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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)

**SUPPLEMENTAL ANNOUNCEMENT ON
MAJOR TRANSACTION
DISPOSAL OF ENTIRE ISSUED SHARE CAPITAL OF
FOUNDER DATA CORPORATION INTERNATIONAL LIMITED**

Financial adviser



首控集團

CHINA FIRST CAPITAL GROUP

FIRST CAPITAL INTERNATIONAL FINANCE LIMITED

Reference is made to the announcement of the Company dated 19 October 2022 (the “**Announcement**”) in relation to, among other things, the entering into of the Sale and Purchase Agreement between the Company and the Purchaser with regard to the Disposal. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

REORGANIZATION

As disclosed in the Announcement, the Disposal Group indirectly held (i) approximately 99.67% equity interest of Chongqing Chuang Ruixin and (ii) 49% equity interest of Chongqing Litao. Since (i) Chongqing Heyue Yingyu, an indirect wholly-owned subsidiary of the Company, holds approximately 0.17% equity interest of Chongqing Chuang Ruixin and is the managing partner of Chongqing Chuang Ruixin; and (ii) Chongqing Heyue Yingxu, an indirect wholly-owned subsidiary of the Company, holds 51% shareholding interest in Chongqing Litao, Chongqing Chuang Ruixin and Chongqing Litao were not be accounted for as subsidiaries of the Disposal Group. The Disposal Group accounted for its investment in Chongqing Chuang Ruixin and Chongqing Litao as financial assets at fair value through profit or loss.

Subsequent to the entering into of the Sale and Purchase Agreement, the Company and the Purchaser agreed, that a reorganization (the “**Reorganization**”) be conducted within the Group prior to the Completion, that a designated wholly-owned subsidiary of the Company (the “**Acquirer**”) shall acquire 99.67% equity interest in Chongqing Chuang Ruixin and 49% equity interest in Chongqing Litao from Beijing Jiaxin for a consideration to be determined with reference to the book value of Beijing Jiaxin’s investment in Chongqing Chuang Ruixin and Chongqing Litao.

Upon the completion of the Reorganization, the Disposal Group will only comprise the Disposal Company, Founder Century and Beijing Jiaxin and will not hold any interest in Chongqing Chuang Ruixin and Chongqing Litao. The entire interest in Chongqing Chuang Ruixin and Chongqing Litao will be held by the Retained Group both after the Reorganization and the Disposal.

SUPPLEMENTAL AGREEMENT

On 10 November 2022 (after trading hours), the Company and the Purchaser entered into a supplemental agreement to the Sale and Purchase Agreement (the “**Supplemental Agreement**”) to effect the Reorganization. Pursuant to the Supplemental Agreement, the completion of the Reorganization is designated as an additional Condition to the Completion of the Disposal. Neither the Company nor the Purchaser shall be entitled to waive such Condition. The terms and conditions of the acquisition of the interest in Chongqing Chuang Ruixin and Chongqing Litao will be subject to the equity transfer agreement to be entered into by Beijing Jiaxin and the Acquirer at the time of the transfer.

Save for the aforesaid, all other substantive terms and conditions of the Sale and Purchase Agreement shall remain unchanged and shall continue to be in full force and effect.

REASONS FOR AND BENEFITS OF THE REORGANIZATION

Chongqing Chuang Ruixin is principally engaged in investment holding and its major asset is the 49% equity interest in Chongqing Litao. Chongqing Litao is an investment management company, which has invested in several property development projects of the Retained Group, and acted as a management company of those property development projects. The acquisition of the interest in Chongqing Chuang Ruixin and Chongqing Litao held by Beijing Jiaxin by way of the Reorganization can ensure the Retained Group to possess 100% ownership and control over Chongqing Chuang Ruixin and Chongqing Litao. The Board considers this would maintain the Retained Group’s control and influence over the management and operation of Chongqing Chuang Ruixin and Chongqing Litao and offer greater flexibility to the Retained Group in terms of business strategy, investment strategy and asset utilization regarding the property development projects in which Chongqing Litao has invested. In addition, the Reorganization would protect the Group’s interests with respect to the property development projects in which Chongqing Litao has invested, which allow the Group to continue to capitalise on the business growth and possible returns from such property development projects.

In light of the above, the Directors believe that the Reorganization, the terms of the Sales and Purchase Agreement as amended by the Supplemental Agreement, and the transactions contemplated thereunder, are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

DESPATCH OF CIRCULAR

As disclosed in the Announcement, a SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve, among other matters, the Sale and Purchase Agreement (as amended by the Supplemental Agreement) and the transactions contemplated thereunder. A circular containing, among other things, (i) further details of the Sale and Purchase Agreement (as amended by the Supplemental Agreement) and the transactions contemplated thereunder; (ii) other information as required to be disclosed under the Listing Rules; and (iii) a notice of the SGM, will be despatched to the Shareholders on or before 22 November 2022 in order to allow sufficient time for the Company to prepare the necessary information to be included in the circular.

WARNING

Completion is conditional on the Conditions being fulfilled (or waived). Accordingly, the Disposal may or may not materialize. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 10 November 2022

As at the date of this announcement, 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.