

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)

**DISCLOSEABLE TRANSACTION**  
**SUBSCRIPTION OF UNITS IN A TRUST SCHEME**

**THE SUBSCRIPTION**

On 11 December 2023 (after trading hours of the Stock Exchange), the Subscriber entered into the Trust Agreement with the Trustee, pursuant to which the Subscriber agreed to subscribe for Category B Units in the Trust Scheme at the consideration of RMB150,000,000.

**LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in relation to the transaction contemplated under the Trust Agreement exceeds 5% but all the applicable percentage ratios are less than 25%, the transaction contemplated under the Trust Agreement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements, but is exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

On 11 December 2023 (after trading hours of the Stock Exchange), the Subscriber entered into the Trust Agreement with the Trustee, pursuant to which the Subscriber agreed to subscribe for Category B Units in the Trust Scheme at the consideration of RMB150,000,000.

**THE TRUST SCHEME AND THE SUBSCRIPTION**

The major terms and conditions of the Trust Scheme are set out below:

- Name : Bohai Trust•2023 Beijing Ruihe Century Pooled Fund Trust Scheme (渤海信託•2023 北京睿和世紀集合資金信託計劃)
- Trustee : Bohai International Trust Co., Ltd.\* (渤海國際信託股份有限公司)
- Constitution : The Trust Scheme shall be constituted by not more than 500,000,000 units, among which 350,000,000 units are contemplated to be Category A Units and at least 150,000,000 units shall be Category B Units. Holder of each unit shall contribute RMB1 to the Trust Scheme for each unit.

- Principal purpose of the Trust Scheme : After the unit holders have made capital contributions to the Trust Scheme according to their holdings, the Trust Scheme shall extend a loan to Beijing Ruihe, an indirect wholly-owned subsidiary of the Company, in an aggregate principal amount of not more than RMB500,000,000 at an interest rate of 7.81% per annum and for a term of 36 months. Beijing Ruihe shall use the loan proceeds to replenish its liquidity or repay its existing indebtedness.
- Term : 36 months from the date of Category A Units holder making capital contribution.
- Unit holders : Category A Units: an external investor in the PRC to be solicited by the Trustee, which shall be an Independent Third Party  
Category B Units: the Subscriber
- Distributions : Category A Units holder shall be entitled to its original capital contribution plus expected returns of 7.5% per annum in priority over Category B Units holder. Category B Units holder shall not be entitled to any expected returns.
- Distributions of assets under the Trust Scheme shall follow the below order:
- (1) payment of due and owing taxes;
  - (2) payment of due and owing trust expenses;
  - (3) payment of expected returns which Category A Units holder is entitled to;
  - (4) payment of principal amounts contributed by Category A Units holder;
  - (5) where Beijing Ruihe, co-payors and/or guarantors defaults, payment of penalty to Category A Units holder; and
  - (6) payment of principal amounts contributed by Category B Units holder.

- Security : To secure the repayment of the loan by Beijing Ruihe to the Trust Scheme, the following security measures have been entered into:
- (1) certain housing units located in the PRC have been pledged by the Group;
  - (2) equity interests in certain PRC-established subsidiaries of the Company have been pledged by the Group;
  - (3) the Company executed guarantees in respect of Beijing Ruihe's repayment obligations and certain other payment obligations under the Trust Scheme; and
  - (4) certain PRC-established subsidiaries of the Company agreed to be co-repayors in respect of the loan.

The major terms and conditions of the Trust Agreement are set out below:

- Date : 11 December 2023 (after trading hours of the Stock Exchange)
- Parties : The Subscriber and the Trustee
- Units to be subscribed : 150,000,000 Category B Units
- Consideration : RMB150,000,000

## **INFORMATION OF THE PARTIES**

### **The Company, the Group and the Subscriber**

The Company is an exempted company incorporated in Bermuda with limited liability and its Shares are listed on the Main Board of the Stock Exchange (stock code: 00618). The Group is principally engaged in medical and pharmaceutical retail, e-commerce and distribution, property development as well as property investment and management in the PRC.

The Subscriber is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company. It is principally engaged in investment holding.

### **Trustee**

The Trustee, Bohai International Trust Co., Ltd.\* (渤海國際信託股份有限公司), a non-banking financial institution established in the PRC with limited liability and authorised by the China Banking Regulatory Commission (presently integrated as China Banking and Insurance Regulatory Commission) to carry out trust business in the PRC.

As at the date of this announcement, the Trustee is an Independent Third Party.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION**

As disclosed above in this announcement, the primary purpose of the Trust Scheme is to, among others, provide financing to Beijing Ruihe, an indirect wholly-owned subsidiary of the Company, to replenish its liquidity or repay its existing indebtedness. Participating in the Trust Scheme represents an alternative financing method for the Group, which will diversify the fundraising methods and channels of the Group and reduce its reliance of traditional debt financing channels. The Subscription by the Subscriber is essential for enhancing the investment appeal of the Trust Scheme and thus essential for bringing in funding from external investor.

In light of the above, the Directors (including the independent non-executive Directors) believe that the terms of the Subscription are fair and reasonable and in the interests of the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As more than one of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in relation to the transaction contemplated under the Trust Agreement exceeds 5% but all the applicable percentage ratios are less than 25%, the transaction contemplated under the Trust Agreement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements, but is exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

## DEFINITIONS

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

“Beijing Ruihe”	Beijing Ruihe Century Information Technology Co., Ltd.* (北京睿和世紀信息技術有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“Category A Units”	category A units of the Trust Scheme
“Category B Units”	category B units of the Trust Scheme
“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 its Shares are listed on the Main Board of the Stock Exchange (stock code: 00618)
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Independent Third Party”	an individual or company who or which is to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of the Company (as defined under the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Chongqing Kunbiao Information Technology Co., Ltd.* (重慶坤標信息技術有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company

“Trust Agreement”	the Trust Agreement entered into between the Subscriber and the Trustee on 11 December 2023, pursuant to which the Subscriber agreed to subscribe for Category B Units in the Trust Scheme at the consideration of RMB150,000,000
“Trust Scheme”	Bohai Trust•2023 Beijing Ruihe Century Pooled Fund Trust Scheme (渤海信託•2023 北京睿和世紀集合資金信託計劃)
“Trustee”	Bohai International Trust Co., Ltd.* (渤海國際信託股份有限公司), the trustee of the Trust Scheme
“%”	per cent

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

Hong Kong, 11 December 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. Hou Ruilin; and the independent non-executive Directors of Mr. Chin Chi Ho, Stanley, Mr. Chung Wai Man and Mr. Hua Yichun.*

\* *For identification purposes only*