资源控股
RESOURCES HOLDINGS

Peking University Resources (Holdings) Company Limited
北大資源(控股)有限公司

(Incorporated in Bermuda with limited liability)
(Stock code: 00618)

DISCLOSEABLE TRANSACTION
ACQUISITIONS OF EQUITY INTEREST IN TARGET COMPANIES

THE ACQUISITIONS

The Board is please to announce that, on 29 July 2026 (after trading hours):

(i) Zhonghe Management and Zi Fong Hong Kong, both are subsidiaries of the Company, have entered into Share Transfer Agreement I with Seller A, Seller B and Target Company I, pursuant to which Zhonghe Management has agreed to purchase and the Seller A has agreed to sell approximately 51% shareholding in Target Company I at a consideration of US$2,126,700, and Zi Fong Hong Kong has agreed to purchase and Seller B has agreed to sell approximately 49% shareholding in Target Company Iat a consideration of US$2,043,300; and

(ii) Zhonghe Management has entered into Share Transfer Agreement II with Seller C and Target Company II, pursuant to which Zhonghe Management has agreed to purchase, and Seller C has agreed to sell 99% shareholding in Target Company II at a consideration of US$2,420,000.

Upon completion of Acquisitions, both Target Company I and Target Company II will become subsidiaries of the Company, and their financial results will be consolidated into the financial statements of the Group.

LISTING RULES IMPLICATIONS

As the Acquisition I and the Acquisition II together would lead to involvement by the Group in business activities which did not previously form part of the Group's principal business activities, pursuant to Rule 14.23(4) of the Listing Rules, the Acquisition I and the Acquisition II shall be aggregated.

As the highest applicable percentage ratio in respect of the Acquisition I and the Acquisition II (on an aggregated basis) calculated pursuant to the Listing Rules is more than 5%, but is less than 25%, the Acquisitions constitute discloseable transactions of the Company, and are therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

THE ACQUISITIONS

The Board is please to announce that, on 29 July 2026 (after trading hours):

(i) Zhonghe Management and Zi Fong Hong Kong, both are subsidiaries of the Company, have entered into Share Transfer Agreement I with Seller A, Seller B and Target Company I, pursuant to which Zhonghe Management has agreed to purchase and the Seller A has agreed to sell approximately 51% shareholding in Target Company I at a consideration of US$2,126,700, and Zi Fong Hong Kong has agreed to purchase and Seller B has agreed to sell approximately 49% shareholding in Target Company I at a consideration of US$2,043,300; and

(ii) Zhonghe Management has entered into Share Transfer Agreement II with Seller C and Target Company II, pursuant to which Zhonghe Management has agreed to purchase, and Seller C has agreed to sell 99% shareholding in Target Company II at a consideration of US$2,420,000.

Upon completion of Acquisitions, both Target Company I and Target Company II will become subsidiaries of the Company, and their financial results will be consolidated into the financial statements of the Group.

Share Transfer Agreement I

Date

29 July 2026 (after trading hours)

Parties

Zhonghe Management and Zi Fong Hong Kong (as purchasers), Seller A and Seller B (as sellers), and Target Company I

Asset to be acquired

100% shareholding of Target Company I

Consideration

The total consideration is US$4,170,000, which shall be paid by Zhonghe Management and Zi Fong Hong Kong by bank transfer to the bank account designated by Seller A and Seller B within three months after the signing of the Share Transfer Agreement I and after the completion of all registration procedures in relation to the transfer of shareholding in Target Company I. It is currently expected that the consideration will be funded by internal resources of the Group.

Basis of the consideration

The consideration was arrived after arm's length negotiation between the parties taking into account (i) the business outlook and prospects of Target Company I; (ii) the financial performance of Target Company I, in particular its net asset of approximately RMB28,274,000 as at 31 December 2025; and (iii) the reasons and benefits of the Acquisition I to the Group as described under the paragraph headed "Reasons for and benefits of the Acquisitions" below.

Completion

Within three months after the signing of the Share Transfer Agreement I, Seller A and Seller B shall proactively assist Target Company I in completing the registration procedures in relation to the transfer of shareholding of the Target Company I, including all government approvals, filings, registrations, tax declarations and payments and foreign exchange registration.

Share Transfer Agreement II

Date

29 July 2026 (after trading hours)

Parties

Zhonghe Management (as purchaser), Seller C (as seller), and Target Company II

Asset to be acquired

99% of the shareholding in Target Company II

Consideration

The consideration is US$2,420,000. The consideration shall be paid by Zhonghe Management by bank transfer to the bank account designated by Seller C within three months after the signing of the Share Transfer Agreement II and after the completion of all registration procedures in relation to the transfer of shareholding of the Target Company II. It is currently expected that the consideration will be funded by internal resources of the Group.

Basis of the consideration

The consideration was arrived after arm's length negation between the parties taking into account (i) the business outlook and prospects of Target Company II; (ii) the financial performance of Target Company II, in particular its net asset of approximately RMB16,542,000 as at 31 December 2025; and (iii) the reasons and benefits of the Acquisition II to the Group as described under the paragraph headed "Reasons for and benefits of the Acquisition" below.

Completion

Within three months after the signing of the Share Transfer Agreement II, Seller C shall proactively assist Target Company II in completing the registration procedures in relation to the transfer of shareholding of the Target Company II, including all government approvals, filings, registrations, tax declarations and payments and foreign exchange registration.

INFORMATION OF THE PARTIES

The Purchasers, the Company and the Group

Zhonghe Management is a private company limited by shares incorporated in Hong Kong and it is a wholly-owned subsidiary of the Company. Zhonghe Management is principally engaged in investment holding.

Zi Fong Hong Kong is a private company limited by shares incorporated in Hong Kong and it is a non-wholly-owned subsidiary of the Company. Zi Fong Hong Kong has not commenced operations and it will principally engage in international trade.

The Company is an exempted company incorporated in Bermuda with limited liability and its Shares are listed on the Main Board of the Stock Exchange (stock code: 00618). The Group is principally engaged in medical and pharmaceutical retail, e-commerce and distribution, property development as well as property investment and management businesses in the PRC, Singapore and Hong Kong.

The Sellers

Seller A and Seller B are businessmen with experience in business management, overseas investment and international trade.

Seller C is a company incorporated in Tanzania and is ultimately owned by Mr. Xiong Wanlong (熊萬龍).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Seller A, Seller B, Seller C and Mr. Xiong Wanlong is an Independent Third Party.

Target Company I

Target Company I is a company incorporated in Tanzania. It is a major aluminum profile manufacturing enterprise in East Africa integrating casting, extrusion, surface treatment and quality inspection of diversified and high-quality aluminum alloy profiles.

An extract of the unaudited consolidated financial information of Target Company I for the financial years ended 31 December 2024 and 2025 is set out as follows:

	For the year ended 31 December 2024	**For the year ended 31 December 2025**
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Revenue	216,798	292,114
Profit before tax	12,926	10,128
Profit after tax	9,049	7,090

	As at 31 December 2024	**As at 31 December 2025**
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Total asset	114,270	151,550
Net asset	26,056	28,274

Target Company II

Target Company II is a company incorporated in Tanzania. Target Company II is principally engaged in waste battery recycling and processing, along with the production and sales of recycled lead and lead-acid batteries.

Following the completion of Acquisition II, Target Company II will be owned as to 99% by Zhonghe Management, 0.5% by Mr. Zhu Yumin (朱玉民) and 0.5% by Mr. Chen Tianhai (陳天海), two Independent Third Parties, respectively. An extract of the unaudited consolidated financial information of Target Company II for the financial years ended 31 December 2024 and 2025 is set out as follows:

	For the year ended 31 December 2024	**For the year ended 31 December 2025**
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Revenue	29,138	52,994
Profit/(Loss) before tax	(491)	3,420
Profit/(Loss) after tax	(524)	2,446

	As at 31 December 2024	**As at 31 December 2025**
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Total asset	78,573	82,976
Net asset	14,513	16,542

REASONS AND BENEFITS OF THE ACQUISITIONS

The Group is principally engaged in medical and pharmaceutical retail, e-commerce and distribution, property development as well as property investment and management businesses in the PRC, Singapore and Hong Kong.

In order to achieve the Group's strategic objective of sustainable development, it has been actively looking for new business opportunities to diversify and broaden revenue sources of the Group and to generate tremendous returns and long-term value for Shareholders. In view of the financial performance and the prospects of Target Company I and Target Company II, the Directors consider that the Acquisitions represents a good opportunity for the Group to utilize its available capital to tap into new businesses for a diversified stream of income, and the potential business growth of the Target Company I and Target Company II may yield a promising return to the Group.

In light of the above, the Directors (including the independent non-executive Directors) believe that the terms of the Acquisitions are fair and reasonable and in the interests of the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the Acquisition I and the Acquisition II together would lead to involvement by the Group in business activities which did not previously form part of the Group's principal business activities, pursuant to Rule 14.23(4) of the Listing Rules, the Acquisition I and the Acquisition II shall be aggregated.

As the highest applicable percentage ratio in respect of the Acquisition I and the Acquisition II (on an aggregated basis) calculated pursuant to the Listing Rules is more than 5%, but is less than 25%, the Acquisitions constitute discloseable transactions of the Company, and are therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

"Acquisition I"	the acquisition of 100% shareholding in Target Company I pursuant to the terms and condition of the Share Transfer Agreement I
"Acquisition II"	the acquisition of 99% shareholding in Target Company II pursuant to the terms and condition of the Share Transfer Agreement II
"Acquisitions"	Acquisition I and Acquisition II
"Board"	the board of Directors
"Company"	Peking University Resources (Holdings) Company Limited (北大資源(控股)有限公司), an exempted company incorporated in Bermuda with limited liability, and its Shares are listed on the Main Board of the Stock Exchange (stock code: 00618)
"Directors"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	person(s) or company(ies) who/which, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, is/are not connected person(s) of the Company

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"RMB"	Renminbi, the lawful currency of the PRC
"Seller A"	Mr. Wang Runze (王潤澤)
"Seller B"	Mr. Luo Wei (羅偉)
"Seller C"	LOYAL GROUP COMPANY LIMITED, a company incorporated in Tanzania
"Share Transfer Agreement I"	the share transfer agreement entered into between Zhonghe Management, Zi Fong Hong Kong, Seller A, Seller B and Target Company I in respect of the Acquisition I
"Share Transfer Agreement II"	the share transfer agreement entered into between Zhonghe Management, Seller C and Target Company II in respect of the Acquisition II
"Shareholder(s)"	holder(s) of Share(s)
"Shares"	ordinary shares of HK$0.01 each in the capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company I"	LN FUTURE BUILDING MATERIALS COMPANY LIMITED, a company incorporated in Tanzania
"Target Company II"	CHINA BODA TECHNICAL GROUP LIMITED, a company incorporated in Tanzania
"US$"	United States dollar, the lawful currency of the United States
"Zhonghe Management"	Hong Kong Zhonghe Management Limited (香港中合管理有限公司), a private company limited by shares incorporated in Hong Kong, a wholly-owned subsidiary of the Company
"Zi Fong Hong Kong"	Zi Fong Hong Kong Limited (子方香港有限公司), a private company limited by shares incorporated in Hong Kong, a non-wholly-owned subsidiary of the Company

"%"	per cent

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

Hong Kong, 29 July 2026

As at the date of this announcement, the Board comprises executive Directors of Mr. Wong Kai Ho (Chairman), Mr. Huang Zhuguang, Mr. Hou Ruilin and Mr. Xia Ding; and the independent non-executive Directors of Mr. Chin Chi Ho, Stanley, Ms. Xu Nan and Prof. Cheung Ka Yue.