
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huili Resources (Group) Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



滙力集團
HUILI GROUP

Huili Resources (Group) Limited

滙力資源(集團)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1303)

**GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 3rd Floor, No. 8 Queen’s Road Central, Hong Kong at 11:30 a.m. on Thursday, 1 June 2017 is set out on pages 15 to 19 of this circular.

A form of proxy for use at the annual general meeting is enclosed herewith. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Tricor Investor Services Limited, at Level 22, 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 holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

28 April 2017

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
General mandates to issue new Shares and to repurchase Shares	4
Re-election of Retiring Directors	4
Annual general meeting	5
Recommendation	5
Other Information	5
Appendix I – Explanatory Statement	6
Appendix II – Details of Directors to be re-elected at the AGM	10
Notice of AGM	15

DEFINITIONS

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

“2016 AGM”	the annual general meeting of the Company held on 3 June 2016
“AGM”	the annual general meeting of the Company to be held at 3rd Floor, No. 8 Queen’s Road Central, Hong Kong on Thursday, 1 June 2017 at 11:30 a.m., notice of which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associates”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Huili Resources (Group) Limited, a company incorporated in Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general mandate to issue Shares to be granted to the Directors at the AGM
“Latest Practicable Date”	24 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“PRC” or “China”	The People’s Republic of China
“Repurchase Mandate”	the proposed general mandate to repurchase Shares to be granted to the Directors at the AGM
“SFO”	Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Repurchases
“%”	per cent

LETTER FROM THE BOARD



滙力集團
HUILI GROUP

Huili Resources (Group) Limited

滙力資源(集團)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1303)

Executive Directors:

Mr. Wang Dayong
Ms. Wang Qian
Mr. Li Xiaobin
Mr. Liu Huijie
Ms. Jia Dai

Registered office and principal

place of business in Hong Kong:
3rd Floor
No. 8 Queen's Road Central
Hong Kong

Independent Non-Executive Directors:

Mr. Cao Shiping
Mr. Cao Kuangyu
Mr. Song Shaohuan

28 April 2017

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the Notice and to provide you with information regarding the ordinary resolutions to be proposed at the AGM relating to (i) the granting to the Directors of the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

The Company's existing general mandates to issue and repurchase Shares were approved by the Shareholders at the 2016 AGM. From the 2016 AGM to the Latest Practicable Date, no existing general mandates were utilised. The existing general mandates which have not been utilised will lapse at the conclusion of the AGM.

Accordingly, ordinary resolutions will be proposed at the AGM to grant to the Directors general mandates authorising them, inter alia, (a) to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the issued Shares as at the date of the passing of such resolution; (b) to repurchase Shares not exceeding 10% of the issued Shares as at the date of the passing of such resolution and (c) subject to the passing of the proposed ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, to extend the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate shall remain in effect until the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held, or until revoked, renewed or varied by an ordinary resolution of the shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, there were 1,620,000,000 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 324,000,000 Shares under the Issue Mandate (assuming the Repurchase Mandate has not been utilized) and to repurchase up to a maximum of 162,000,000 Shares under the Repurchase Mandate.

The Directors have no present intention to exercise the Issue Mandate to issue and allot Shares and to exercise the Repurchase Mandate to repurchase Shares.

An explanatory statement providing all the information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Articles of Association, Mr. Li Xiaobin, Mr. Liu Huijie, Ms. Jia Dai, Mr. Cao Shiping, Mr. Cao Kuangyu and Mr. Song Shaohuan will retire from office and, being eligible, offer themselves for re-election at the AGM. Brief biographical and other details of the retiring Directors offering themselves for re-election at the AGM, which are required to be disclosed under the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice is set out on pages 15 to 19 of this circular at which resolutions will be proposed, inter alia, to re-elect retiring Directors and approve the grant of the Issue Mandate and the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registrar, Tricor Investor Services Limited at Level 22, 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 fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the AGM or any adjourned meeting thereof (as the case may be) should you wish to do so.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll (except where the resolution relates purely to a procedural or administrative matter which may be voted on by a show of hands) and accordingly, all resolutions proposed at the AGM will be taken by poll. To the best of the Directors' knowledge, information and belief, none of the Shareholders is required to abstain from voting on the ordinary resolutions to be proposed at the AGM pursuant to the Listing Rules and/or the Articles of Association.

RECOMMENDATION

The Directors consider that the grant of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM.

OTHER INFORMATION

Your attention is also drawn to the information as set out in the appendices to this circular.

Yours faithfully,
By order of the Board of
HUILI RESOURCES (GROUP) LIMITED
Wang Dayong
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,620,000,000 fully paid up Shares of HK\$0.10 each. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 162,000,000 fully paid up Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases by the Company must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws and regulations of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by the Company may be made out of funds which would otherwise be available for dividend or distribution, or out of the Company's share premium account or out of an issue of new shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law, out of capital.

On the basis of the financial position as at 31 December 2016 (being the date of the Company's latest audited accounts) and taking into account the current working capital position, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTEREST

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates nor any directors of such associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if it is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that if they shall exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate they will exercise the same in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	1.81	1.20
May	2.32	1.53
June	2.32	1.59
July	2.12	1.53
August	N/A*	N/A*
September	1.94	1.20
October	1.50	1.37
November	1.74	1.38
December	1.74	1.44
2017		
January	1.60	1.24
February	1.31	1.10
March	1.23	0.95
April (up to the Latest Practicable Date)	1.01	0.90

* The trading of Shares was suspended.

8. SHARE REPURCHASE MADE BY THE COMPANY

There have been no repurchases by the Company, or any of its subsidiaries, of any Shares in the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a shareholder's proportionate increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code.

As at the Latest Practicable Date, to the best information, belief and knowledge of the Directors, the controlling Shareholders, namely (1) Sky Circle International Limited (which is wholly owned by Mr. Wang Dayong) (“Sky Circle”), is interested in 412,532,702 Shares (approximately 25.46% of the issued share capital of the Company); (2) Affinitiv Mobile Ventures Ltd (“Affinitiv Mobile”), which is indirectly owned by China Huarong Asset Management Co., Ltd, is interested in 200,000,000 Shares (approximately 12.35% of the issued share capital of the Company); and (3) Legend Vantage Limited (“Legend Vantage”), which is owned by Mr. Li Guangrong and Ms. Gao Miaomiao, is interested in 188,638,883 Shares (approximately 11.64% of the issued share capital of the Company). Save as aforesaid, no other Shareholder held more than 10% of the issued share capital of the Company as at the Latest Practicable Date. In the event of the Repurchase Mandate is exercised in full, the shareholdings of Sky Circle, Affinitiv Mobile and Legend Vantage would be increased to approximately 28.29%, 13.72% and 12.94% of the issued share capital of the Company respectively. Accordingly, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate which would render any Shareholder or group of Shareholders obliged to make a general mandatory offer under the Takeovers Code.

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED AT THE AGM

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

EXECUTIVE DIRECTORS

Mr. Li Xiaobin

Mr. Li, aged 47, holds an associate degree in engineering and civil architecture at the Yangquan Coal Institute (陽泉煤炭專科學校) in Shanxi Province and a bachelor's degree in oil and gas storage and transportation engineering at the Continuing Education School of the China University of Petroleum (East China) (中國石油大學(華東)繼續教育學院). He worked at Shanxi Economic Construction Investment Group Co., Ltd. (山西經濟建設投資有限公司) from July 1992 to April 1994, and served as a project manager of Shanxi Finance Leasing Co., Ltd. (山西融資租賃有限公司) from April 1994 to July 2002. From July 2002 to August 2007, Mr. Li acted as deputy manager of Shanxi Coal Transportation and Marketing Corporation, Yangquan Branch (山西省煤運總公司陽泉分公司), manager of Shanxi Coal Transportation and Marketing Corporation Road Company (公路公司) and chairman of Yangquan Tongyuan Coal Transportation and Marketing Co., Ltd. (陽泉通源煤炭運銷有限公司). He was the chairman of Shanxi Natural Gas Co., Ltd. (山西天然氣股份有限公司) from August 2007 to July 2013, a director of Shanxi Guoxin Energy Development Group Co., Ltd. (山西省國新能源發展集團有限公司) from March 2013 to March 2017 and the deputy chairman of Shanxi Guoxin Energy Corporation Ltd. (山西省國新能源股份有限公司), which is listed on the Shanghai Stock Exchange (Stock code: 600617), from December 2013 to March 2017. He was appointed as an executive Director on 5 April 2017.

Saved as aforesaid, as at the Latest Practicable Date Mr. Li does not hold positions with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates. He does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO and did 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 past three years.

There is no service contract between the Company and Mr. Li. His director's remuneration will be determined by the Board with reference to his role, level of experience and contribution to the Group.

There is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Li.

Mr. Liu Huijie

Mr. Liu, aged 50, holds a bachelor's degree in mechanical design and manufacturing from the Department of Precision Instruments and Mechanics of Tsinghua University. He was the technical director of Shijiazhuang High-efficiency Heat Exchanger Components Plant (石家莊高效換熱元件總廠) from 1990 to 1995 and the general manager of Shijiazhuang Changda Electromechanical Co., Ltd. (石家莊昌達機電有限公司) from 1995 to 2000. He was assistant to president and manager of general department and human resource department of Hebei Kedi Pharmaceutical Co., Ltd (河北科迪藥業有限公司) from 2000 to 2002, general manager of Shijiazhuang Jieli Electromechanical Co., Ltd. (石家莊捷利機電有限公司) from 2002 to 2010 and general manager of Shanxi Jindafeng Natural Gas Development Co., Ltd. (山西金達豐天然氣開發有限公司) from 2005 to 2012. Mr. Liu has been the chairman of Shanxi Huifeng Xingye Gas Group Co., Ltd. (山西滙豐興業燃氣集團有限公司) since 2012. He was appointed as an executive Director on 20 April 2017.

Saved as aforesaid, as at the Latest Practicable Date Mr. Liu does not hold positions with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates. He does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO and did 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 past three years.

There is no service contract between the Company and Mr. Liu. His director's remuneration will be determined by the Board with reference to his role, level of experience and contribution to the Group.

There is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Liu.

Ms. Jia Dai

Ms. Jia, aged 31, holds a bachelor's degree in international finance from Beijing Normal University, Zhuhai and a master's degree in finance from the University of Illinois at UrbanaChampaign. She worked at the international business department of Guangdong Development Bank Zhuhai Branch from 2008 to 2009 and at Zhonghong Zhuoye Group Company Limited (中弘卓業集團有限公司) as head of financing department and assistant to vice president from 2012 to 2016. She has been manager of investment and financing department of Warburg Energy Development Limited (北京中海沃邦能源投資有限公司) since 2016. She was appointed as an executive Director on 20 April 2017.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED AT THE AGM

Saved as aforesaid, as at the Latest Practicable Date Ms. Jia does not hold positions with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates. She does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO and did 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 past three years.

There is no service contract between the Company and Ms. Jia. Her director's remuneration will be determined by the Board with reference to her role, level of experience and contribution to the Group.

There is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Ms. Jia.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cao Shiping

Mr. Cao, aged 67, graduated from the Kunming University of Science and Technology (now known as Kunming University of Science and Technology) in 1975 majoring in mining. Mr. Cao has the qualification of chief senior engineer and approximately 30 years of experience in mining industry. From 1975 to 1998, Mr. Cao worked for various positions in Dayao Copper Mine. Since 1998, Mr. Cao joined Yunnan Copper (Group) Company Limited for various senior technical positions and currently holds the consultant position. Mr. Cao was admitted as a certified senior Enterprise Risk Manager in 2006. He was appointed as an independent non-executive Director on 16 December 2011.

Save as aforesaid, as at the Latest Practicable Date Mr. Cao does not hold positions with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates. He does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO and did 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 past three years.

There is no service contract between the Company and Mr. Cao. His director's remuneration was approximately RMB104,000 for the year ended 31 December 2016 with reference to his role, level of experience and contribution to the Group.

There is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51 (2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and Stock Exchange in relation to the re-election of Mr. Cao.

Mr. Cao Kuangyu

Mr. Cao, aged 66, graduated from the Hunan College of Finance and Economics (now known as University of Hunan with a Bachelor degree in Finance in 1982. He also holds a Master of Science degree in Financial Management from the University of London. Mr. Cao has extensive experience in the area of banking and finance. For the period from July 1981 to February 1996, Mr. Cao worked in Bank of China, Hunan Province branch and his last position was the deputy president of the branch. For the period from February 1996 to September 1999, he was the deputy general manager of Bank of China, Singapore branch. Mr. Cao was the president of China Citic Bank, Shenzhen branch for the period from September 1999 to September 2003. He was then the managing director of the investment banking division of BOCI Asia Limited from September 2003 to September 2007. He serves as an independent non-executive director of New Silkroad Culturaltainment Limited (stock code: 472) since February 2004, an independent non-executive director of Dongwu Cement International Limited (stock code: 695) since May 2012, an independent non-executive director of Junefield Department Store Group Limited (stock code: 758) since January 2013 and an independent non-executive director of Dingyi Group Investment Limited (stock code: 508) since December 2014. He also served as an independent non-executive director of Huarong International Financial Holdings Limited (stock code: 993) from April 2010 to June 2010, a non-executive director of Continental Holdings Limited (stock code: 513) from April 2010 to December 2011 and an independent non-executive director of King Stone Energy Group Limited (stock code: 663) from February 2010 to April 2012. He was appointed as an independent non-executive Director on 16 December 2011.

Saved as aforesaid, as at the Latest Practicable Date Mr. Cao does not hold positions with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates. Save as aforesaid, he does not have, and is not deemed to have any interests or short positions in any Share, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO and did 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 past three years.

There is no service contract between the Company and Mr. Cao. His director's remuneration was approximately RMB104,000 for the year ended 31 December 2016 with reference to his role, level of experience and contribution to the Group.

There is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51 (2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and Stock Exchange in relation to the re-election of Mr. Cao.

Mr. Song Shaohuan

Mr. Song, aged 48, holds a Bachelor degree in Computer Science from Taiyuan University of Technology, a Master degree in Marketing from University of International Business and Economics, China, a Master degree in Computer Science from the Moore School, University of Pennsylvania and a Master of Business Administration degree from the Wharton School, University of Pennsylvania. He possesses over 20 years' experience in financial management, project investment and corporate management. Currently, he is the partner of Leading Capital responsible for fund management. He was the general partner of Qun Zhan Capital Partner and chief operating officer of Oriental Creation Management Group. Before that, he worked for Booze Allen Hamilton as senior project manager for China practice. He was appointed as an independent non-executive Director on 1 October 2013.

Save as aforesaid, as at the Latest Practicable Date Mr. Song does not hold positions with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates. He does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO and did 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 past three years.

There is no service contract entered between the Company and Mr. Song. His director's remuneration was approximately RMB104,000 for the year ended 31 December 2016 with reference to his role, level of experience and contribution to the Group.

There is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Song.

NOTICE OF AGM



滙力集團
HUILI GROUP

Huili Resources (Group) Limited

滙力資源(集團)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1303)

NOTICE IS HEREBY GIVEN that the annual general meeting of Huili Resources (Group) Limited (the “Company”) will be held at 11:30 a.m. on Thursday, 1 June 2017 at 3rd Floor, No. 8 Queen’s Road Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited financial statements, the directors’ report and the auditors’ report for the year ended 31 December 2016.
2.
 - (A) To re-elect Mr. Li Xiaobin as an executive director of the Company;
 - (B) To re-elect Mr. Liu Huijie as an executive director of the Company;
 - (C) To re-elect Ms. Jia Dai as an executive director of the Company;
 - (D) To re-elect Mr. Cao Shiping as an independent non-executive director of the Company;
 - (E) To re-elect Mr. Cao Kuangyu as an independent non-executive director of the Company;
 - (F) To re-elect Mr. Song Shaohuan as an independent non-executive director of the Company; and
 - (G) To authorise the board of directors to fix the remuneration of the directors of the Company.
3. To re-appoint Messrs. PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF AGM

4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (a) subject to sub-paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options, including warrants, bonds, notes and debentures convertible into shares of the Company which would or might require the exercise of such power, subject to and in accordance with all applicable laws and the memorandum and articles of association of the Company, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall be in addition to any authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in sub-paragraphs (a) and (b) above, otherwise than (i) pursuant to a Rights Issue (as hereinafter defined); or (ii) any issue of shares of the Company on the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any bonds, notes, debentures and securities which are convertible into shares of the Company; or (iii) an issue of shares of the Company under any share option scheme or similar arrangement providing for the grant to employees (including directors) of the Company and/or any of its subsidiaries of the rights to subscribe for shares of the Company; or (iv) an issue of shares of the Company in lieu of the whole or part of a dividend on share in accordance with the articles of association of the Company, shall not exceed 20 per cent of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

- (B) “**THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in sub-paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
- (c) the total number of shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraphs (a) and (b) above shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF AGM

- (C) “**THAT**, conditional upon resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting being passed, the total number of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company pursuant to and in accordance with the said resolution numbered 4(B) above shall be added to the total number of shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this meeting.”

By order of the Board of
HUILI RESOURCES (GROUP) LIMITED
Wang Dayong
Chairman

Hong Kong, 28 April 2017

Registered Office and Principal Place of Business in Hong Kong:

3rd Floor

No. 8 Queen’s Road Central

Hong Kong

Notes:

- (1) The register of members of the Company will be closed from Thursday, 25 May 2017 to Thursday, 1 June 2017, both days inclusive, during which period no transfer of the shares of the Company can be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 24 May 2017.
- (2) A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
- (3) In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
- (4) In order to be valid, the form of proxy together with the 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 share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of a form or proxy will not preclude shareholders from attending and voting in person should they so desire.