
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Peking University Resources (Holdings) Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Peking University Resources (Holdings) Company Limited to be held at 10:00 a.m. on Friday, 18 September 2026 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not later than 48 hours before the time appointed for holding of the annual general meeting (i.e., not later than 10:00 a.m. on Wednesday, 16 September 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so wish.

There will be no distribution of gifts and no refreshments from the Company.

17 August 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 18 September 2026 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong or any adjournment thereof;
“associate”	has the same meaning as ascribed thereto in the Listing Rules;
“Board”	the board of Directors of the Company;
“Business Day(s)”	a day (other than a Saturday, Sunday, public holidays and days on which a tropical cyclone warning signal no. 8 or above or a rainstorm warning signal is issued in Hong Kong at any time before 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are generally open for business throughout their normal business hours;
“Bye-laws”	the bye-laws of the Company as amended from time to time and “Bye-law” shall be construed accordingly;
“Company”	Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司) (stock code: 00618), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“connected person”	has the same meaning as ascribed thereto in the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	14 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary shares with a par value of HK\$0.01 each in the share capital of the Company;
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (and to sell or transfer Treasury Shares) of up to twenty per cent. of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares) as at the date of passing of the relevant resolution granting such mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution);
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to repurchase Shares not exceeding ten per cent. of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution);
“Share Repurchase Rules”	the applicable provisions under the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wong Kai Ho (*Chairman*)

Mr. Huang Zhuguang

Mr. Hou Ruilin

Mr. Xia Ding

Registered office:

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Independent non-executive Directors:

Mr. Chin Chi Ho, Stanley

Ms. Xu Nan

Prof. Cheung Ka Yue

*Head office and principal place of
business in Hong Kong:*

Room 2303, 23/F

COFCO Tower

262 Gloucester Road

Causeway Bay

Hong Kong

17 August 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The Company will propose at the AGM resolutions to, *inter alia*, (i) re-elect Directors; (ii) approve the re-appointment of auditor; and (iii) grant to the Directors the Share Issue Mandate and the Share Repurchase Mandate.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on resolutions to be proposed at the AGM and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

II. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with paragraph B.2.2 of Appendix C1 to the Listing Rules and Bye-law 99 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. Accordingly, two executive Directors, Mr. Huang Zhuguang and Mr. Xia Ding, and an independent non-executive Director, Ms. Xu Nan will retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election.

Ms. Xu Nan meet the independence factors set out in Rule 3.13 of the Listing Rules and is not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of her independent judgment. In addition, she demonstrates the attributes of independent non-executive Director and there is no evidence that her tenure have had any impact on her independence. The Board is of the opinion that Ms. Xu Nan remain independent and it believes that her valuable knowledge and experience in corporate management and her general business acumen shall generate significant contribution to the Company and the Shareholders as a whole.

Resolutions for re-electing Mr. Huang Zhuguang, Mr. Xia Ding and Ms. Xu Nan will be proposed at the AGM.

Relevant biographical details, as at the Latest Practicable Date, of each of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

III. PROPOSED RE-APPOINTMENT OF AUDITOR

CCTH CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board proposed to re-appoint CCTH CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

IV. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 27 August 2025, resolutions were passed by the then Shareholders granting general mandates to the Directors to issue Shares and to repurchase Shares. These general mandates have lapsed upon the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates.

LETTER FROM THE BOARD

1. Share Issue Mandate

At the AGM, an ordinary resolution will be proposed to grant the Directors a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares (and to sell or transfer Treasury Shares), not exceeding twenty per cent. of the Company's aggregate nominal amount of issued share capital (excluding Treasury Shares) as at the date of passing of the relevant resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, the authorised share capital of the Company comprised 150,000,000,000 Shares and the number of Shares in issue were 2,737,417,279. Subject to the passing of the relevant ordinary resolution at the AGM and on the basis that no further Shares will be issued or repurchased between the period from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Share Issue Mandate to issue and, in the case of Treasury Shares, be sold or transferred a maximum of 547,483,455 Shares during the period in which the Share Issue Mandate remains in force.

In addition, conditional upon the proposed resolution to authorise the repurchase of Shares as is more particularly described under the section headed "Share Repurchase Mandate" being passed, a separate ordinary resolution will be proposed at the AGM to authorise the Directors to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional Shares under the Share Issue Mandate in respect of the aggregate nominal amount of share capital in the Company repurchased by the Company pursuant to the Share Repurchase Mandate.

2. Share Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed to grant the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase an amount of Shares not exceeding ten per cent. of the Company's aggregate nominal amount of issued share capital (excluding any Treasury Shares) as at the date of passing of the resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

An explanatory statement required under the Share Repurchase Rules providing the requisite information in respect of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

V. AGM

A notice convening the AGM to be held at 10:00 a.m. on Friday, 18 September 2026 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.pkurh.com). Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same as soon as possible to the principal place of business of the Company at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e., not later than 10:00 a.m. on Wednesday, 16 September 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 70 of the Bye-laws, each of the resolutions set out in the notice of the AGM will be put to the vote by way of a poll.

VI. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 15 September 2026 to Friday, 18 September 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 14 September 2026.

VII. RECOMMENDATIONS

The Directors believe that the proposed re-election of Directors, the proposed re-appointment of auditor and the proposed grant of the Share Issue Mandate and the Share Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

VIII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

Yours faithfully,

By Order of the Board

Peking University Resources (Holdings) Company Limited

Wong Kai Ho

Chairman

The following are the relevant biographical details of those Directors proposed for re-election at the AGM:

Mr. Huang Zhuguang (“**Mr. Huang**”), aged 63, is an executive Director of the Company since 1 December 2021.

Mr. Huang has over 32 years of experience in the cultural industry. Mr. Huang is the chairman of Guangdong First Union Animation Technology Co., Ltd., a company engaging in production of intelligent electronic toys which he founded in 1998. Mr. Huang also founded Firstunion Animation Technology (HK) Co., Limited in 2016 and Shunlian Animation Technology Vietnam Co., Ltd in 2019, respectively. In 2016, Mr. Huang founded Guangdong Guancheng Industrial Investment Co., Ltd., a company which principally engages in industrial investments, equity investments and venture capital investments.

Mr. Huang obtained a bachelor’s degree in business administration from the Communication University of China.

As at the date of this circular, Mr. Huang is deemed to be interested in 319,203,743 shares (long position) of the Company (representing approximately 11.66% of the Company’s issued share capital) under the SFO by virtue of his interest in Guangdong Guancheng Industrial Investment Co., Ltd. Guangdong Guancheng Industrial Investment Co., Ltd holds the entire equity interest in Guangdong First Union Animation Technology Co., Ltd., and Guangdong First Union Animation Technology Co., Ltd. holds the entire equity interest in Firstunion Animation Technology (HK) Co., Limited.

Mr. Xia Ding (“**Mr. Xia**”), aged 57, is an executive Director of the Company since 30 August 2024. He is the co-chief executive officer of the Company since 4 July 2023, the executive vice president of the Company since 8 October 2021 and the president of Chongqing Peking University Resources Investment Company Limited* (重慶北大資源投資有限公司). He possesses 33 years of knowledge and experience in real estate development, operation and investment.

He obtained a bachelor degree in Industrial and Civil Construction from Chongqing Construction Engineering University (now merged into Chongqing University) in July 1989.

As at the Latest Practicable Date, Mr. Xia is interested in 9,500,000 shares (long position) of the Company (representing approximately 0.35% of the Company’s issued share capital).

* For identification purpose only

Ms. Xu Nan (“**Ms. Xu**”), aged 51, is an independent non-executive Director of the Company since 30 August 2024. She has over 25 years experience in corporate management.

Ms. Xu worked from April 1996 to September 2009 as director of overseas planning department at Sanseido Bookstore Ltd., Japan. She was the general manager of Marco Polo (Tianjin) International Trading Co., Ltd.* (馬可波羅(天津)國際貿易有限公司) from January 2011 to November 2015. Since December 2015, she is the chief representative and legal representative of the Japan liaison office of Beijing Poly International Auction Co. Ltd.* (北京保利國際拍賣有限公司).

Ms. Xu obtained a bachelor’s degree in Japanese and Japanese literature from Gakushuin University, Japan in 1996. She obtained a master’s degree in business administration from the Tasmac London School of Business in 2011.

* *For identification purpose only*

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Share Repurchase Mandate.

SHARE REPURCHASE RULES

The Share Repurchase Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders in general meeting, either by way of a general mandate or by a specific approval of a particular transaction. A maximum of ten per cent. of the fully paid-up securities of a company (excluding any Treasury Shares) as at the date of the passing of the relevant resolution may be repurchased on the Stock Exchange.

SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company comprised 150,000,000,000 Shares and the number of Shares in issue were 2,737,417,279.

Subject to the passing of the relevant ordinary resolution at the AGM and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 273,741,727 Shares during the period in which the Share Repurchase Mandate remains in force. Any Shares repurchased pursuant to the Share Repurchase Mandate must be fully paid-up.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
July	0.185	0.141
August	0.167	0.142
September	0.175	0.148
October	0.175	0.153
November	0.240	0.150
December	0.325	0.175
2026		
January	0.260	0.191
February	0.270	0.215
March	0.325	0.195
April	0.330	0.280
May	0.340	0.285
June	0.500	0.320
July	0.415	0.295
August (up to the Latest Practicable Date)	0.350	0.315

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earnings per Share and will only be made when the Board believes that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

The laws of Bermuda provide that such repurchases may only be effected out of the capital paid up on the repurchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purposes.

Any premium payable on a repurchase over the par value of the Shares to be repurchased is to be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the financial year ended 31 March 2026) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the repurchase period. However, the Board does not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the memorandum of association of the Company, the Bye-laws, the Listing Rules and the applicable laws of Bermuda so far as the same may be applicable.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company or its subsidiaries under the Share Repurchase Mandate, if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code) depending on the level of increase of the Shareholder's interests, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of the increase.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the substantial Shareholders (as defined in the Listing Rules) were:

Name of shareholders	Capacity and nature of interest	Number of Shares held	Long positions	
			Approximate percentage of interest in the Company's issued share capital – as at the Latest Practicable Date	Approximate percentage of interest in the Company's issued share capital – if Share Repurchase Mandate is exercised in full
Mr. Wong Kai Ho (<i>Note 1</i>)	Through controlled corporations	604,500,000	22.08%	24.54%
Mr. Wong Kai Ho (<i>Note 1</i>)	Directly beneficially owned	6,604,039	0.24%	0.27%
ULTRA FOUNDER INTERNATIONAL LTD (<i>Note 2</i>)	Directly beneficially owned	479,500,000	17.52%	19.46%
Firstunion Animation Technology (HK) Co. Limited ("Firstunion") (<i>Note 3</i>)	Directly beneficially owned	319,203,743	11.66%	12.96%
廣東順聯動漫科技有限公司 (Guangdong First Union Animation Technology Co., Ltd.*) ("Guangdong Firstunion") (<i>Note 4</i>)	Through controlled corporations	319,203,743	11.66%	12.96%
廣東貫成實業投資有限公司 (Guangdong Guancheng Industrial Investment Co., Ltd*) ("Guangdong Guancheng") (<i>Note 5</i>)	Through controlled corporations	319,203,743	11.66%	12.96%
Mr. Huang Zhuguang (<i>Note 6</i>)	Through controlled corporations	319,203,743	11.66%	12.96%
Wealth Elite Group Investment Limited (<i>Note 7</i>)	Directly beneficially owned	290,307,782	10.61%	11.78%
Mr Hou Ruilin (<i>Note 8</i>)	Through controlled corporations	290,307,782	10.61%	11.78%

* For identification purpose only

Notes:

- (1) Mr Wong Kai Ho directly holds 6,604,039 Shares of the Company and is deemed to be interested in 604,500,000 Shares of the Company under the SFO by virtue of his interest in ULTRA FOUNDER INTERNATIONAL LTD and Eagle Wings Limited Partnership Fund. He is deemed to have a short position in 125,000,000 Shares of the Company under the SFO by virtue of his interest in Eagle Wings Limited Partnership Fund.
- (2) ULTRA FOUNDER INTERNATIONAL LTD is interested in 479,500,000 Shares of the Company.
- (3) Firstunion is interested in 319,203,743 Shares of the Company.
- (4) Guangdong Firstunion is deemed to be interested in 319,203,743 Shares of the Company under the SFO by virtue of its interest in Firstunion.
- (5) Guangdong Guancheng is deemed to be interested in 319,203,743 Shares of the Company under the SFO by virtue of its interest in Guangdong Firstunion.
- (6) Mr. Huang Zhuguang is deemed to be interested in 319,203,743 Shares of the Company under the SFO by virtue of his interest in Guangdong Guancheng.
- (7) Wealth Elite Group Investment Limited is interested in 290,307,782 Shares of the Company.
- (8) Mr. Hou Ruilin is deemed to be interested in 290,307,782 Shares of the Company under the SFO by virtue of his interest in Wealth Elite Group Investment Limited.

As illustrated above, on the assumption that the issued share capital of the Company remains the same, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate, no Shareholder would be obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Directors have no intention to exercise the Share Repurchase Mandate to the extent that would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

The Directors have no present intention to exercise the Share Repurchase Mandate to such extent which would otherwise result in the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

SHARE REPURCHASE MADE BY THE COMPANY

There have been no repurchases of Shares by the Company made in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

NOTICE OF AGM



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Peking University Resources (Holdings) Company Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 18 September 2026 at Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and the reports of directors and auditor of the Company for the financial year ended 31 March 2026.
2.
 - (a) To re-elect Mr. Huang Zhuguang as an executive director of the Company;
 - (b) To re-elect Mr. Xia Ding as an executive director of the Company;
 - (c) To re-elect Ms. Xu Nan as an independent non-executive director of the Company; and
 - (d) To authorize the board of directors of the Company to fix the director’s remuneration.
3. To re-appoint CCTH CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the board of directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares, to sell or transfer Treasury Shares and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with and, in the case of Treasury Shares, be sold or transferred during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

(B) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) and the number of Treasury Shares to be sold or transferred by the board of directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below); or
- (ii) the grant of options under the share option scheme of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or
- (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
- (iv) any scrip dividend scheme or similar arrangement providing for allotment of Shares in lieu of the whole or part of any dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed the aggregate of:
 - (a) twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) as at the date of passing of this resolution; and
 - (b) (if the board of directors of the Company are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the issued share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to ten per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) as at the date of passing of this resolution), and the said approval shall be limited accordingly; and

(C) for the purposes of this resolution:

- (i) “Relevant Period” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and

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- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;
 - (ii) “Rights Issue” means an offer of Shares open for a period fixed by the board of directors of the Company to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and
 - (iii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”
- 5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:
 - “**THAT:**
 - (A) subject to paragraph (B) below, the exercise by the board of directors of the Company during the Relevant Period of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
 - (B) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of passing of this resolution, and the said approval be limited accordingly; and

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(C) for the purposes of this resolution:

- (i) “Relevant Period” means the period from (and including) the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (ii) “Shares” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT**, conditional on the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (“**Resolutions 4 and 5**”, respectively), the exercise by the board of directors of the Company of the powers referred to in paragraph (A) of Resolution 4 in respect of the share capital of the Company referred to in sub-paragraph (b) of paragraph (B) of Resolution 4, be and is hereby approved and authorised.”

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

Hong Kong, 17 August 2026

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. 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 but must be present in person at the meeting to represent the shareholder. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.

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2. 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 were solely entitled thereto, but if more than one of such joint holders be 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.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting (i.e., not later than 10:00 a.m. on Wednesday, 16 September 2026) or any adjournment thereof. To be effective, all proxy appointments must be lodged with Tricor Investor Services Limited before the deadline. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Tuesday, 15 September 2026 to Friday, 18 September 2026, 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 annual general meeting, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 14 September 2026.
5. At the meeting (or at any adjournment thereof), the Chairman of the meeting put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bye-laws of the Company. The poll results will be published on the websites of the Company at www.pkurh.com and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk following the meeting.