



**CHINA BILLION RESOURCES LIMITED**  
**中富資源有限公司**

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

**(Stock code: 274)**

**Form of Proxy for use at the Extraordinary General Meeting and any adjournment thereof**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of  
HK\$0.01 each of in the share capital of China Billion Resources Limited (“Company”) hereby appoint the Chairman of the meeting,  
or <sup>(note 3 & note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the extraordinary general meeting (“Meeting”) (and at any adjournment thereof) of the Company to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 28 December 2018 (Friday) at 11:00 a.m. in respect of the resolutions set out in the notice of Meeting (“Notice”) contained in the circular of the Company dated 11 December 2018 (“Circular”) as indicated below and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this letter shall have the same meanings as those defined in the Circular. Full text of each resolution is contained in the Notice.

ORDINARY RESOLUTIONS		For <sup>(note 6)</sup>	Against <sup>(note 6)</sup>
1.	(a) To re-elect Mr. Zhang Yiwen as an executive director of the Company.		
	(b) To re-elect Mr. Zhang Jing as a non-executive director of the Company.		
	(c) To re-elect Mr. Zhang Wei as a non-executive director of the Company.		
	(d) To re-elect Mr. Ho Wing Chung as an independent non-executive director of the Company.		
	(e) To re-elect Mr. Xie Qiangming as an independent non-executive director of the Company.		
	(f) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
2.	To ratify, confirm and approve the Sale and Purchase Agreement and the transactions contemplated thereunder and to authorise one or more of the Directors to execute all documents for the purpose of implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder. <sup>(note 5)</sup>		

Dated: \_\_\_\_\_

Signature <sup>(note 7)</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each of the Company 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).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words “**the Chairman of the meeting, or**” and insert the name and address of the proxy desired in the space provided.
4. Any shareholder who is the holder of two or more shares and who is entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company, but must attend the Meeting in person to represent you.
5. The description of this resolution is by way of summary only. The full text appears in the Notice of the Meeting.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete either box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
8. If more than one of the joint holders are present at the Meeting personally or by proxy, 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(s) shall alone be entitled to vote in respect thereof.
9. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting and any adjournment thereof.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting and any adjournment thereof if you so wish.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- (iii) Your Personal Data will not be transferred to any third parties (other than the share registrars of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.