
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Peking University Resources (Holdings) Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.



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)

SHAREHOLDERS' REQUISITION
AND
NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of Peking University Resources (Holdings) Company Limited to be held at 10:00 a.m. on Friday, 26 November 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong is set out on pages 9 to 10 of this circular. Whether or not you are able to attend the special general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the principal place of business of Peking University Resources (Holdings) Company Limited at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong, or the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any event not later than 48 hours before the time appointed for holding of the special general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting should you so wish.

SPECIAL MEASURES FOR THE SPECIAL GENERAL MEETING

Please note that the following measures will be implemented for the special general meeting due to the COVID-19 pandemic (see pages 5 to 6 for details):

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

17 September 2021

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
I. INTRODUCTION	3
II. THE REQUISITION	4
III. PROPOSED APPOINTMENT OF DIRECTORS	4
IV. SGM	5
V. PRECAUTIONS IN LIGHT OF COVID-19 PANDEMIC AT SGM	5
APPENDIX I — DETAILS OF PROPOSED DIRECTORS	7
NOTICE OF SGM	9

DEFINITIONS

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

“Board”	the board of Directors of the Company;
“Bye-laws”	the bye-laws of the Company as amended from time to time and “Bye-law” shall be construed accordingly;
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time);
“Company”	Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司) (stock code: 00618), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Zheng”	Mr. Zheng Fu Shuang, the executive Director and Shareholder of the Company holding 200,019,000 Shares of the Company, representing approximately 3.11% of the total issued share capital of the Company;
“Requisition”	a letter received by the Company on 30 August 2021, stating that Rongtong, Starry Nation and Mr. Zheng requested the Board to convene a general meeting of the Company for the purpose of considering and, if thought fit, passing the Resolutions (as defined hereinafter in the Letter from the Board);
“Rongtong”	Rongtong Ronghai No. 10 SMA QDII, the Shareholder of the Company holding in aggregate 490,116,000 Shares of the Company, representing approximately 7.64% of the total issued share capital of the Company;
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

DEFINITIONS

“SGM”	the special general meeting of the Company to be held at 10:00 a.m. on Friday, 26 November 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong or any adjournment thereof;
“Share(s)”	ordinary shares with a par value of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Starry Nation”	Starry Nation Limited, the Shareholder of the Company holding in aggregate 534,984,000 Shares of the Company, representing approximately 8.34% of the total issued share capital of the Company, and is ultimately beneficially owned by Mr. Zheng; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Cheung Shuen Lung (*Chairman*)

Mr. Zeng Gang (*President*)

Ms. Sun Min

Mr. Ma Jian Bin

Ms. Liao Hang

Mr. Zheng Fu Shuang

Independent non-executive Directors:

Mr. Chan Chung Kik, Lewis

Mr. Lau Ka Wing

Mr. Lai Nga Ming, Edmund

Registered office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Principal place of business

in Hong Kong:

Unit 1408

14th Floor

Cable TV Tower

9 Hoi Shing Road

Tsuen Wan

New Territories

Hong Kong

17 September 2021

To the Shareholders

Dear Sir or Madam,

**SHAREHOLDERS' REQUISITION
AND
NOTICE OF SPECIAL GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 1 September 2021 in relation to the Requisition from Rongtong, Starry Nation and Mr. Zheng. The purpose of this circular is to provide Shareholders with (i) the information in relation to the Requisition; and (ii) the notice of the SGM.

LETTER FROM THE BOARD

II. THE REQUISITION

On 30 August 2021, the Company received the Requisition from Rongtong, Starry Nation and Mr. Zheng. It was stated in the Requisition that, as at the date of the Requisition, Rongtong, Starry Nation and Mr. Zheng hold in aggregate 1,225,119,000 Shares of the Company, representing approximately 19.09% of the total issued share capital of the Company. Pursuant to the Requisition, Rongtong, Starry Nation and Mr. Zheng requested the Board to convene a general meeting for the purpose of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”) as ordinary resolutions of the Company:

- (1) “To appoint Mr. Guo Langhua (郭朗華) as an executive director of the Company with immediate effect upon passing of this resolution.”
- (2) “To appoint Mr. Wang Jianfeng (王劍鋒) as an executive director of the Company with immediate effect upon passing of this resolution.”

Pursuant to Bye-law 62 of the Bye-laws, the Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, or, in default, may be convened by the requisitionists.

Pursuant to section 74(1) of the Companies Act, the directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.

Pursuant to section 74(3) of the Companies Act, if the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

III. PROPOSED APPOINTMENT OF DIRECTORS

Pursuant to Rule 13.74 of the Listing Rules, the details of the Directors proposed to be appointed are set out in Appendix I to this circular.

Shareholders should note that the details of the proposed Directors as set out in Appendix I to this circular have been reproduced from and are solely based on the information provided to the Company by Rongtong, Starry Nation and Mr. Zheng. The Board has not verified the particulars of the proposed Directors as stated in Appendix I and no recommendation has been made by the Board with regard to their proposed appointments. Further, the Board is not in a position to comment on whether there is any matter regarding their proposed appointments that needs to be brought to the attention of the Shareholders pursuant to the Listing Rules.

LETTER FROM THE BOARD

IV. SGM

A notice convening the SGM to be held at 10:00 a.m. on Friday, 26 November 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong is set out on pages 9 to 10 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on The Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk) and the Company's website (www.pku-resources.com). Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same as soon as possible to the principal place of business of the Company at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong, or the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

For the purpose of determination of entitlement to attend and vote at the SGM to be held on Friday, 26 November 2021, the register of members of the Company will be closed from Tuesday, 23 November 2021 to Friday, 26 November 2021 (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the SGM, all Share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 22 November 2021.

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

V. PRECAUTIONS IN LIGHT OF COVID-19 PANDEMIC AT SGM

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

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

LETTER FROM THE BOARD

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

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

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

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

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

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

EXECUTIVE DIRECTORS**Mr. Guo Langhua**

Mr. Guo Langhua (郭朗華) (“**Mr. Guo**”), aged 55, is the vice chairman of Xin’aote Investment Group Co., Ltd. (新奧特投資集團有限公司) (“**Xin’aote Investment**”), where he is primarily responsible for strategic planning. Mr. Guo was the vice chairman, an executive director and the compliance officer of China Digital Video Holdings Limited (“**CDV**”), a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8280), from January 2008 to June 2018. Mr. Guo was primarily responsible for the overall management and operation of CDV and its subsidiaries. Mr. Zheng Fu Shuang, a substantial shareholder of the Company, was the controlling shareholder of CDV as at the date of the Requisition. From 2008 to 2018, Mr. Guo was the vice chairman of China Digital Video (Beijing) Limited, a principal operating subsidiary of CDV. From January 2015 to June 2021, Mr. Guo served as the president of Xinxin Holding Co., Ltd (信心控股有限公司), where he was primarily responsible for the evaluation, improvement and monitoring of the company’s management and operation.

Mr. Guo graduated from Wuhan University (武漢大學) with a bachelor’s degree in economy in June 1988 and obtained a master’s degree in business administration from China Europe International Business School (中歐國際工商學院) in October 2003.

As at the date of Requisition, Mr. Guo is interested in 5% of the issued share capital of a company, which is the sole shareholder of Starry Nation, which in turns holds 584,984,000 Shares. In addition, as at the date of Requisition, Mr. Guo is interested certain entities controlled by Mr. Zheng Fu Shuang, in particular, Mr. Guo is interested (i) approximately 6.19% of the issued share capital in CDV; (ii) 5% in Xin’aote Investment, a company Mr. Zheng Fu Shuang held 95% of the equity interest; and (iii) 20% in Beijing Yuanqi Technology Development Center (Limited Partnership) (北京緣祺科技發展中心(有限合夥)).

Save as disclosed in the above, Mr. Guo (i) does not hold any position with the Company or any of its subsidiaries; (ii) has not entered into any service contract with the Company or any of its subsidiaries; (iii) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Guo has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Guo’s appointment as a Director of the Company that needs to be brought to the attention of the Shareholders of the Company.

Mr. Wang Jianfeng

Mr. Wang Jianfeng (王劍鋒) (“**Mr. Wang**”), aged 42, is the vice president of Zhejiang Landun Group Co., Ltd. (浙江藍頓集團有限公司), where he is primarily responsible for the Legal Affairs Department and the General Management Department.

Mr. Wang has extensive experience in real estate investment, legal risks and internal control management. From December 2013 to December 2016, Mr. Wang was the Legal Affairs director of Shanghai Comway Investment (Group) Co., Ltd. (上海同華投資(集團)有限公司), where he was primarily responsible for the legal affairs and the risk control. From April 2012 to December 2012, Mr. Wang was the director of the Legal Affairs Department of Dong-E E-Jiao Co., Ltd. (東阿阿膠股份有限公司), where he was primarily responsible for the legal affairs and the intellectual property affairs. From February 2008 to April 2012, Mr. Wang was the IP director of Hisense Group Co., Ltd. (海信集團有限公司), where he was primarily responsible for the intellectual property affairs.

Mr. Wang graduated from Shandong University with a master’s degree in law in July 2004.

Mr. Wang (i) does not hold any position with the Company or any of its subsidiaries; (ii) has not entered into any service contract with the Company or any of its subsidiaries; (iii) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial Shareholders, or controlling Shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wang has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Wang’s appointment as a Director of the Company that needs to be brought to the attention of the Shareholders of the Company.

NOTICE OF SGM



北大資源
PKU RESOURCES

Peking University Resources (Holdings) Company Limited

北大資源(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00618)

NOTICE IS HEREBY GIVEN THAT the special general meeting of Peking University Resources (Holdings) Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 26 November 2021 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

- (1) “To appoint Mr. Guo Langhua (郭朗華) as an executive director of the Company with immediate effect upon passing of this resolution.”
- (2) “To appoint Mr. Wang Jianfeng (王劍鋒) as an executive director of the Company with immediate effect upon passing of this resolution.”

By Order of the Board

Peking University Resources (Holdings) Company Limited

Cheang Yee Wah Eva

Company Secretary

Hong Kong, 17 September 2021

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

NOTICE OF SGM

3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the principal place of business of the Company at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong, or the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Tuesday, 23 November 2021 to Friday, 26 November 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the special general meeting, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 22 November 2021.
5. At the meeting (or at any adjournment thereof), the Chairman of the meeting put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bye-laws of the Company. The poll results will be published on the websites of the Company at www.pku-resources.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk following the meeting.