



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)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 10 MARCH 2023

I/We¹, _____
of _____
being the registered holder(s) of² _____ share(s) of HK\$0.10 each in the capital of Peking University Resources (Holdings) Company Limited (the “Company”) hereby appoint³ & ⁴ the Chairman of the meeting or _____
of _____
or failing him³ & ⁴ _____
of _____
as my/our proxy to vote for me/us on my/our behalf at the special general meeting of the Company to be held at 10:00 a.m. on Friday, 10 March 2023 (“SGM”) at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong and at any adjournment thereof on the undermentioned resolutions referred to in the notice convening the SGM, or if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions	For ⁵	Against ⁵
1.	<p>THAT:</p> <p>(a) the debt settlement agreement (the “Debt Settlement Agreement A”) dated 9 January 2023 entered into between Wuhan Jinxiang Asset Management Co., Ltd.* (武漢錦祥資產管理有限公司) (“Wuhan Jinxiang”), as acquirer, and Chongqing Feidia Information Technology Partnership (Limited Partnership)* (重慶飛迪亞信息技術合夥企業(有限合夥)), as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by Beijing Gangtong Resources Enterprise Management Co., Ltd.* (北京港通資源企業管理有限公司) (“BG Resources”) to Wuhan Jinxiang, and the transfer of 49% equity interest of Chongqing Yayuan Henghui Information Technology Co., Ltd.* (重慶雅源恒輝信息技術有限公司) (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one director of the Company (the “Director”) be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Debt Settlement Agreement A and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the shareholders of the Company (the “Shareholders”) as a whole.</p>		
2.	<p>THAT:</p> <p>(a) the debt settlement agreement (the “Debt Settlement Agreement B”) dated 9 January 2023 entered into between Chongqing Yingfeng Property Co., Ltd.* (重慶盈豐地產有限公司) (“Chongqing Yingfeng”), as acquirer, and Chongqing Longsay Information Technology Partnership (Limited Partnership)* (重慶朗賽信息技術合夥企業(有限合夥)), as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Chongqing Yingfeng, and the transfer of 49% equity interest of Chongqing Yinghe Yiyuan Enterprise Management Co., Ltd.* (重慶盈合益遠企業管理有限公司) (a copy of which has been tabled at the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Debt Settlement Agreement B and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>		

	Ordinary Resolutions	For ⁵	Against ⁵
3.	<p>THAT:</p> <p>(a) the debt settlement agreement (the “Debt Settlement Agreement C”) dated 9 January 2023 entered into between Wuhan Tianhe Jincheng Real Estate Development Co., Ltd.* (武漢天合錦程房地產發展有限公司) (“Wuhan Tianhe Jincheng”), as acquirer, and Chongqing Minos Information Technology Partnership (Limited Partnership)* (重慶美諾思信息科技合夥企業(有限合夥)) (“Chongqing Minos”) as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Wuhan Tianhe Jincheng, and the transfer of approximately 20.59% equity interest of Zhejiang Peking University Resources Real Estate Co., Ltd.* (浙江北大資源地產有限公司) (“Zhejiang Resources”) (a copy of which has been tabled at the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Debt Settlement Agreement C and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>		
4.	<p>THAT:</p> <p>(a) the debt settlement agreement (the “Debt Settlement Agreement D”) dated 9 January 2023 entered into between Chongqing Yuefeng Real Estate Co., Ltd.* (重慶悅豐地產有限公司) (“Chongqing Yuefeng”), as acquirer, and Chongqing Minos, as vendor, in relation to the debt settlement of outstanding debts and accrued interest owing by BG Resources to Chongqing Yuefeng, and the transfer of approximately 10.94% equity interest of Zhejiang Resources (a copy of which has been tabled at the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents (whether under common seal or not) which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Debt Settlement Agreement D and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.</p>		

Signature(s)⁶: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Any shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of the circular of the Company dated 17 February 2023, all shareholders (other than those who are required to attend the SGM physically to form a quorate meeting) who wish to vote at the SGM shall appoint the Chairman of the SGM as their proxy to exercise their right to vote at the SGM in accordance with their instructions.
- Please insert the name and address of the proxy desired and strike out the words “the chairman of the meeting *or/of/ or failing him*”. **IF YOU DO NOT STRIKE OUT SUCH WORDS AND YOUR PROXY DOES NOT ATTEND THE MEETING OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by the appointor, or his/her attorney duly authorised in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of the circular of the Company dated 17 February 2023, all shareholders (other than those who are required to attend the SGM physically to form a quorate meeting) who wish to vote at the SGM shall appoint the Chairman of the SGM as their proxy to exercise their right to vote at the SGM in accordance with their instructions.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s principal place of business at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, or the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time for holding the meeting or any adjournment thereof.
- For the purpose of determining members who are qualified for attending the SGM, the register of members of the Company will be closed from Tuesday, 7 March 2023 to Friday, 10 March 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the SGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 6 March 2023.
- Any alterations made in this form of proxy should be initialled by the person who signs it.
- A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company. However, given the special arrangements adopted by the Company as set out in the section headed “Special Arrangements for the SGM” of the circular of the Company dated 17 February 2023, all shareholders (other than those who are required to attend the SGM physically to form a quorate meeting) who wish to vote at the SGM shall appoint the Chairman of the SGM as their proxy to exercise their right to vote at the SGM in accordance with their instructions.
- At the SGM (or at any adjournment thereof), the Chairman of the meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy or (being corporation) is present by a duly authorised representative shall have one vote for every share of which he is the holder.

* for identification purposes only