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## **CHINA METAL RESOURCES HOLDINGS LIMITED**

### **中國金屬資源控股有限公司**

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

(Stock Code: 8071)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Metal Resources Holdings Limited (“**Company**”) will be held at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Friday, 15 January 2010 at 11:00 a.m. to consider and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution:

### **ORDINARY RESOLUTION**

“**THAT** HLB Hodgson Impey Cheng be and is hereby appointed as the auditors of China Metal Resources Holdings Limited (“**Company**”) and its subsidiaries in place of the registered auditors, Grant Thornton to hold office until the conclusion of the next annual general meeting of the Company, the directors of the Company be and are hereby authorized to fix the remuneration for the appointed auditors.”

Yours faithfully

For and on behalf of

**China Metal Resources Holdings Limited**

**Ng Kwok Chu, Winfield**

*Executive Director*

Hong Kong, 28 December 2009

#### **Registered office:**

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

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

Unit 1006, 10th Floor  
Tower One Lippo Centre  
89 Queensway  
Hong Kong

As at the date hereof, the board of directors of the Company (“**Director(s)**”) comprised the following:

Executive Directors : Mr. Leung Ngai Man, Mr. Ng Kwok Chu, Winfield and Ms. Wu Wei Hua

Independent non-executive Directors : Dr. Leung Wai Cheung, Mr. Gao Shikui and Mr. Cai Wei Lun

*Notes:*

- (a) Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
- (b) To be valid, a form of proxy and the 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 Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto if more than one of such joint holders are present at the above meeting, 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. 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.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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