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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)

**(1) DELAY IN DESPATCH OF CIRCULAR;
(2) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER; AND
(3) REVISED TIMETABLE IN RELATION TO PROPOSED CAPITAL
REORGANISATION AND PROPOSED CHANGE IN BOARD LOT SIZE**

Reference is made to: (i) the announcement of the Company on 5 February 2024 in relation to the proposed Capital Reorganisation and the proposed Change in Board Lot Size (the “**Capital Reorganisation Announcement**”); and (ii) the announcement of the Company on 9 February 2024 in relation to, among other things, the connected transaction of the Company in relation to the subscription of New Shares under Specific Mandate (the “**Subscription Announcement**”, together with the Capital Reorganisation Announcement as the “**Announcements**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

DELAY IN DESPATCH OF CIRCULAR

As set out in the Capital Reorganisation Announcement, a circular containing, among other things, details of the Capital Reorganisation, the Change in Board Lot Size, and a notice convening the SGM and related form of proxy, is expected to be despatched to the Shareholders on or before Tuesday, 27 February 2024. As set out in the Subscription Announcement, a circular containing, among other things, further details of the WE Subscription Agreement and the transaction contemplated thereunder, the recommendation from the Independent Board Committee to the Independent Shareholders, a letter of advice from the Independent Financial Adviser to the Independent Board Committee, and a notice of convening the SGM, is expected to be despatched to the Shareholders on or before Wednesday, 6 March 2024.

As the Board intends to convene and hold a single SGM for the Shareholders to consider and, if thought fit, approve (i) the Capital Reorganisation and transactions contemplated thereunder and (ii) the WE Subscription Agreement and the transaction contemplated thereunder, as well as the grant of the Specific Mandate for the allotment and issue of the WE Subscription Shares, additional time is required to finalise the contents of the circular (the “**Circular**”), which shall contain information in relation to the aforesaid matters. As such, the expected date of despatch of the Circular will be postponed to a date on or before Friday, 15 March 2024.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Board hereby announces that Pelican Financial Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the WE Subscription Agreement are normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee.

The letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders and the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the WE Subscription Agreement will be included in the Circular.

REVISED EXPECTED TIMETABLE IN RELATION TO PROPOSED CAPITAL REORGANISATION AND PROPOSED CHANGE IN BOARD LOT SIZE

In view of the delay in the despatch of the Circular, the expected timetable of the proposed Capital Reorganisation and the proposed Change in Board Lot Size is to be revised as follows:

Event(s)	Time and date 2024
Expected date of despatch of Circular together with the notice of the SGM and form of proxy	on or before Friday, 15 March
Latest time for lodging transfers of shares in order to qualify for attendance and voting at the SGM	4:30 p.m. on Friday, 5 April
Closure of register of members of the Company for determining the entitlement to attend and vote at the SGM	Monday, 8 April to Thursday, 11 April (both dates inclusive)
Latest date and time for lodging forms of proxy for the SGM	10:00 a.m. on Tuesday, 9 April
Record date for attendance and voting at the SGM	Thursday, 11 April
Expected date and time for attendance and voting at the SGM	10:00 a.m. on Thursday, 11 April
Publication of announcement of poll results of the SGM	Thursday, 11 April
Register of members of the Company re-opens	Friday, 12 April

The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation and therefore the dates are tentative:

Expected effective date of the Capital Reorganisation	Monday, 15 April
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Event(s)	Time and date 2024
First day of free exchange of existing share certificates of the Existing Shares for new share certificates of the New Shares	Monday, 15 April
Dealing in the New Shares commences	9:00 a.m. on Monday, 15 April
Original counter for trading in the Existing Shares in board lot size of 2,000 Existing Shares (in the form of existing share certificate(s) in silver colour) temporarily closes	9:00 a.m. on Monday, 15 April
Temporary counter for trading in the New Shares in board lots of 500 New Shares (in the form of existing share certificate(s) in silver colour) opens	9:00 a.m. on Monday, 15 April
Expected effective date of the Change in Board Lot Size	Monday, 29 April
Original counter for trading in the New Shares in new board lot size of 8,000 New Shares (in the form of new share certificate(s) in red colour) re-opens	9:00 a.m. on Monday, 29 April
Parallel trading in the New Shares (in the form of new share certificate(s) in red colour and existing share certificate(s) in silver colour) commences	9:00 a.m. on Monday, 29 April
Designated broker starts to stand in the market to provide matching services for odd lots of the New Shares	9:00 a.m. on Monday, 29 April
Designated broker ceases to stand in the market to provide matching services for odd lots of the New Shares	4:00 p.m. on Tuesday, 21 May
Temporary counter for trading in the New Shares in board lot size of 500 New Shares (in the form of existing share certificate(s) in silver colour) closes	4:10 p.m. on Tuesday, 21 May
Parallel trading in the New Shares (in the form of new share certificate(s) in red colour for the Consolidated Shares and existing share certificates) ends	4:10 p.m. on Tuesday, 21 May
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Thursday, 23 May

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

Hong Kong, 22 February 2024

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.