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If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 to the purchaser or transferee or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 15 November 2021 at 11:00 a.m. is set out on pages 10 to 12 of this circular.

If you are not able to attend and/or vote at the meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, 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 holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

27 October 2021

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “China Billion Resources Limited” to “Renaissance Asia Silk Road Group Limited” and the dual foreign name in Chinese of the Company from “中富資源有限公司” to “復興亞洲絲路集團有限公司”
“Company”	China Billion Resources Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 15 November 2021 at 11:00 a.m., or any adjournment thereof
“Executive Director(s)”	the executive Director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 October 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Pan”	Mr. Pan Feng, an Executive Director
“Mr. Qiu”	Mr. Qiu Zhenyi, an Executive Director
“Mr. Zhu”	Mr. Zhu Shengsheng, an Executive Director
“SFO”	the Securities and Futures Ordinance, Cap. 571, Laws of Hong Kong (as amended from time to time)
“Shareholder(s)”	shareholder(s) of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



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. Qiu Zhenyi (*Chairman of the Board*)
Mr. Zhu Shengsheng (*Chief executive officer*)
Mr. Pan Feng
Mr. Xie Qiangming

Registered Office:

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

Non-executive Director:

Mr. Sun Aimin

*Head office and principal
place of business:*

Unit 1802, 18th Floor
The L Plaza
367-375 Queen's Road Central
Hong Kong

Independent Non-executive Directors:

Mr. Cai Jianhua
Mr. Ho Wing Chung
Mr. Yan Xiaotian

27 October 2021

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the EGM for the approval of (i) the Change of Company Name; and (ii) the re-election of retiring Directors.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Billion Resources Limited” to “Renaissance Asia Silk Road Group Limited” and the dual foreign name in Chinese of the Company from “中富資源有限公司” to “復興亞洲絲路集團有限公司”.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and new dual foreign name in Chinese of the Company in place of the existing English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands shall then issue a certificate of incorporation on change of name.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution to approve the Change of Company Name at the EGM.

Thereafter, the Company will carry out all necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Group is principally engaged in (i) gold mining, exploration and trading of gold products in China; (ii) provision of money lending services in Hong Kong; and (iii) trading of coal and wholesale and trading of frozen meat in China.

LETTER FROM THE BOARD

The Company continues to explore opportunities to expand and diversify the Group's business in the value chain of the mining sector, as the Group's mining operations have resumed, having regard in particular to areas that are supported by the Chinese government's environmental and Belt and Road policies. The Group will explore, in addition to mining and metallic waste treatment/recycling operations, other operations upstream, downstream or ancillary to mining operations that can complement the Group's core business. The Board considers that the proposed name of the Company better reflects the Group's aspirations instead of characterising the Group solely as a resources company as its current name connotes. Accordingly, the Board believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such Shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the exchange of the existing share certificates for new certificates bearing the new names of the Company.

Once the Change of Company Name becomes effective, any issue of share certificates thereafter will be in the new names of the Company. Subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 83(3) of the Articles of Association, Mr. Qiu and Mr. Pan, each of whom was appointed as an Executive Director on 2 September 2021 and Mr. Zhu, who was appointed as an Executive Director on 3 June 2021, shall retire from office at the EGM and be subject to re-election at the EGM. Particulars of the above Directors to be re-elected at the EGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

EGM

A notice convening the EGM is set out on pages 10 to 12 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. If you are not able to attend and/or vote at the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, 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 holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL AT THE EGM

Pursuant to Rules 13.39(4) and (5) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands), and an announcement on the poll results of the general meeting must be made by the Company after the general meeting as soon as possible. Accordingly, all resolutions to be proposed at the EGM as set out in the notice of the EGM will be voted by poll and an announcement on the poll results of the EGM will be made by the Company as soon as possible after conclusion of the EGM.

RECOMMENDATION

The Directors consider that the approval of the Change of Company Name and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders and, accordingly, recommend you to vote in favour of the resolutions to be proposed at the EGM.

MISCELLANEOUS

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules on any of the proposed resolutions as set out in the notice of the EGM.

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
By order of the Board of
China Billion Resources Limited
Qiu Zhenyi
Chairman of the Board

MR. QIU ZHENYI

Mr. Qiu Zhenyi, aged 57, Executive Director, chairman of the Board and chairman of the nomination committee of the Company, has extensive senior management experiences in corporate strategy formulation, development and management. Mr. Qiu held a number of senior management positions in certain state-owned enterprises and state-owned holding companies in Tianjin City, China for over 36 years, including but not limited to the chairman of Tianjin JinLv Haihe Cruises Co., Ltd. (a company listed on National Equities Exchange and Quotations (stock code: 870350)) from 2019 to 2020. Mr. Qiu is currently an executive deputy vice president and/or executive director of certain private financial, energy and trading companies. Mr. Qiu obtained a professional certificate in economics management from the Party School of Tianjin Municipal Committee of the Communist Party of China in 2000 and a professional certificate of law theory for in-service graduate students of the Party School of the Central Committee of Communist Party of China in 2005. Mr. Qiu is also an accredited economist and an accredited senior engineer.

There is a service agreement entered into between the Company and Mr. Qiu for his appointment as an Executive Director for a term of three years starting from 2 September 2021. Mr. Qiu is subject to retirement by rotation in accordance with the provisions of the Articles of Association. Mr. Qiu is entitled to a remuneration of HK\$30,000 per month which has been fixed by the Board with reference to, including but not limited to, his duties, responsibilities, performance, prevailing market conditions and remuneration benchmark relevant to other directors of listed companies of similar size and industry nature.

As at the Latest Practicable Date, Mr. Qiu held 15,150,000 share options granted pursuant to the share option scheme adopted by the Company.

MR. ZHU SHENGSHENG

Mr. Zhu Shengsheng, aged 42, Executive Director and chief executive officer of the Company, has extensive experiences in energy and finance industry, and has years of experience in corporate development, commodity trade, mergers and acquisitions, equity investments and finance. Mr. Zhu served as director and president of Baota Petrochemical (HK) Co., Ltd from 2011 to 2013. Mr. Zhu has been the president of Hongkong Energy Group Investment Limited since 2013. Mr. Zhu obtained a bachelor degree in Business Administration from Dongbei University of Finance and Economics in 2006 and a certificate of Computer Information Technology Testing in 2018.

The one-year term service agreement entered into between the Company and Mr. Zhu for his appointment as an Executive Director with effect from 3 June 2021 has been amended and revised on 2 September 2021 to a three-year term starting from 3 June 2021. Mr. Zhu is subject to retirement by rotation in accordance with the provisions of the Articles of Association. Mr. Zhu is entitled to a remuneration of HK\$30,000 per month which has been fixed by the Board with reference to, including but not limited to, his duties, responsibilities, performance, prevailing market conditions and remuneration benchmark relevant to other directors of listed companies of similar size and industry nature.

As at the Latest Practicable Date, Mr. Zhu held 15,150,000 share options granted pursuant to the share option scheme adopted by the Company.

MR. PAN FENG

Mr. Pan Feng, aged 43, Executive Director and vice president of the Company, has extensive experiences in sales management, investment promotion and business operation. Mr. Pan served as the investment operation executive officer of Tianjin Tianbao Infrastructure Co., Ltd. (a company listed on the Shenzhen Stock Exchange (stock code: 00965) from 2011 to 2020. Mr. Pan obtained a master degree in Business Administration from Tianjin University in 2014 and he is also an accredited economist.

There is a service agreement entered into between the Company and Mr. Pan for his appointment as an Executive Director for a term of three years starting from 2 September 2021. Mr. Pan is subject to retirement by rotation in accordance with the provisions of the Articles of Association. Mr. Pan is entitled to a remuneration of HK\$30,000 per month which has been fixed by the Board with reference to, including but not limited to, his duties, responsibilities, performance, prevailing market conditions and remuneration benchmark relevant to other directors of listed companies of similar size and industry nature.

As at the Latest Practicable Date, Mr. Pan held 15,150,000 share options granted pursuant to the share option scheme adopted by the Company.

Save as disclosed above, each of Mr. Qiu, Mr. Zhu and Mr. Pan has confirmed that as at the Latest Practicable Date, he (i) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications; (iii) does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company; and (iv) does not have interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Qiu, Mr. Zhu and Mr. Pan that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF EGM

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CHINA BILLION RESOURCES LIMITED

中富資源有限公司

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (“EGM”) of China Billion Resources Limited (“**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 15 November 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions:

ORDINARY RESOLUTIONS

1.
 - (a) To re-elect Mr. Qiu Zhenyi as an executive director of the Company.
 - (b) To re-elect Mr. Zhu Shengsheng as an executive director of the Company.
 - (c) To re-elect Mr. Pan Feng as an executive director of the Company.

NOTICE OF EGM

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “China Billion Resources Limited” to “Renaissance Asia Silk Road Group Limited” and the dual foreign name in Chinese of the Company be changed from “中富資源有限公司” to “復興亞洲絲路集團有限公司” (“**Change of Company Name**”) with effect from the date of entry of the new English name and new dual foreign name in Chinese of the Company in place of the existing English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and that any one director or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and the corresponding change in the stock short names for trading of the Shares on the Stock Exchange of Hong Kong Limited, the new logo and website address of the Company, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board of Directors
China Billion Resources Limited
Qiu Zhenyi
Chairman of the Board of Directors

Hong Kong, 27 October 2021

Notes:

1. In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 10 November 2021 to 15 November 2021 (both days inclusive), during which period no transfer of Shares can be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 9 November 2021.
2. A member entitled to attend and vote at the meeting convened by the above notice (or at any adjournment thereof) is entitled to appoint a proxy to attend and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. 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 Level 54, 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.

NOTICE OF EGM

3. Completion and delivery of the form of proxy shall not preclude any shareholder of the Company (“**Shareholder(s)**”) from attending and voting in person at the meeting convened, if the Shareholder so desires and in such event, the form of proxy shall be deemed to be revoked.
4. In case of joint registered holders of any shares of the Company (“**Shares**”), any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders shall be present at the meeting personally or by proxy, 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, and 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.
5. In compliance with the directive of the government of Hong Kong Special Administrative Region (“**HKSAR Government**”) on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (“**COVID-19**”), the Company will implement additional precautionary measures at the EGM in the interests of the health and safety of Shareholders, investors, directors, staff and other participants of the EGM (“**Stakeholders**”) which include without limitation:
 - (a) all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the EGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM;
 - (b) there will be compulsory body temperature screening for all persons before entering the EGM venue. Any person with a body temperature of 37.5 degrees Celsius or above will not be allowed to attend the EGM;
 - (c) attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the EGM (“**recent travel history**”); (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the EGM venue or be required to promptly leave the EGM venue;
 - (d) no refreshments or drinks will be served;
 - (e) no souvenirs will be provided to Shareholders attending the EGM venue in person;
 - (f) anyone attending the EGM is reminded to observe good personal hygiene at all times; and
 - (g) appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding.
6. In light of the continuing risks posed by the COVID-19, and in the interests of protecting the Stakeholders, the Company is supportive of the precautionary measures being adopted and encourages Shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.

*As at the date of this notice, the board (“**Board**”) of directors of the Company (“**Directors**”) comprises four executive Directors, namely Mr. Qiu Zhenyi (chairman of the Board), Mr. Zhu Shengsheng (chief executive officer of the Company), Mr. Pan Feng and Mr. Xie Qiangming, one non-executive Director, namely Mr. Sun Aimin, and three independent non-executive Directors, namely Mr. Cai Jianhua, Mr. Ho Wing Chung and Mr. Yan Xiaotian.*