

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (“Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**CHINA BILLION RESOURCES LIMITED**

中富資源有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 274)

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 25 MAY 2018;  
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND  
NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES**

Reference is made to the circular of the Company dated 24 April 2018 (“Circular”), in relation to the Ordinary Resolutions proposed to be considered and passed at the AGM. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

**POLL RESULTS OF THE AGM**

The Board announces the poll results in respect of the Ordinary Resolutions proposed at the AGM of the Company held on 25 May 2018 are as follows:

	Ordinary Resolutions	Number of Votes (%)		Passed by Shareholders
		For	Against	
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2017.	10,406,057,623 (100.00%)	0 (0.00%)	Yes
2(a).	To re-elect Mr. Zuo Weiqi as an executive director of the Company.	10,406,036,623 (99.99%)	21,000 (0.01%)	Yes
2(b).	To re-elect Mr. Chen Yi-chung as an executive director of the Company.	10,406,036,623 (99.99%)	21,000 (0.01%)	Yes
2(c).	To re-elect Mr. Zhang Li as an executive director of the Company.	10,406,036,623 (99.99%)	21,000 (0.01%)	Yes
2(d).	To re-elect Mr. Ng Kwok Kei Sammy as a non-executive director of the Company.	10,406,036,623 (99.99%)	21,000 (0.01%)	Yes
2(e).	To re-elect Mr. Wong Wa Tak Barry as a non-executive director of the Company.	10,406,036,623 (99.99%)	21,000 (0.01%)	Yes
2(f).	To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.	10,406,036,623 (99.99%)	21,000 (0.01%)	Yes
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company for the year ending 31 December 2018 and authorise the board of directors of the Company to fix its remuneration.	10,406,057,623 (100.00%)	0 (0.00%)	Yes

4.	To grant an unconditional mandate to the directors of the Company to issue additional shares.	10,402,162,023 (99.96%)	3,895,600 (0.04%)	Yes
5.	To grant an unconditional mandate to the directors of the Company to repurchase the Company's own shares.	10,406,057,623 (100.00%)	0 (0.00%)	Yes
6.	To extend the general mandate granted to the directors of the Company in ordinary resolution No. 4 by adding the aggregate nominal amount of the repurchased shares.	10,402,183,023 (99.96%)	3,874,600 (0.04%)	Yes

*Notes:*

- (1) All percentages rounded to 2 decimal places.
- (2) The full texts of the above Ordinary Resolutions are set out in the AGM Notice and the Circular.
- (3) Number of Shares entitling the Shareholders to attend and vote on all the resolutions at the AGM: 17,544,977,408 Shares.
- (4) Number of Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules at the AGM: Nil.
- (5) Number of Shares for Shareholders required under the Listing Rules to abstain from voting at the AGM: Nil.
- (6) The scrutineer for the poll at the AGM: Tricor Tengis Limited, the Hong Kong Branch Share Registrar of the Company.

#### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Liu Feng was retired at the AGM and not stand for re-election, therefore, Mr. Liu Feng retired from office as Director and all other relevant membership of the Board committees immediately after the closure of the AGM. Since the retirement of Mr. Liu Feng, the Company has only two INEDs, thus the number of the INEDs and the members of the audit committee of the Company fall below the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules. The Company is endeavouring to identify suitable candidates to fill the vacancies as INEDs and members of the audit committee of the Company as soon as practicable and in any event within 3 months from the date of 18 April 2018 to fill one vacancy due to Mr. Zhang Li's appointment and from the date of this announcement to fill one vacancy due to Mr. Liu Feng's retirement pursuant to Rule 3.11 of the Listing Rules. Further announcement will be made by the Company as and when appropriate.

#### **List of Directors and their roles and functions**

With effect from 25 May 2018, the members of the Board are set out below:

Executive directors:

Mr. Long Xiaobo (*Chairman of the Board*)  
 Mr. Zuo Weiqi (*Chief executive officer*)  
 Mr. Chen Yi-chung  
 Mr. Xiao Jie  
 Mr. Zhang Li

Non-executive directors:

Mr. Ng Kwok Kei Sammy  
 Mr. Wong Wa Tak Barry

Independent non-executive directors:

Mr. Cai Jianhua  
 Ms. Liu Shuang

The table below provides the latest membership information of the Company's audit committee, remuneration committee and nomination committee on which each Board member serves:

Directors \ Board Committees	Audit Committee	Remuneration Committee	Nomination Committee
Mr. Long Xiaobo		M	C
Mr. Zuo Weiqi			M
Mr. Chen Yi-chung			
Mr. Xiao Jie			
Mr. Zhang Li			
Mr. Ng Kwok Kei Sammy			
Mr. Wong Wa Tak Barry			
Mr. Cai Jianhua	C	M	M
Ms. Liu Shuang	M	C	M

*Notes:*

*C: Chairman of the relevant Board committees*

*M: Member of the relevant Board committees*

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

Hong Kong, 25 May 2018

As at the date of this announcement, the Board comprises:

Executive directors:

Mr. Long Xiaobo (*Chairman of the Board*)  
 Mr. Zuo Weiqi (*Chief executive officer*)  
 Mr. Chen Yi-chung  
 Mr. Xiao Jie  
 Mr. Zhang Li

Non-executive directors:

Mr. Ng Kwok Kei Sammy  
 Mr. Wong Wa Tak Barry

Independent non-executive directors:

Mr. Cai Jianhua  
 Ms. Liu Shuang