor the subsequent development in relation to the Proposal.

Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules, the SFO and/or the Takeovers Code (as the case may be).

WARNINGS: Shareholders of the Company and/or potential investors should be aware that the Possible Transaction may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares, as there is no certainty that the Possible Transaction will proceed, and, even if the Possible Transaction proceeds, there is no certainty that the Possible Transaction will result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.

By Order of the Board
Peking University Resources (Holdings) Company Limited
Cheung Shuen Lung
Chairman

Hong Kong, 8 July 2021

As at the date of this announcement, the board of directors of the Company comprises executive directors of Mr. Cheung Shuen Lung (Chairman), Mr. Zeng Gang (President), Ms. Sun Min, Mr. Ma Jian Bin, Ms. Liao Hang and Mr. Zheng Fu Shuang, and the independent non-executive directors of Mr. Chan Chung Kik, Lewis, Mr. Lau Ka Wing and Mr. Lai Nga Ming Edmund.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.