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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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 6 MAY 2024**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of Peking University Resources (Holdings) Company Limited (the “**Company**”) both dated 28 March 2024 regarding the SGM held on 6 May 2024. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The poll results in respect of all the resolutions at the SGM are set out as follows:

Special Resolution		Number of Votes (%)	
		For	Against
1.	THAT , subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) granting the listing of, and permission to deal in, the New Shares (as defined below); and (ii) compliance with relevant procedures and requirements under the Companies Act 1981 of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reorganisation (as defined below), with effect from 8 May 2024 or the above conditions are fulfilled (whichever is later): (a) every four (4) issued and unissued existing shares in the issued share capital of the Company of par value of HK\$0.10 each be consolidated into one (1) consolidated share (the “ Consolidated Share(s) ”) of par value of HK\$0.40 each (the “ Share Consolidation ”);	3,132,515,734 (99.99%)	600 (0.01%)

Special Resolution	Number of Votes (%)	
	For	Against
<p>(b) immediately following the Share Consolidation becoming effective, the issued share capital of the Company be reduced to the effect that the par value of each issued Consolidated Share be reduced from HK\$0.40 to HK\$0.01 by (i) an elimination of any fraction of a Consolidated Share arising from the Share Consolidation in order to round down the total number of the Consolidated Shares to a whole number; and (ii) a cancellation of HK\$0.39 of the paid-up capital of the Company on each issued Consolidated Share so that each issued Consolidated Share will be treated as one (1) fully paid-up share of par value HK\$0.01 each in the share capital of the Company (the “New Share(s)”) (the “Capital Reduction”) and the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company;</p> <p>(c) immediately following the Share Consolidation and the Capital Reduction becoming effective, each authorised but unissued Consolidated Share (including those authorised unissued Consolidated Shares arising from the Capital Reduction) be subdivided into forty (40) authorised but unissued New Shares of par value HK\$0.01 each (the “Share Subdivision”) so that immediately following the Share Consolidation, the Capital Reduction and the Share Subdivision (collectively, the “Capital Reorganisation”), the authorised share capital of the Company shall become HK\$1,500,000,000 divided into 150,000,000,000 New Shares;</p> <p>(d) the New Shares shall rank <i>pari passu</i> in all respects with each other and have such rights and be subject to such restrictions as set out in the memorandum of association and bye-laws of the Company (the “Bye-laws”);</p> <p>(e) all fractional New Shares shall be disregarded and not be issued to the shareholders of the Company and any fractions of the New Shares be aggregated and, if possible, sold by an agent appointed by the Company for that purpose and the net proceeds retained for the benefits of the Company;</p> <p>(f) the directors of the Company (the “Director(s)”) be and are hereby authorised to credit the amount arising from the Capital Reduction to the contributed surplus account of the Company and the Directors may use such amount for such purposes as may be permitted by the applicable laws and the Bye-laws as the Directors consider appropriate; and</p>		

Special Resolution		Number of Votes (%)	
		For	Against
	(g) any one Director, or any two Directors or any one Director and the company secretary of the Company (the “ Company Secretary ”) be and is or are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, and take any and all steps, and to do and/or procure to be done any and all acts and things as he or she or they may consider necessary, desirable or expedient to give effect to the Capital Reorganisation.		
Ordinary Resolution		Number of Votes (%)	
		For	Against
2.	<p>THAT:</p> <p>(a) the subscription agreement dated 9 February 2024 (the “Subscription Agreement”) (a copy of which is tabled at the SGM and marked “A” and signed by the chairman of the SGM for identification purpose) entered into between the Company (as the issuer) and Wealth Elite Group Investment Limited as the subscriber (the “Subscriber”), pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for 250,000,000 New Shares of the Company (the “Subscription Share(s)”) at the subscription price of HK\$0.228 per Subscription Share, and the transactions contemplated thereunder, be and is hereby approved, confirmed and ratified;</p> <p>(b) subject to and conditional upon the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Subscription Shares, the Directors be and are hereby granted with a specific mandate (the “Specific Mandate”) which shall entitle the Directors to exercise all the powers of the Company to allot and issue the Subscription Shares to the Subscriber, on and subject to the terms and conditions of the Subscription Agreement entered into between the Company and the Subscriber, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution; and</p>	26,868,450 (1.36%)	1,944,416,755 (98.64%)

Ordinary Resolution		Number of Votes (%)	
		For	Against
(c)	any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute all such documents or agreements or deeds and take all such actions as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement entered into between the Company and the Subscriber or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the interest of the Company and the shareholders of the Company as a whole.		

As at the date of the SGM, the total number of issued shares of the Company was 10,349,669,116 Shares.

As disclosed in the Circular, Wealth Elite, who held 1,161,231,129 Shares of the Company (representing approximately 11.22% of the issued share capital of the Company as at the date of the SGM), is required to, and did, abstain from voting at the SGM in respect of the proposed resolution numbered 2 in respect of the WE Subscription. Save for Wealth Elite, no Shareholder was required under the Listing Rules to abstain from voting on the resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules. There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the SGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the SGM. As a result: (i) there were 10,349,669,116 Shares entitling the Shareholders to attend and vote on the proposed resolution numbered 1 at the SGM; and (ii) there were 9,188,437,987 Shares entitling the Shareholders to attend and vote on the proposed resolution numbered 2 at the SGM.

As more than 75% of the votes were cast in favour of the proposed resolution numbered 1, it was duly passed as special resolution of the Company. As less than 50% of the votes were cast in favour of the proposed resolution numbered 2, such resolution was not passed as ordinary resolution of the Company.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the SGM. The following Director attended the SGM: Mr. Wong Kai Ho.

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

Hong Kong, 6 May 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.