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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)

### **MONTHLY ANNOUNCEMENT RELATING TO THE CONVERTIBLE BONDS**

Reference is made to the Announcements and the Circular in relation to, among other things, the issue and allotment of the Convertible Bonds. The Company makes this announcement in accordance with the requirement of the listing approval granted by the Stock Exchange in respect of the number of new shares to be issued and allotted upon the conversion of the Convertible Bonds.

The Board would like to report that conversion of the Convertible Bonds was made by the Bondholder on 3 December 2008 which resulted in 460,000,000 Conversion Shares being issued by the Company on 8 December 2008, representing approximately 19.69% of the total issued share capital of the Company as at 3 December 2008 or approximately 16.45% of the enlarged issued share capital by the conversion of the Convertible Bonds as at the date of this announcement.

Reference is made to the announcements dated 26 August, 4 September, 25 September, 6 October, 4 November, 24 November, 25 November, 5 December and 10 December 2008 (“**Announcements**”) and the circular dated 13 May 2008 (“**Circular**”) of China Metal Resources Holdings Limited (“**Company**”) in relation to, among other things, the issue and allotment of the Convertible Bonds. The Company makes this announcement in accordance with the requirement of the listing approval granted by the Stock Exchange in respect of the number of new shares to be issued and allotted upon the conversion of the Convertible Bonds. Unless the context herein otherwise requires, terms used in this announcement shall have the same meanings as in the Circular.

The Board would like to report that conversion of an aggregate principal amount of HK\$368,000,000 of the Convertible Bonds was made by the Bondholder on 3 December 2008 which resulted in 460,000,000 Conversion Shares being issued by the Company on 8 December 2008, representing approximately

19.69% of the total issued share capital of the Company as at 3 December 2008 or approximately 16.45% of the enlarged issued share capital by the conversion of the Convertible Bonds as at the date of this announcement.

The details regarding the status of the conversion of the Convertible Bonds during the month of December 2008 are as follows:

(a) Conversion of the Convertible Bonds during the month of December 2008:

<b>Date of conversion</b>	<b>Number of new shares issued</b>	<b>Conversion Price (HK\$)</b>
8 December 2008	460,000,000	0.80

(b) The amount of outstanding Convertible Bonds as at 31 December 2008: HK\$535,740,000

(c) The total number of shares issued pursuant to other transactions during the month of December 2008 (including shares issued pursuant to exercise of options under any share option scheme of the Company): Nil

(d) The total issued share capital of the Company as at the commencement and the last day of December 2008:

	<b>Number of issued shares of par value of HK\$0.001 each</b>	<b>Issued share capital (HK\$)</b>
<b>As at 1 December 2008</b>	<b>2,336,500,247</b>	<b>2,336,500</b>
Total number of new shares issued during December 2008 pursuant to the issue and allotment of the Conversion Shares	460,000,000	460,000
<b>As at 31 December 2008</b>	<b>2,796,500,247</b>	<b>2,796,500</b>

By order of the Board  
**China Metal Resources Holdings Limited**  
**Ng Kwok Chu, Winfield**  
*Executive Director*

Hong Kong, 7 January 2009

*As at the date of this announcement, the executive Directors are Messrs. Leung Ngai Man and Ng Kwok Chu, Winfield and Ms. Wu Wei Hua; and the independent non-executive Directors are Dr. Leung Wai Cheung, Messrs. Chan Sing Fai and Liu Jia Qing.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (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.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven (7) days from the date of its publication and on the Company’s website at [www.cmr8071.com](http://www.cmr8071.com).*