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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)

PROPOSED ADOPTION OF 2023 SHARE SCHEME

The Board proposes to adopt the 2023 Share Scheme at the AGM to be convened by the Company.

The purpose of the 2023 Share Scheme is to recognise and motivate the contribution of Eligible Participants, to provide Eligible Participants with the opportunity to acquire proprietary interests in the Company and to encourage Eligible Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole. The provisions of the 2023 Share Scheme shall constitute a share scheme and shall comply with the requirements of Chapter 17 of the Listing Rules.

The adoption of the 2023 Share Scheme will take effect on the date which the following conditions are fulfilled: (i) the passing of the necessary resolutions by the Shareholders in general meeting of the Company to approve the adoption of the 2023 Share Scheme and to authorise the Board to grant Awards to the Eligible Participants and to allot, issue and deal with the Shares which fall to be issued by the Company in respect of the Awards granted under the 2023 Share Scheme; and (ii) the Listing Committee granting approval to the listing of, and permission to deal in, the Shares to be issued in respect of the Awards under the 2023 Share Scheme.

Ordinary resolutions will be proposed at the AGM to obtain the said approvals of the Shareholders for the adoption of the 2023 Share Scheme. Details of the 2023 Share Scheme will be set out in the circular of the AGM to be despatched, together with the notice of the AGM and the related proxy form, to the Shareholders in due course.

DEFINITIONS

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

“2023 Share Scheme”	the Company’s share scheme proposed to be approved and adopted by the Shareholders at the AGM
“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 28 August 2023 at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong or any adjournment thereof
“Award(s)”	the award(s) granted to a Grantee under the 2023 Share Scheme
“Board”	the board of Directors
“Company”	Peking University Resources (Holdings) Company Limited (北大資源 (控股) 有限公司), an exempted company incorporated in Bermuda with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 618)
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	any person who is eligible to receive an Award under the 2023 Share Scheme, who could be (i) an Employee Participant; (ii) a Related Entity Participant; or (iii) a Service Provider Participant
“Employee Participant(s)”	any directors (including executive directors, non-executive directors and independent non-executive directors), chief executive and employees (full-time or part-time) of the Company or any of its subsidiaries (including persons who are granted Award(s) under the 2023 Share Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries), provided that the Board shall have absolute discretion to determine whether or not one falls within such category
“Grantee(s)”	any Eligible Participant who accepts the Offer of the grant of any Award in accordance with the terms of the 2023 Share Scheme or (where the context so permits) a person entitled to any such Award in consequence of the death of the original Grantee

“Group”	the Company and its subsidiaries
“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, as amended from time to time
“Offer”	an offer for the grant of an Award pursuant to the 2023 Share Scheme
“Related Entity(ies)”	the holding companies, fellow subsidiaries or associated companies of the Company
“Related Entity Participant(s)”	the directors, chief executive and employees of the Related Entities, provided that the Board shall have absolute discretion to determine whether or not one falls within such category
“Service Provider Participant(s)”	any person(s) (whether a natural person, a corporate entity or otherwise) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interest of the long-term growth of the Group, including (a) suppliers of services to any member of the Group; and (b) advisers (professional or otherwise) or consultants to any area of business or business development of any member of the Group, but for the avoidance of doubt excludes (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisition; and (ii) professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity, and provided that the Board shall have absolute discretion to determine whether or not one falls within such category
“Share(s)”	ordinary share(s) of HK\$0.10 each (or of such other nominal amount as shall result from a sub-division, consolidation, re-classification of the share capital or reorganization of the capital structure by changing the rights of the Shareholders and possibly its creditors from time to time) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“subsidiary(ies)” has the meaning ascribed to it under the Listing Rules

“%” per cent.

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

Hong Kong, 26 July 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.