

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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
DISCLOSEABLE TRANSACTION
DISPOSAL OF SUBSIDIARIES**

Reference is made to the announcement of the Company dated 11 May 2023 in relation to disposal of subsidiaries (the “**Announcement**”). Unless otherwise stated, all the capitalised terms used herein shall have the same meaning as those adopted in the Announcement.

The Board wishes to provide the supplemental information in relation to the Disposals.

SUPPLEMENTAL INFORMATION ON BASIS OF CONSIDERATION

The Board wishes to supplement that it has taken into account, among others, the below factors in considering the respective consideration of HK\$1 million and RMB1 million for the Disposals as being fair and reasonable:

- (1) while both Target A Group and the Target B Group recorded an increase in revenue but net loss for the year ended 31 March 2023, neither Target A Group or Target B Group are expected to further improve their respective financial positions in the future as the development and sales of their currently held property development projects have been substantially completed. As at 31 March 2023, 344,578 sq.m out of 361,939 sq.m of Lianhu Jincheng (Phase 1-4) had been sold, and 897,825 sq.m out of 1,016,472 sq.m of Dream City had been sold. Neither of Target A Group or Target B Group held other land parcels that could be used for future property development; and
- (2) despite the fact that Lianhu Jincheng (Phase 1-4) and Dream City property projects had market value of RMB80.3 million and RMB306.2 million as at 31 March 2023, Target A Group and Target B Group still recorded unaudited net deficit positions as at 31 March 2023. The adjusted unaudited net deficit of Target A Group and Target B Group as at 31 March 2023 after taking into account of the preliminary valuation of the Lianhu Jincheng (Phase 1-4) and Dream City property projects, were RMB1,416.3 million and RMB496.9 million, respectively.

SUPPLEMENTAL INFORMATION ON THE LITIGATION

As disclosed in the Announcement, Target is subject to the Litigation. The Board wishes to supplement that, apart from the 90% equity interest in Tianhe Property, Ezhou Jinfeng Property Development Co., Limited* (鄂州金豐房地產開發有限公司) (“**Ezhou Jinfeng**”), an indirect wholly-owned subsidiary of the Company, had provided collaterals in the form of three parcels of land in the PRC in favour of the outstanding principal under the Litigation. As 31 March 2023, the carrying amount of the relevant land parcels of Ezhou Jinfeng was approximately RMB94.0 million, and the corresponding outstanding principal amount that such land parcels secured was approximately RMB82.3 million.

The Board wishes to further supplement that, there is no provision in the Equity Transfer Agreement or any arrangement pursuant to which the Group undertakes to assume Target A Group’s liabilities, actual or contingent, arising from the Litigation. Following completion of the disposal of the Target A Group, the Target A Group will no longer be part of the Group and therefore removes Target A Group’s obligation, liabilities and charges under the Litigation will be removed from the Group. Given that Ezhou Jinfeng, an indirect wholly-owned subsidiary of the Company, had provided collaterals in favour of the outstanding principal under the Litigation, the Group is expected to recognize a guarantee liability of approximately RMB82.3 million in respect of the collaterals provided by Ezhou Jinfeng in relation to the Litigation, subject to audit.

SUPPLEMENTAL INFORMATION ON REASONS FOR AND BENEFITS OF THE DISPOSALS

As to the reasons for disposing the Target B Group, the Board wishes to supplement that Target B Group is not expected to further improve its financial positions in the future, and that even taking into account of the preliminary valuation of the Dream City project, the adjusted unaudited net deficit of Target B Group as at 31 March 2023 was RMB496.9 million. Further, as at 31 March 2023, Target B Group had unaudited net current liabilities of RMB518.9 million. Considering the aforesaid, the Directors considered that the disposal of Target B Group could help improve the Group’s overall financial position.

As to the management’s view that Target A Group and Target B Group would not make any significant positive contributions to the Group in the future, the Board wishes to supplement that: (i) as at 31 March 2023, 344,578 sq.m out of 361,939 sq.m of Lianhu Jincheng (Phase 1-4) had been sold, and the expected amount of future sales is approximately RMB80.3 million; and (ii) as at 31 March 2023, 897,825 sq.m out of 1,016,472 sq.m of Dream City had been sold, and the expected amount of future sales is approximately RMB306.2 million. Even if the above sales are completed as planned, taking into account the proceeds from the sales, Target A Group and Target B Group will still be expected to record unaudited net deficit positions. Further, neither Target A Group nor Target B Group held other land parcels that could be used for future property development, and the Group had no plan for them to commence future property development.

Saved as disclosed above, all other information as set out in the Announcement remains unchanged and shall continue to be valid for all purposes. This announcement is supplemental to and should be read in conjunction with the Announcement

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

Hong Kong, 2 June 2023

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.