

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Billion Resources Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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## **CHINA BILLION RESOURCES LIMITED**

**中富資源有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 274)**

### **PROPOSALS FOR RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Billion Resources Limited (“AGM”) to be held at Lily Room, 3rd Floor, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Monday, 12 October 2015 at 11:00 a.m., or any adjournments of the meeting, at which a number of matters including the above proposals will be considered, is set out on pages 10 to 11 of this circular.

Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and/or voting at the meeting or any adjourned meeting should you so wish.

<b>CONTENTS</b>
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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1. Introduction .....	3
2. Re-election of Directors .....	3
3. Annual General Meeting .....	4
4. Recommendation .....	5
5. Additional Information .....	5
<b>Appendix I – BIOGRAPHICAL DETAILS OF DIRECTORS                   PROPOSED FOR RE-ELECTION</b> .....	6
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	10

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Lily Room, 3rd Floor, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Monday, 12 October 2015 at 11:00 a.m. or any adjournment thereof;
“AGM Notice”	the notice convening the AGM as set out on pages 10 to 11 of this circular;
“Articles of Association”	the articles of association of the Company (as amended from time to time);
“Board”	the board of directors of the Company;
“Company”	China Billion Resources Limited, an Exempted Company incorporated in the Cayman Islands with limited liability and the Shares whereof are listed on the Stock Exchange;
“Directors”	the directors of the Company for the time being;
“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;
“Latest Practicable Date”	31 August 2015, being the latest practicable date prior to the printing of this circular for ascertaining the information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) set out in the AGM Notice;

## DEFINITIONS

“PRC”	the People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (as amended from time to time);
“Share(s)”	the share(s) of nominal value of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.



**CHINA BILLION RESOURCES LIMITED**

**中富資源有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 274)**

*Executive Directors:*

Mr. Long Xiaobo (*Chairman*)  
Mr. Zuo Weqi (*Chief executive officer*)  
Mr. Chen Yi Chung  
Mr. Xiao Jie

*Registered Office:*

Criquet Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent non-executive Directors:*

Mr. Jin Shunxing  
Mr. Chiang Tsung-Nien  
Ms. Liu Shuang

*Head office and principal  
place of business:*

Room 2811, 28th Floor  
China Merchants Tower  
No. 168-200 Connaught Road Central  
Hong Kong

31 August 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the AGM Notice and the information relating to the proposals for the re-election of certain Directors.

**2. RE-ELECTION OF DIRECTORS**

In accordance with article 86 of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill a casual vacancy on the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company after his appointment and shall

\* *For identification only*

## LETTER FROM THE BOARD

then be eligible for re-election at that meeting. Therefore Mr. Zuo Weiqi, Mr. Chen Yi Chung, Mr. Xiao Jie, Mr. Jin Shunxing, Mr. Chiang Tsung-Nien and Ms. Liu Shuang who were appointed as Directors after the last annual general meeting on 30 June 2011 are subject to retirement at the forthcoming AGM. These retiring Directors, being eligible for re-election, will offer themselves for re-election for Directors.

Biographical details of the Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

### 3. AGM

The AGM Notice, which contains, inter alia, the resolutions to approve the re-election of Directors are set out on pages 10 to 11 of this circular.

A form of proxy for use at the forthcoming AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and/or voting at the meeting or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) to (5) of the Listing Rules, all the vote(s) of the Shareholders at the forthcoming AGM will be taken by poll and an announcement will be made by the Company on the results of the poll.

In accordance with article 66 of the Articles of Association, a poll may be demanded by:

- (a) the Chairman of such meeting; or
- (b) at least 3 Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or

## LETTER FROM THE BOARD

- (e) a Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at the meeting if required by the rules of the designated stock exchange.

#### 4. RECOMMENDATION

The Board considers that the proposals for the re-election of Directors are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that you should vote in favour of the resolutions to be proposed at the forthcoming AGM.

#### 5. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,  
By Order of the Board  
**China Billion Resources Limited**  
**Long Xiaobo**  
*Chairman*

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

#### **Executive Directors**

**Mr. Zuo Weiqi**, aged 49, joined the Group on 3 August 2011, is an Executive Director and the chief executive officer of the Company. Mr. Zuo is currently a member of the nomination and resumption committee of the Company. Mr. Zuo has years of experiences in property management, private equity investment and industrial investment. Mr. Zuo is currently an executive director and general manager of China High-tech Investment Management Co., Ltd. Mr. Zuo obtained a Master of Business Administration degree from China Academy of Social Sciences, PRC.

Mr. Zuo has not held any directorship in any public listed companies in the last three years or any other major appointments with the Company or other members of the Group.

Mr. Zuo does not have any relationship with any other senior management of the Company, Directors, substantial Shareholders or controlling Shareholder.

Mr. Zuo has entered into a service agreement with the Company for an initial term of three years commencing on 3 August 2011 and renewed on 31 July 2015. This service agreement continues thereafter until termination by not less than 30 days' notice in writing served by either party on the other or in accordance with other terms of such service agreement. For the year ended 31 December 2014, according to this service agreement, Mr. Zuo has received emoluments in the aggregate sum of HK\$603,000 (including salary, reimbursement and discretionary bonus) which were determined having regard to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Mr. Zuo does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Mr. Zuo's re-election as Director that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to any of the requirements of rules 13.51(2) of the Listing Rules.

**Mr. Chen Yi Chung**, aged 41, joined the Group on 27 July 2012 as deputy manager of the Company prior to his appointment as Executive Director. Mr. Chen is also a member of the resumption committee of the Company. Mr. Chen has obtained his Bachelor of Business Administration degree from National Taiwan University. Mr. Chen has been worked experiences in various international financial institutions, such as Citigroup Asia-Pacific and the Principal Finance Group of the Standard Chartered Group.

Mr. Chen has not held any directorship in any public listed companies in the last three years or any other major appointments with the Company or other members of the Group.



## APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chen does not have any relationship with any other senior management of the Company, Directors, substantial Shareholders or controlling Shareholders.

Mr. Chen has entered into a service agreement with the Company for an initial term of three years commencing on 27 July 2012 and renewed on 31 July 2015. This service agreement continues thereafter until termination by not less than 30 days' notice in writing served by either party on the other or in accordance with other terms of such service agreement. For the year ended 31 December 2014, according to this service agreement, Mr. Chen has received emoluments in the aggregate sum of HK\$1,147,000 (including salary, housing, reimbursement and discretionary bonus) which were determined having regard to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Mr. Chen does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Mr. Chen's re-election as Director that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to any of the requirements of rules 13.51(2) of the Listing Rules.

**Mr. Xiao Jie**, aged 48, joined as chairman in Hunan Westralian Mining Company Limited, a subsidiary of the Company in 2013. Mr. Xiao graduated from Department of Civil Engineering of Hunan University and major in Industrial and Civil Construction Professional. He has obtained a Construction Quality Control Engineer qualification in 1997. Mr. Xiao has years' experience of team management and organisation leadership in the road and bridge construction in China especially in the area of design, construction and on-site management.

Mr. Xiao has not held any directorship in any public listed companies in the last three years or any other major appointments with the Company or other members of the Group.

Mr. Xiao does not have any relationship with any other senior management of the Company, Directors, substantial Shareholders or controlling Shareholders.

Mr. Xiao has entered into a service agreement with the Company for an initial term of three years commencing on 31 August 2015. This service agreement continues thereafter until termination by not less than 30 days' notice in writing served by either party on the other or in accordance with other terms of such service agreement. According to this service agreement, Mr. Xiao is entitled to a monthly director fee of HK\$50,000 with annual discretionary bonus. The emoluments payable (including salary, reimbursement and discretionary bonus) which were determined having regard to his duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Mr. Xiao does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Mr. Xiao's re-election as Director that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to any of the requirements of rules 13.51(2) of the Listing Rules.

#### **Independent non-executive Directors**

**Mr. Jin Shunxing**, aged 51, joined the Group on 3 August 2011, is an independent non-executive Director ("INED"). Mr. Jin is also the chairman of the audit, remuneration, investigation committee and a member of the nomination committee of the Company. Mr. Jin has years of experiences in corporate finance and accounting. Mr. Jin is currently a partner of Pan-China (H.K.) CPA Limited. Mr. Jin is a Chinese Certified Public Accountant and a Chinese Certified Appraiser. He obtained a Bachelor of Finance degree from Central South University of Technology, PRC and a Master of Business Administration degree from Northwestern Polytechnical University, PRC.

Mr. Jin has not held any directorship in any public listed companies in the last three years or any other major appointments with the Company or other members of the Group.

Mr. Jin does not have any relationship with any other senior management of the Company, Directors, substantial Shareholders or controlling Shareholders.

Mr. Jin has renewed his service agreement with the Company for further term of one year commencing on 30 January 2015. For the year ended 31 December 2014, he has received a director's fee of HK\$120,000 in accordance with his appointment letter which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Mr. Jin does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Mr. Jin's re-election as Director that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to any of the requirements of rules 13.51(2) of the Listing Rules.

**Mr. Chiang Tsung-Nien**, aged 56, joined the Group on 19 January 2012, is an INED. Mr. Chiang is currently a member of audit, remuneration, nomination and investigation committee of the Company. Mr. Chiang obtained his Master of Business Administration degree from the Wharton School of the University of Pennsylvania, the United States of America and Bachelor of Art degree, major in Economics, from National Cheng-Chi University, Taiwan. Mr. Chiang specializes in corporate finance, initial public offerings, real estate and large trade and other services for clients. He has worked in several banks in United States of America such as Citibank N.A., China Trust Bank USA, UBS N.Y., Continental Illinois Bank Chicago, and Chase Manhattan Bank N.Y. He also served as the chief financial officer of China Aerospace International Investment Corporation, the managing director of China Link Investment Ltd. and the managing director of Asia Pacific Capital Partners Ltd.

## APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chiang has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other major appointments of the Group.

Mr. Chiang does not have any relationship with any other senior management of the Company, Directors, substantial Shareholders or controlling Shareholders.

Mr. Chiang has renewed his service agreement with the Company for further term of one year commencing on 30 January 2015. For the year ended 31 December 2014, he has received a director's fee of HK\$90,000 in accordance with his appointment letter which is determined having regard to his duties and responsibilities with the Company, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Chiang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Mr. Chiang's re-election as Director that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to any of the requirements of rules 13.51(2) of the Listing Rules.

**Ms. Liu Shuang**, aged 43, joined the Group on 28 April 2014, is an INED. Ms. Liu is currently a member of the audit, remuneration, nomination and investigation committee of the Company. Ms. Liu holds a Bachelor of Business Law degree from Beijing Technology and Business University, PRC and a Master of Laws degree from Northwest University of Politics & Law, PRC and has around 20 years' experience in practicing law, specializing in overseas listing, merger and acquisition, private equity and overseas investment.

Ms. Liu has not held any directorship in any public listed companies in the last three years or any other positions with the Company or other major appointments of the Group.

Ms. Liu does not have any relationship with any other senior management of the Company, Directors, substantial Shareholders or controlling Shareholders.

Ms. Liu has renewed her service agreement with the Company for further term of one year commencing on 30 January 2015. For the year ended 31 December 2014, she has received a director's fee of HK\$81,000 in accordance with her appointment letter which is determined having regard to her duties and responsibilities with the Company, prevailing market conditions and the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, Ms. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Ms. Liu's re-election as Director that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to any of the requirements of rules 13.51(2) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA BILLION RESOURCES LIMITED

中富資源有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 274)**

**NOTICE IS HEREBY GIVEN** that annual general meeting of China Billion Resources Limited (“**Company**”) will be held at Lily Room, 3rd Floor, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Monday, 12 October 2015 at 11:00 a.m. for the purposes of consideration and, if thought fit, passing the following ordinary resolutions of the Company:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2011.
2. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2012.
3. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2013.
4. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2014.
5. To re-elect directors and to authorise the board of directors to fix their remuneration.
6. To re-appoint auditor and to authorise the board of directors to fix its remuneration.

By Order of the Board  
**China Billion Resources Limited**  
**Long Xiaobo**  
*Chairman*

Hong Kong, 31 August 2015

\* *For identification only*

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote in his stead. A proxy need not be a shareholder of the Company. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with a power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the appointed time for the holding the meeting or any adjournment thereof.
- (2) In the case of joint holders of a share, any one of such joint holders may vote, either in person 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 are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and/or voting in person at the meeting or any adjournment thereof 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 for a period commencing from 8 October 2015 to 12 October 2015, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 7 October 2015.
- (5) With regard to the items no. 5 set out in this notice, a circular containing details will be despatched to shareholders together with the 2015 interim report and 2014 annual report of the Company.
- (6) Each of the above resolutions will be put to vote by way of a poll at the annual general meeting.
- (7) As at the date of this notice, the board of directors of the Company comprises seven directors, of which Mr. Long Xiaobo, Mr. Zuo Weiqi, Mr. Chen Yi Chung and Mr. Xiao Jie are executive directors, Mr. Jin Shunxing, Mr. Chiang Tsung-Nien and Ms. Liu Shuang are independent non-executive directors.