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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)**

## **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Listing Rules. The Board hereby announces that on 29 December 2023, the Company granted an aggregate of 600,000,000 Share Options to subscribe for 600,000,000 Shares to certain employees of the Group in accordance with the terms of the 2023 Share Scheme (subject to acceptance by the grantees).

### **DETAILS OF THE GRANT OF SHARE OPTIONS**

The details of the Share Options granted to the grantees are as follows:

Date of grant:	29 December 2023
Grantees and number of the Share Options granted:	An aggregate of 600,000,000 Share Options to subscribe for 600,000,000 Shares were granted to certain employees of the Group in accordance with the terms of the 2023 Share Scheme.
Closing price of the Shares on the date of grant:	HK\$0.10
Exercise price of the Share Options granted:	HK\$0.101 per Share The exercise price of HK\$0.101 per Share is higher than (i) the closing price of HK\$0.10 per Share as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (ii) the average closing price of HK\$0.1002 per Share as stated in the Stock Exchange's daily quotations sheets for the five (5) trading days immediately preceding the date of grant; or (iii) the nominal value of a Share, which is HK\$0.10.

Exercise period of the Share Options granted:	From the date of vesting to 30 December 2027 (both days inclusive)
Vesting period of the Share Options granted:	<p>Subject to the terms of the 2023 Share Scheme and the decision of the Board:</p> <ul style="list-style-type: none"> <li>(i) one-third of the Share Options shall be vested and become exercisable on 31 December 2024;</li> <li>(ii) one-third of the Share Options shall be vested and become exercisable on 31 December 2025; and</li> <li>(iii) one-third of the Share Options shall be vested and become exercisable on 31 December 2026.</li> </ul>
Performance targets of the Share Options granted:	The Share Options were granted without performance targets. In view that (i) the grantees are employees of the Group who will contribute directly to the overall business performance, sustainable development and/or good corporate governance of the Group; (ii) the grant is a recognition for the grantees' past contributions to the Group; and (iii) the Share Options are time-vesting and subject to terms of the 2023 Share Scheme, which already cover situations where the Share Options will lapse in the event that the grantees cease to be employees of the Group, the Remuneration Committee is of the view that the grant of Share Options to certain employees without performance targets is market competitive and aligns with the purpose of the 2023 Share Scheme.
Clawback mechanism for the Share Options granted:	<p>Where there is any negligence, fraud or misconduct on the part of the grantee, the Board may, at its absolute discretion, determine:</p> <ul style="list-style-type: none"> <li>(i) the unexercised portion of the Share Options shall be forfeited wholly or in part;</li> <li>(ii) the date on which the Share Options (or any part thereof) is vested will be delayed for such period as the Board may determine;</li> <li>(iii) the exercise of the Share Options will be subject to any additional conditions imposed by the Board;</li> <li>(iv) transfer to or to the order of the Company or as otherwise directed some or all of the Shares previously issued or transferred to the grantee as a result of the exercise of Share Options (the "<b>Clawback Shares</b>");</li> <li>(v) repay to or to the order of the Company some or all of the cash amounts previously paid to the grantee in respect of the Clawback Shares; and/or</li> <li>(vi) pay to or to the order of the Company an amount equal to the sale proceeds of or the value of some or all of the Clawback Shares.</li> </ul>

Out of an aggregate of 600,000,000 Share Options granted, an aggregate of 55,300,000 Share Options were granted to the following Director, chief executives or substantial shareholder, which have been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules:

<b>Name of grantees</b>	<b>Position</b>	<b>Number of Share Options granted</b>
Mr. Wong Kai Ho	Executive Director, chairman of the Board, and substantial shareholder	10,300,000
Mr. Xia Ding	Co-chief executive officer	23,000,000
Mr. Jiang Xiaoping	Deputy chief executive officer	22,000,000

### **LISTING RULES IMPLICATIONS**

The grant of Share Options as described above would not be subject to approval by the Shareholders in general meeting. To the best knowledge of the Directors having made all reasonable enquiries, saved as disclosed above and as of the date of grant, none of the grantees is (i) a director, chief executive or substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; or (iii) a related entity participant or a service provider (in each case as defined under the Listing Rules) of the Company. The above grant would not result in the Shares issued and to be issued in respect of all options and awards granted to each grantee in the 12-month period up to and including the date of such grant in aggregate to be over 1% of the Shares in issue. No financial assistance has been provided by the Group to the grantees to facilitate the purchase of Shares under the 2023 Share Scheme.

### **NUMBER OF SHARES AVAILABLE FOR FUTURE GRANTS**

Immediately following the grant of Share Options as described above, the number of Shares available for future grants under the 2023 Share Scheme is 312,966,911. As at the date of this announcement, the number of Shares available for future grants under the service provider sub-limit (as defined under the Listing Rules) of the 2023 Share Scheme is 91,296,691.

## DEFINITIONS

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

“2023 Share Scheme”	the share scheme of the Company approved and adopted by the Company at the annual general meeting on 28 August 2023
“Board”	the board of Directors
“Company”	Peking University Resources (Holdings) Company Limited, a company incorporated in the Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 618)
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Remuneration Committee”	the remuneration committee of the Company
“Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company
“Share Option(s)”	share option(s) to subscribe for Share(s) in accordance with the terms of the 2023 Share Scheme
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 29 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.*