

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.



北大资源
PKU RESOURCES

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)

CONTINUING CONNECTED TRANSACTION MASTER LEASE AGREEMENT

Reference is made to the announcement of the Company dated 6 September 2012 relating to the Existing Master Lease Agreement the Company entered with Peking Founder on 28 August 2012, pursuant to which Peking Founder shall arrange the members of Peking Founder Group to lease such premises and enter into separate lease agreements with the Group. The Existing Master Lease Agreement will expire on 31 December 2014. On 30 December 2014, the Company entered into the Master Lease Agreement with Peking Founder to extend the term of the lease. The commencement date of the individual leases shall be specified in each individual lease agreement and the end date of all the individual leases shall not be later than 31 December 2017.

As at the date of this announcement, the Company is owned as to approximately 54.44% of the issued Shares by Founder Information, which is a subsidiary of Peking Founder. Therefore, Peking Founder is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Master Lease Agreement will constitute continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules.

As one or more of the percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the transactions contemplated under the Master Lease Agreement exceeds 0.1% and all of the relevant percentage ratios are less than 5%, the transactions contemplated under the Master Lease Agreement is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement under the Listing Rules.

THE MASTER LEASE AGREEMENT

Introduction

Reference is made to the announcement of the Company dated 6 September 2012 relating to the Existing Master Lease Agreement the Company entered with Peking Founder on 28 August 2012, pursuant to which Peking Founder shall arrange the members of Peking Founder Group to lease such premises and

enter into separate lease agreements with the Group. The Existing Master Lease Agreement will expire on 31 December 2014. On 30 December 2014, the Company entered into the Master Lease Agreement with Peking Founder to extend the term of the lease. The commencement date of the individual leases shall be specified in each individual lease agreement and the end date of all the individual leases shall not be later than 31 December 2017.

Principal terms of the Master Lease Agreement

Lessee	:	Peking Founder
Lessor	:	the Company
Condition precedent	:	the Company and the owner of the Founder International Building signs an agreement pursuant to which the Group is granted the right to manage Founder International Building
Property leased	:	certain commercial premises on floors G3 to 17 in the Founder International Building
Leased area	:	approximately 22,000 square meters, representing approximately 56.3% of the total rentable gross floor area of Founder International Building. The remaining approximately 43.7% of the total rentable gross floor area of Founder International Building will be leased to independent third parties
Lease term	:	from the date specified in the individual lease agreement to the end date not later than 31 December 2017
Rental	:	determined with reference to the historical rental amounts and the prevailing market rate at a discount of 10% to 20%, given that Peking Founder Group is the single largest lessee of Founder International Building. The level of discount is made with reference to the historical discount offered to members of Peking Founder Group by the Company.

Historical transaction amounts and Proposed Caps

The historical figures, the historical annual caps and the Proposed Caps in respect of the Master Lease Agreement are as follows:

	Year ended 31 December 2012	Year ended 31 December 2013	Six months ended 30 June 2014	Year ended 31 December 2014	Year ending 31 December 2015	Year ending 31 December 2016	Year ending 31 December 2017
Historical figures							
<i>RMB million</i>	–	16.4	6.9	N/A	N/A	N/A	N/A
<i>HK\$ million (approximately)</i>	–	20.7	8.7	N/A	N/A	N/A	N/A
Historical annual cap							
<i>RMB million</i>	20	27	N/A	34	N/A	N/A	N/A
<i>HK\$ million (approximately)</i>	25	34	N/A	43	N/A	N/A	N/A
Proposed Cap							
<i>RMB million</i>	N/A	N/A	N/A	N/A	36	38	40
<i>HK\$ million (approximately)</i>	N/A	N/A	N/A	N/A	45	47	50

The Proposed Cap has been determined with reference to a number of factors including the historical transaction amounts, current market unit rental, historical occupancy rate, tenure of existing tenancy agreements and the expected increase in unit rental and occupancy rate. The Directors (including the independent non-executive Directors) consider such annual caps are fair and reasonable.

Reasons for and benefits of the Master Lease Agreement

The Directors are of the view that the transactions contemplated under the Master Lease Agreement enable the Group to earn stable rental income by leasing certain commercial properties to members of Peking Founder Group. As Founder International Building is located in the Zhongguancun area in Haidian District of Beijing, which is well known as a technology district, the target tenants of Founder International Building are mainly technology companies. Considering that “Founder” is a renowned technology related brand in the PRC, the Directors are of the view that the leasing of certain commercial properties of Founder International Building to members of Peking Founder Group, where a majority of them are technology-related companies, which can effectively enhance the goodwill of Founder International Building and increase the overall occupancy rate by attracting other high quality technology companies.

The Directors (including the independent non-executive Directors) are of the view that the transaction under the Master Lease Agreement are fair and reasonable and, on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE GROUP

The Group is principally engaged in the distribution of information products in Hong Kong and the PRC, property development and property investment in the PRC.

INFORMATION ON FOUNDER INFORMATION AND PEKING FOUNDER GROUP

As at the date of this announcement, the Company is owned as to approximately 54.44% of the issued Shares by Founder Information, which is a subsidiary of Peking Founder. Founder Information is an investment holding company. Peking Founder Group is principally engaged in securities trading and brokerage; the information technology industry, including software and system development for the publishing sector and various government bureaus and financial institutions and hardware manufacturing for personal computers, chips, circuit boards and other terminal equipment; and healthcare and pharmaceutical industry, including hospitals, pharmaceuticals, logistics, equipment leasing and hospital management.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Company is owned as to approximately 54.44% of the issued Shares by Founder Information, which is a subsidiary of Peking Founder. Therefore, Peking Founder is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Master Lease Agreement will constitute continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules.

As one or more of the percentage ratios (as defined under Rule 14.07 of the Listing Rules) for the transactions contemplated under the Master Lease Agreement exceeds 0.1% and all of the relevant percentage ratios are less than 5%, the transactions contemplated under the Master Lease Agreement is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement under the Listing Rules.

DEFINITIONS

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

“associates”	has the same meaning as ascribed thereto in the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange under the stock code 00618
“connected person(s)”	has the same meaning as ascribed thereto in the Listing Rules
“controlling shareholder”	has the same meaning as ascribed thereto in the Listing Rules
“Director(s)”	the directors of the Company
“Existing Master Lease Agreement”	a master lease agreement dated 28 August 2012 entered into between the Company and Peking Founder in relation to the lease of certain commercial premises in Founder International Building
“Founder International Building”	Founder International Building (方正國際大廈), situated at No 52, North Fourth Ring Road West, Haidian District, Beijing, the PRC (北京市海淀區北四環西路52號)
“Founder Information”	Founder Information (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a subsidiary of Peking Founder
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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 of Hong Kong Limited (as amended from time to time)
“Master Lease Agreement”	a master lease agreement dated 30 December 2014 entered into between the Company and Peking Founder in relation to the lease of certain commercial premises in Founder International Building

“Peking Founder”	北大方正集團有限公司 (Peking University Founder Group Company Limited*), a company established in the PRC with limited liability, the controlling shareholder of Founder Information holding approximately 97.36% of the issued share capital of Founder Information
“Peking Founder Group”	Peking Founder and its subsidiaries
“Proposed Caps”	the proposed cap for the Master Lease Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	registered holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the same meaning as ascribed thereto in the Listing Rules
“%”	per cent

By order of the Board
Peking University Resources (Holdings) Company Limited
Yu Li
Chairwoman

Hong Kong, 30 December 2014

The exchange rate adopted in this announcement for illustration purpose only is RMB1.00 = HK\$1.247.

As at the date of this announcement, the board of directors of the Company comprises executive directors of Ms Yu Li (Chairwoman), Mr Fang Hao (President), Mr Zhou Bo Qin, Mr Zhang Zhao Dong, Mr Xie Ke Hai and Mr Zheng Fu Shuang, and independent non-executive directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Ms Cao Qian.

* For identification purpose only