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If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 Bel Global Resources Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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BELGlobal
Resources

BEL GLOBAL RESOURCES HOLDINGS LIMITED

百營環球資源控股有限公司

(incorporated in Bermuda with limited liability)

(stock code: 761)

- (1) PROPOSED MAXIMUM NUMBER OF DIRECTORS;**
- (2) PROPOSED REMOVAL OF DIRECTORS;**
- (3) PROPOSED RE-ELECTION OF DIRECTORS;**
- (4) PROPOSED APPOINTMENT OF DIRECTORS; AND**
- (5) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting (the “SGM”) of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 10 July 2015 at 10:00 a.m. is set out on pages 17 to 19 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis 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 appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

10 June 2015

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DEFINITIONS

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

“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company and as amended from time to time
“Company”	Bel Global Resources Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 June 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Removal”	the proposed removal of the Directors
“Requisition Letter”	the requisition letter dated 20 May 2015 deposited by the Requisitioning Shareholders to the Company requesting the Board to convene a special general meeting for the Proposed Removal
“Requisitioning Shareholders”	the 17 Shareholders together holding approximately 10.0136% of the issued share capital of the Company as at the date of deposit of the Requisition Letter, including Yuen Chun Fai, Record High Investments Limited, Chan Hung Ti, Chang Chok Kee Keith, Sze Lin Choi, Chan Kin Kwan, Xu Zizuo, Kwok Fuk Tai, Sze Ching Leung, Lin Yali, Kung Yat Sing, Kou Im Io Alice, Cheung Wing Tat, Lam Yim Yuk, Ng Wing Hung Danny, Yu Yuk Ying Vivian and Gordon Chan

DEFINITIONS

“SGM”	the special general meeting of the Company to be convened and held on 10 July 2015 at 10:00 a.m. to consider and, if thought fit, to approve (i) the proposed maximum number of Directors; (ii) the proposed removal of Directors; (iii) the proposed re-election of Directors; and (iv) the proposed appointment of Directors
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



BELGlobal
Resources

BEL GLOBAL RESOURCES HOLDINGS LIMITED

百營環球資源控股有限公司

(incorporated in Bermuda with limited liability)

(stock code: 761)

Executive Directors:

Ms. Sze Shan Shan, Pat
Mr. Li Wing Tak

Non-executive Director:

Mr. Cai Dubing

Independent non-executive Directors:

Dr. Chang Soo-kong
Mr. Ho Wai Chi, Paul
Mr. Wong Lok

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

10th Floor, Haleson Building
1 Jubilee Street
Central, Hong Kong

10 June 2015

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED MAXIMUM NUMBER OF DIRECTORS;**
- (2) PROPOSED REMOVAL OF DIRECTORS;**
- (3) PROPOSED RE-ELECTION OF DIRECTORS;**
- (4) PROPOSED APPOINTMENT OF DIRECTORS; AND**
- (5) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed maximum number of Directors; (ii) the proposed removal of Directors; (iii) the proposed re-election of Directors; (iv) the proposed appointment of Directors; and (v) the notice of the SGM.

REQUISITION FROM SHAREHOLDER

The Company received the Requisition Letter on 20 May 2015 from the Requisitioning Shareholders, in aggregate, holding approximately 10.0136% of the issued share capital of the Company as at the date of the Requisition Letter.

LETTER FROM THE BOARD

Pursuant to the Requisition Letter, the Requisitioning Shareholders requested the Board to convene a SGM for the purpose of (a) setting the minimum number of Directors at two (2); (b) setting the maximum number of Directors at six (6); (c) removing Mr. Cai Dubing, Mr. Li Wing Tak, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul as Directors with immediate effect from the passing of such resolutions; and (d) appointing Mr. Napachorn Sirisinha, Mr. Fung Kwok Leung, Mr. Ho Kim Ching and Mr. Yuen Chun Fai as Directors.

Pursuant to Bye-law 58, the Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by a written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. The Board is then required to proceed to convene a special general meeting within 21 days of the deposit of such requisition and such meeting must be held within 2 months after such deposit.

PROPOSED MAXIMUM NUMBER OF DIRECTORS

Pursuant to the Requisition Letter, the Requisitioning Shareholders requested to the Company, inter alia, (a) to set the minimum number of Directors at two (2); and (b) to set the maximum number of Directors at six (6).

According to Bye-law 86(1), unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the duly registered holders (the “**Members**”) of the Shares in general meeting.

There are no reasons and/or any information and/or grounds in respect of the proposed maximum number of Directors provided in the Requisition Letter. Accordingly the Board is not able to provide Shareholders with any reasons and/or any information and/or grounds in respect of the proposed maximum number of Directors.

Given that Bye-law 86(1) already provides that the minimum number of Directors shall not be less than two (2), the Board considers that the corresponding requisition made by the Requisitioning Shareholders is redundant. The Board therefore will not put forward such a resolution to Shareholders at the SGM for voting.

The Board will put forward the proposed maximum number of Directors for voting at the SGM.

PROPOSED REMOVAL OF DIRECTORS

Pursuant to Bye-law 86(4), the Shareholders may, at any general meeting convened and held in accordance with the Bye-laws, by ordinary resolution remove the Directors at any time before the expiration of his period of office notwithstanding anything in the Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of any such meeting shall contain

LETTER FROM THE BOARD

a statement of the intention of removing the Director and be served on such Director 14 days before the meeting. At such meeting, such Directors shall be entitled to be heard on the motion for their removal.

The Board, having considered details of the requisition as contained in the Requisition Letter in conjunction with Bermuda legal advice obtained, has resolved to convene the SGM pursuant to the Requisition Letter for the purpose of considering and, if thought fit, passing the ordinary resolutions for the removal of Mr. Cai Dubing, Mr. Li Wing Tak, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul as Directors with effect from the passing of such resolution.

In accordance with the above, a notice of the SGM, which contains a statement of the intention to remove the directors will be served on Mr. Cai Dubing, Mr. Li Wing Tak, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul 14 days before the SGM. At the SGM, Mr. Cai Dubing, Mr. Li Wing Tak, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul will each be entitled to be heard on the motion for his removal.

Pursuant to Bye-law 86(5), a vacancy on the Board created by the removal of a Director under the provisions of subparagraph Bye-law 86(4) above may be filled by the election or appointment of the Shareholders at the meeting at which such Director is removed to hold office until their successors are elected or appointed or until the next following annual general meeting of the Company and shall then be eligible for re-election or, in the absence of such election or appointment such general meeting may authorize the Board to fill any vacancy in the number left unfilled.

There are no reasons and/or any information and/or grounds in respect of the Proposed Removal provided in the Requisition Letter. Accordingly the Board is not able to provide Shareholders with any reasons and/or any information and/or grounds in respect of the Proposed Removal.

PROPOSED APPOINTMENT OF DIRECTORS

Further pursuant to the Requisition Letter, the Requisitioning Shareholders requested that a resolution be put forward to appoint the new Directors to fill the vacancies on the Board created by the removal of the Directors.

At the SGM, ordinary resolutions will be proposed to appoint the Directors as below with immediate effect from the passing of relevant resolutions:

- (i) To appoint Mr. Napachorn Sirisinha as non-executive Director to fill the vacancy created by the removal of Mr. Cai Dubing as Director;
- (ii) To appoint Mr. Fung Kwok Leung as executive Director to fill the vacancy created by the removal of Mr. Li Wing Tak as Director;
- (iii) To appoint Mr. Ho Kim Ching as independent non-executive Director to fill the vacancy created by the removal of Dr. Chang Soo-kong as Director; and

LETTER FROM THE BOARD

- (iv) To appoint Mr. Yuen Chun Fai as independent non-executive Director to fill the vacancy created by the removal of Mr. Ho Wai Chi, Paul as Director.

Details of the Directors who are proposed to be appointed at the SGM are set out in the Appendix to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87(1), at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as chairman of the Board or managing director) shall be subject to retirement by rotation at least once every three years. Pursuant to Bye-law 87(2), a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election.

Pursuant to Bye-law 86(2), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board, or, subject to authorization by the Members in a general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first general meeting of the Company after his or her appointment and shall be eligible for re-election at that meeting. In case the aforesaid Director retires at an annual general meeting, he or she shall not be taken into account in determining the number of Directors to retire at that meeting.

In accordance with the Bye-law 87(1), Ms. Sze Shan Shan, Pat, Mr. Li Wing Tak, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul shall retire by rotation, and being eligible, offer themselves for re-election at the SGM.

In accordance with the Bye-law 86(2), Mr. Cai Dubing and Mr. Wong Lok shall retire, and being eligible, offer themselves for re-election at the SGM.

Subject to the relevant resolutions to remove each of Mr. Li Wing Tak, Mr. Cai Dubing, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul not being passed, each of Mr. Li Wing Tak, Mr. Cai Dubing, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul will offer themselves for re-election at the SGM. Ms. Sze Shan Shan, Pat and Mr. Wong Lok also offer themselves for re-election at the SGM.

Details of the Directors who are proposed to be re-elected at the SGM are set out in Appendix to this circular.

SGM

At the SGM, the ordinary resolutions for (i) the maximum number of Directors; (ii) the removal of Directors; (iii) the re-election of Directors; and (iv) the appointment of Directors will be proposed. Notice of the SGM is set out on pages 17 to 19 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis 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 appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The resolutions proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company after the SGM on the results of the SGM.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders is required to abstain from voting at the SGM pursuant to the Listing Rules and/or the Bye-laws.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Requisition Letter did not specify any misconduct on the part of Mr. Cai Dubing, Mr. Li Wing Tak, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul. In view the suspension of duty of Ms. Sze Shan Shan, Pat, Mr. Cai Dubing and Mr. Li Wing Tak are the core members of the senior management team, and are instrumental to the operation of the Group. Further, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul have been independent non-executive Directors since July 2008 and February 1997 respectively. During their office as independent non-executive Directors, their performances are commensurate with their duties. Further, the Group is subject to various litigations as disclosed in the previous announcement of the Company dated 26 May 2015 in relation to the issue of Tranche 2 Bonds (as defined in the Company's circular dated 21 December 2007) and the investigation of Independent Commission Against Corruption on the Tranche 2 Bonds has not yet been resolved. The Board considers that the removal of Mr. Cai Dubing, Mr. Li Wing Tak, Dr. Chang Soo-kong and Mr. Ho Wai Chi, Paul all from the Board at the same time poses significant adverse impact on the investigation of Tranche 2 Bonds. For that reason stated above, the Directors recommend the Shareholders to vote against (i) the proposed removal of Directors; and (ii) the proposed appointment of Directors at the SGM.

LETTER FROM THE BOARD

The Directors consider that voting in favour of (i) the proposed maximum number of Directors and (ii) the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of these relevant resolutions to be proposed at the SGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the SGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board of
Bel Global Resources Holdings Limited
Li Wing Tak
Company Secretary

Details of the Directors, who will be appointed as Director at the SGM to fill the vacancy of the removed Directors (the “**Proposed Directors**”), are provided in the Requisition Letter and are set out below:

Mr. Napachorn Sirisinha (“Mr. Sirisinha”) — Non-executive Director

Mr. Sirisinha, aged 57, holds a Bachelor Degree (Mechanical Engineering) from the Delaware State College in the US and brings with him management experience across broad industry sectors ranging from banking and finance to real estate development & management, agriculture and dairy products production and marketing and ceramic product manufacturing. Mr. Sirisinha has held senior board level position in vary companies, Mr. Sirisinha is (i) managing director of (J/V) Thai Military Bank and Sumitomo Trust and Banking and General Finance (Plc.) Co., Ltd.; (ii) managing director of Central Leasing Co., Ltd.; (iii) executive director of Abico Holding (Plc.) Co., Ltd; and (iv) managing director of Thai Business Co., Ltd. Mr. Sirisinha is presently Chairman & CEO of Rich Industries Co., Ltd. Mr. Sirisinha also was vice chairman & managing director of Dynasty Ceramics (Public) Co., Ltd. from 2000 to 2002.

Save as disclosed herein, as at the date of the Requisition Letter, (a) Mr. Sirisinha does not hold any position with the Company and its subsidiaries prior to his appointment; (b) Mr. Sirisinha did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) Mr. Sirisinha does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. Sirisinha does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (e) there are no other matters concerning Mr. Sirisinha that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Fung Kwok Leung (“Mr. Fung”) — Executive Director

Mr. Fung, aged 48, was appointed as an independent non-executive director of Pan Asia Mining Limited (stock code: 8173), whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, on 30 October 2014. Mr. Fung is a practicing Certified Public Accountant, a fellow member of each of the Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants and a Certified Tax Adviser of The Taxation Institute of Hong Kong. He holds an Honour Degree in Accountancy from the Hong Kong Polytechnic University.

Mr. Fung worked for two of the “Big-Four” international accounting firms and several multi-national entities and listed companies. He has over 20 years of extensive experience in accounting, auditing, taxation, merger and acquisitions, corporate finance, rescue and advisory. As at the date of the Requisition Letter, he also serves as a non-executive director of Uni-Bio Science Group Limited (stock code: 690) (“**Uni-Bio**”) whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited and is the company secretary of China Innovationpay Group Limited (stock code: 8083), whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

Mr. Fung is one of the founders of JH CPA Alliance Limited (“**JH CPA**”), which was founded on 23 January 2009. In October 2013, he was appointed as a Standing Committee Member of The Returned Overseas Chinese Association, Nanshan, Shenzhen, People’s Republic of China. In January 2014, he was further appointed as a Committee Member of The Chinese People’s Political Consultative Conference, Nanshan, Shenzhen Committee.

On 18 June 2010, Mr. Fung was reprimanded by a disciplinary committee of the Hong Kong Institute of Certified Public Accountants and was ordered to pay a penalty of HK\$45,000 and an amount of HK\$30,000 towards the costs of the disciplinary proceedings. At the material time of the disciplinary action, Mr. Fung was the sole proprietor of K.L. Fung & Co., a firm of certified public accountants. The disciplinary action was initiated under section 34(1A) of the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) against the practices of (i) having accepted application of exemption pursuant to section 141D of the previous Companies Ordinance (Chapter 32 of the Laws of Hong Kong) for the preparation of a private company’s financial statements prior to obtaining written consents from all shareholders of such company; and (ii) failure to obtain sufficient appropriate audit evidence of the sales, purchases and inventories of such company.

Save as disclosed herein, as at the date of the Requisition Letter, (a) Mr. Fung does not hold any position with the Company and its subsidiaries prior to his appointment; (b) Mr. Fung did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) Mr. Fung does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. Fung does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (e) there are no other matters concerning Mr. Fung that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Ho Kim Ching (“Mr. Ho”) — Independent non-executive Director

Mr. Ho, aged 37, has over 12 years of experience in accounting and finance industry. Mr. Ho has obtained a bachelor degree of business administration in 1999 and master degree of business administration in 2001 from the Simon Fraser University. Mr. Ho is a licensed certified public accountant in the United States and a charterholder of the Chartered Financial Analyst designation. He is currently the corporate development director, company secretary and authorized representative of Viva China Holdings Limited (Stock Code: 8032), whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, where he is mainly responsible for overseeing and monitoring the corporate development, corporate finance, investor relations and company secretarial functions. Mr. Ho had also held managerial positions in the investment banking division of a foreign-owned investment bank where he handled corporate finance transactions including new listings, mergers & acquisitions and corporate restructurings.

Mr. Ho is interested in 300,000 shares of the Company (approximately 0.008% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, as at the date of the Requisition Letter, (a) Mr. Ho does not hold any position with the Company and its subsidiaries prior to his appointment; (b) Mr. Ho did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) Mr. Ho is not connected with any directors, senior management or substantial or controlling shareholders of the Company within the meaning of the Listing Rules; and (d) there are no other matters concerning Mr. Ho that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Yuen Chun Fai (“Mr. Yuen”) — Independent non-executive Director

Mr. Yuen, aged 36, is currently the executive director of WLS Holdings Limited (“WLS”), a company whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (stock code: 8021). Mr. Yuen is mainly responsible for overseeing and monitoring the corporate exercises and accounting and finance functions of WLS. Mr. Yuen has over 12 years’ experiences in the field of financial reporting, financial management and audit experience in Hong Kong, China, Malaysia and Singapore.

Mr. Yuen holds a bachelor’s degree of science in accounting and finance awarded by The London School of Economics and Political Science in 2002. Mr. Yuen is a fellow of the Association of Chartered Certified Accountants and is also a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Yuen was an executive director of Cybertowers Berhad (Stock Code: 0022. KL), a company listed in the ACE Market in Malaysia, from April 2012 to June 2013, and was appointed as a non-independent non-executive director of Cybertowers Berhad, from June 2013 to February 2014.

Since 30 June 2014, Mr. Yuen has been acting as an independent non-executive director of Rui Kang Pharmaceutical Group Investments Limited, whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (Stock Code: 8037), and has been acting as an independent non-executive director of Ping Shan Tea Group Limited, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 364), since 31 July 2014.

Mr. Yuen is interested in 11,780,000 shares of the Company (approximately 0.32% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, as at the date of the Requisition Letter, (a) Mr. Yuen does not hold any position with the Company and its subsidiaries prior to his appointment (b) Mr. Yuen did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) Mr. Yuen does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (d) there are no

other matters concerning Mr. Yuen that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

No appointment letter has been entered into between the Company and any of the Proposed Directors. If the appointment of any of the Proposed Directors is approved at the SGM, and any terms of services will have been agreed with the Company, further announcement will be made.

Details of the Directors who will retire from office at the SGM, and being eligible, will offer themselves for re-election at the SGM, are set out below:

Ms. Sze Shan Shan, Pat (“Ms. Sze”) — Executive Director

Ms. Sze, aged 46, is an executive Director, Chief Executive Officer and also a director of various major subsidiaries of the Company. Ms. Sze completed her education in Hong Kong and then worked in the industrial sector for some time before joining the Company. She is experienced in evaluating acquisition and investment proposals as well as downstream development projects for nickel ores. She also has considerable experience in the trading of steel scrap and iron ores, and has good business contacts with nickel ore end-users in China. She joined the Company in January 2008.

Save as disclosed, Ms. Sze does not hold any other position of the Group and did not hold any directorship in any listed public company in the last three years.

As at the Latest Practicable Date, Ms. Sze has personal interest in 16,000,000 Shares of the Company. She has no other interests in the Shares within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed, she is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract entered into between the Company and Ms. Sze. Ms. Sze is not appointed for a specific term since she is subject to retirement by rotation and re-election at least once every three years in accordance with the provision of the Bye-laws. The emolument of Ms. Sze is to be determined by the Board and the remuneration committee of the Company with reference to her duties and responsibilities within the Company. Ms. Sze received emoluments of HK\$650,000 for each of the financial year ended 31 March 2011, 2012, 2013, 2014 and 2015.

Save as disclosed above, there is no other information relating to Ms. Sze that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of Ms. Sze’s re-election.

Mr. Li Wing Tak, (“Mr. Li”) — Executive Director

Mr. Li, aged 57, is an executive Director, Vice Chairman, Director of Finance, Company Secretary of the Group and also a director of various major subsidiaries of the Company. He holds a Bachelor of Economics Degree with major in Accounting from Macquarie University in Australia. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. He has more than 20 years’ experience in auditing, finance and accounting. Mr. Li had not held any directorship in any listed public companies in the last three years. Prior to his joining of the Group in March 1994, Mr. Li did not hold any position with the Group.

As at the Latest Practicable Date, Mr. Li did not have any direct or indirect interests in the Shares within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Li is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Li. Mr. Li is not appointed for a specific term since he is subject to retirement by rotation and re-election at least once every three years in accordance with the provision of the Bye-laws. The emolument of Mr. Li is to be determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Company. Mr. Li received emoluments of HK\$975,000 for each of the financial year ended 31 March 2011, 2012, 2014, 2015 and HK\$968,000 for the financial year ended 31 March 2013.

Save as disclosed above, there is no other information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of Mr. Li’s re-election.

Mr. Cai Dubing (“Mr. Cai”) — Non-executive Director

Mr. Cai, aged 51, is a non-executive Director and Chairman of the Company. He is a successful entrepreneur and has over 20 years of management experience in textile and garment related operation in Mainland China. Mr. Cai had not held any directorship in any listed public companies in the last three years. Prior to his appointment as a non-executive Director in May 2011, Mr. Cai did not hold any position with the Group.

As at the Latest Practicable Date, Mr. Cai is personally interested in 180,000,000 shares of the Company, representing 4.96% of the issued share capital of the Company (within the meaning of Part XV of the Securities and Futures Ordinance). Mr. Cai is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Cai. Mr. Cai was appointed for an initial term of one year. He will hold office until the first general meeting of the Company following his appointment, at which general meeting he will be eligible for re-election pursuant to the Bye-laws. Since his appointment in May 2011 and in each of the

financial year ended 31 March 2012, 2013, 2014 and 2015, Mr. Cai has not yet received any emolument from the Company. His emolument is to be determined by the Board with reference to his contributions and relevant duties and responsibilities within the Company.

Save as disclosed above, there is no other information relating to Mr. Cai that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of Mr. Cai's re-election.

Dr. Chang Soo-Kong (“Dr. Chang”) — Independent non-executive Director

Dr. Chang, aged 71, was appointed as independent non-executive Director on 29 July 2008. Dr. Chang received his degree of Doctorate of Philosophy in metallurgy and materials science from the University of Toronto in 1973. His career in industrial research and development included brief stints in medical device manufacturing, followed by several years in the defense industry. In 1990, Dr. Chang joined an aerospace company in Toronto as a senior materials scientist. For the next seven years he developed and tested a variety of materials for space applications. These include lubricants and thermal control coatings and for the robotic arm for use in space station. In 1996, Dr. Chang moved to Singapore to head up the surface technology group at the Singapore Institute of Manufacturing Technology (SIMTech), where he was awarded the prestigious National Technology Award in 2002. On the business front, Dr. Chang was a senior business development manager with SIMTech towards the latter part of his tenure, until 2003. Dr. Chang is currently a materials science consultant based in Metro Vancouver, British Columbia, Canada. Dr. Chang was appointed as an independent non-executive Director of the Company in July 2008.

Save as disclosed, Dr. Chang does not hold any other position of the Group and did not hold any directorship in any listed public companies in the last three years.

As at the Latest Practicable Date, Dr. Chang did not have any direct or indirect interests in the Shares within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Dr. Chang is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Dr. Chang entered into a service contract with the Company for one year and shall continue thereafter on a yearly basis and is subject to retirement by rotation and re-election pursuant to the Bye-law. The emolument of Dr. Chang is to be determined by the Board and the remuneration committee of the Company with reference to Dr. Chang's contributions and relevant duties and responsibilities within the Company. He is currently entitled to receive a fixed director's fee of HK\$100,000 per annum. Dr. Chang received emoluments of HK\$100,000 for each of the financial year ended 31 March 2011, 2012, 2013, 2014 and 2015.

Save as disclosed above, there is no other information relating to Dr. Chang that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of Dr. Chang's re-election.

Mr. Ho Wai Chi, Paul (“Mr. Ho”) — Independent non-executive Director

Mr. Ho, aged 64, was appointed as independent non-executive Director on 15 February 1997. He is the managing partner of Paul W. C. Ho & Company, Certified Public Accountants (Practising), and is an associate of the Institute of Chartered Accountants in England and Wales, United Kingdom and a fellow of the Hong Kong Institute of Certified Public Accountants. Prior to his appointment as an independent non-executive Director in February 1997, Mr. Ho did not hold any position with the Group.

Mr. Ho is currently an independent non-executive director of China Star Entertainment Limited (stock code: 326) and Ngai Hing Hong Company Limited (stock code: 1047), both companies are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Ho did not hold any directorship in any listed public company in the last three years.

As at the Latest Practicable Date, Mr. Ho has personal interest in 2,200,000 Shares of the Company. He has no other interests in the Shares within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed, he is not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Ho entered into a service contract with the Company for one year and shall continue thereafter on a yearly basis and is subject to retirement by rotation and re-election pursuant to the Bye-law. The emolument of Mr. Ho is to be determined by the Board and the remuneration committee of the Company with reference to Mr. Ho's contributions and relevant duties and responsibilities within the Company. He is currently entitled to receive a fixed director's fee of HK\$100,000 per annum. Mr. Ho received emoluments of HK\$100,000 for each of the financial year ended 31 March 2011, 2012, 2013, 2014 and 2015.

Save as disclosed above, there is no other information relating to Mr. Ho that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of Mr. Ho's re-election.

Mr. Wong Lok (“Mr. Wong”) — Independent non-executive Director

Mr. Wong, aged 57, was appointed as independent non-executive Director on 31 March 2011. He has over 20 years of working experience in senior management of corporations engaged in property and general trading in Hong Kong and the PRC. Currently he is an executive director of Skyfame Realty (Holdings) Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited. He joined Skyfame Realty (Holdings) Limited since 29 August 2005. Save as disclosed, Mr. Wong had not held any directorship in any listed public companies in the last three years. Prior to his appointment as an independent non-executive Director in March 2011, Mr. Wong did not hold any position with the Group.

As at the Latest Practicable Date, Mr. Wong did not have any direct or indirect interests in the Shares within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Wong is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Wong. Mr. Wong was appointed for an initial term of one year. He will hold office until the first general meeting of the Company following his appointment, at which general meeting he will be eligible for re-election pursuant to the Bye-law. Mr. Wong is entitled to receive a fixed director's fee of HK\$100,000 per annum from 1 April 2011 onward, which is determined by the Board with reference to his time commitment, relevant duties and responsibilities within the Company. Mr Wong received emoluments of HK\$100,000 for each of the financial year ended 31 March 2012, 2013, 2014 and 2015.

Save as disclosed above, there is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of Mr. Wong's re-election.



BELGlobal
Resources

BEL GLOBAL RESOURCES HOLDINGS LIMITED

百營環球資源控股有限公司

(incorporated in Bermuda with limited liability)

(stock code: 761)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Bel Global Resources Holdings Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 10 July 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (1) **THAT** the maximum number of directors (the “**Directors**”) of the Company be and is hereby set at six (6);
- (2) **THAT**
 - (a) Mr. Cai Dubing be and is hereby removed as non-executive Director;
 - (b) Mr. Napachorn Sirisinha be and is hereby appointed as non-executive Director to fill the vacancy created by the removal of Mr. Cai Dubing as Director;
- (3) **THAT**
 - (a) Mr. Li Wing Tak be and is hereby removed as executive Director;
 - (b) Mr. Fung Kwok Leung be and is hereby appointed as executive Director to fill the vacancy created by the removal of Mr. Li Wing Tak as Director;
- (4) **THAT**
 - (a) Dr. Chang Soo-kong be and is hereby removed as independent non-executive Director;
 - (b) Mr. Ho Kim Ching be and is hereby appointed as independent non-executive Director to fill the vacancy created by the removal of Dr. Chang Soo-kong as Director;

NOTICE OF SGM

(5) **THAT**

- (a) Mr. Ho Wai Chi, Paul be and is hereby removed as independent non-executive Director;
- (b) Mr. Yuen Chun Fai be and is hereby appointed as independent non-executive Director to fill the vacancy created by the removal of Mr. Ho Wai Chi, Paul as Director;

(6) **THAT** Mr. Wong Lok be and is hereby re-elected as independent non-executive Director;

(7) **THAT** Ms. Sze Shan Shan, Pat be and is hereby re-elected as executive Director;

(8) **THAT**

- (a) subject to resolution number (2) above not being passed, Mr. Cai Dubing be and is hereby re-elected as non-executive Director;
 - (b) subject to resolution number (3) above not being passed, Mr. Li Wing Tak be and is hereby re-elected as executive Director;
 - (c) subject to resolution number (4) above not being passed, Dr. Chang Soo-kong be and is hereby re-elected as independent non-executive Director;
 - (d) subject to resolution number (5) above not being passed, Mr. Ho Wai Chi, Paul be and is hereby re-elected as independent non-executive Director; and
- (9) To authorize the board of directors to fix the Director's remuneration.

By order of the Board
Bel Global Resources Holdings Limited
Li Wing Tak
Company Secretary

Hong Kong, 10 June 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
10th Floor, Haleson Building
1 Jubilee Street
Central, Hong Kong

NOTICE OF SGM

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis 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 SGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such joint holders may vote at the SGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the SGM 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 Shares shall alone be entitled to vote in respect thereof.
5. The voting on the proposed resolution at the SGM will be conducted by way of poll.