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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 OF ANNUAL GENERAL MEETING**

**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.

\* *For identification only*

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

*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.