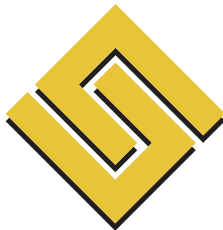


*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)

### **ANNOUNCEMENT RELATING TO THE CONVERSION OF CONVERTIBLE BONDS**

Reference is made to the Circular, the announcement and the Monthly Announcement of the Company dated 13 May, 26 August and 5 December 2008 respectively in relation to, among other things, the issue and allotment of the Convertible Bonds.

Reference is made to the circular (“**Circular**”), the announcement and the monthly announcement (“**Monthly Announcement**”) of China Metal Resources Holdings Limited (“**Company**”) dated 13 May, 26 August and 5 December 2008 respectively in relation to, among other things, the issue and allotment 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 Directors noted that conversion of the Convertible Bonds was requested by the Bondholder on 3 December 2008 and 460,000,000 Conversion Shares (“**New Conversion Shares**”) were 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 cumulative amount of the New Conversion Shares issued pursuant to the conversion of the Convertible Bonds have exceeded 5% of the issued share capital of the Company as disclosed in the Monthly Announcement. Further details of which are set out as follows:

(a) Conversion of the Convertible Bonds subsequent to the date of the Monthly Announcement:

<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) Amount of outstanding Convertible Bonds after the above conversion:

HK\$535,740,000

(c) The total number of shares issued pursuant to other transactions subsequent to the date of the Monthly Announcement:

Nil

(d) The total issued share capital of the Company as at the date of the Monthly Announcement and the date of this announcement:

	<b>Number of issued shares of par value of HK\$0.001 each</b>	<b>Issued share capital (HK\$) (Approximate figure)</b>
<b>As at the date of the Monthly Announcement</b>	<b>2,336,500,247</b>	<b>2,336,500</b>
Total number of new shares issued subsequent to the date of the Monthly Announcement and up to the date of this announcement pursuant to the conversion of Convertible Bonds	460,000,000	460,000
<b>As at the date of this announcement</b>	<b><u>2,796,500,247</u></b>	<b><u>2,796,500</u></b>

## CHANGES IN SHAREHOLDING STRUCTURE

The shareholding structure of the Company as at the date of the Monthly Announcement and the date of this announcement after the issue and allotment of the New Conversion Shares (with Mr. Leung Ngai Man (“**Mr. Leung**”) and parties acting in concert with him holding not more than 29% of the issued share capital of the Company) were as follows:

Name of Shareholder	As at the date of the Monthly Announcement		As at the date of this announcement	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Mr. Leung and parties acting in concert with him	188,624,400	8.07	628,624,400	22.48
The Directors (excluding Mr. Leung) Public Shareholders	21,722,500	0.93	21,722,500	0.78
	<u>2,126,153,347</u>	<u>91.00</u>	<u>2,146,153,347</u>	<u>76.74</u>
Total	<u><u>2,336,500,247</u></u>	<u><u>100.00</u></u>	<u><u>2,796,500,247</u></u>	<u><u>100.00</u></u>

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

Hong Kong, 10 December 2008

*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).*