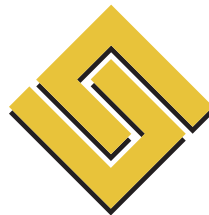

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Metal Resources Holdings Limited (“**Company**”), you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company (“**EGM**”) to be convened at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Thursday, 9 December 2010 at 11:30 a.m. is set out on pages 5 to 6 of this circular. Form of proxy for use in the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the EGM or any adjourned meeting thereof to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the Growth Enterprise Market (“**GEM**”) website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at www.cmr8071.com.

15 November 2010

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on The Stock Exchange of Hong Kong Limited. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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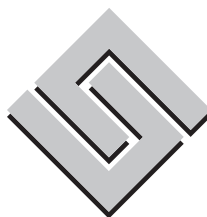
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DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	China Metal Resources Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8071)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong, on Thursday, 9 December 2010 at 11:30 a.m., the notice of which is set out on pages 5 to 6 of this circular and any adjournment thereof
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 November 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China Metal Resources Holdings Limited” to “China Netcom Technology Holdings Limited” and the Chinese name of the Company from “中國金屬資源控股有限公司” to “中彩網通控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Leung Ngai Man (*Chairman*)
Mr. Ng Kwok Chu, Winfield
Ms. Wu Wei Hua

Independent non-executive Directors:

Dr. Leung Wai Cheung
Mr. Cai Wei Lun

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

15 November 2010

*To the Shareholders and, for information purposes only,
the holders of outstanding options and convertible
bonds of the Company*

Dear Sir/Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

As announced by the Company on 8 November 2010, the Board proposed to change the English name of the Company from “China Metal Resources Holdings Limited” to “China Netcom Technology Holdings Limited” and the Chinese name of the Company from “中國金屬資源控股有限公司” to “中彩網通控股有限公司”.

The purpose of this circular is to provide you with further information relating to the Proposed Change of Company Name and to provide you a notice convening the EGM for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Metal Resources Holdings Limited” to “China Netcom Technology Holdings Limited” and the Chinese name of the Company from “中國金屬資源控股有限公司” to “中彩網通控股有限公司”.

Reason for the Proposed Change of Company Name

Reference is made to the Company’s announcement dated 27 August 2010, the Group has completed the acquisition of a PRC company which is engaged in the development and provision of operation software system sector of the PRC lottery market. The Board believes that the new company names will better reflect the Company’s identity and image and will benefit its future development which are in the interests of the Shareholders and the Company as a whole. In future, the Group will continue its focus to identify potential business opportunities in the area of the PRC lottery related businesses and will continue to review the business environment of its different operating units, so as to re-allocate the Group’s resources to each of them in accordance with their respective growth potentials and prospective profits contribution to the Group.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to, among other things (i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and (ii) the appropriate approval for the use of the proposed new English and Chinese names of the Company by the Registrars of Companies in the Cayman Islands and Hong Kong.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. Upon the Proposed Change of Company Name becoming effective, all existing share certificates in issue bearing the existing name of the Company will continue to be evidence of title of the Shares and valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new English and Chinese names of the Company. However, only new share certificates of the Company will be issued under the new English and Chinese names of the Company after the Proposed Change of Company Name has become effective.

The effective date of the Proposed Change of Company Name will be the date on which the new English and Chinese names of the Company are entered by the Registrar of Companies in the Cayman Islands on the register of companies in place of its existing English and Chinese names respectively. The Company will carry out the necessary filing procedures with the Registrars of Companies in the Cayman Islands and Hong Kong.

Further announcement(s) will be made to inform the Shareholders of the effective date of the Proposed Change of Company Name and the change of the new stock short name for trading of the Shares on the Stock Exchange upon the Proposed Change of Company Name becoming effective.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 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.

THE EGM

A notice convening the EGM for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name is set out on pages 5 to 6 of this circular.

Pursuant to rules 17.47(4) to 17.47(5) of the GEM Listing Rules and the Articles, the voting on the proposed resolution will be taken by way of poll and an announcement on the poll results will be made by the Company after the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution proposed at the EGM.

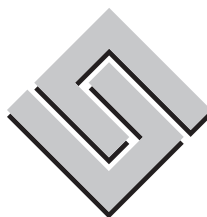
A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote in person at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the best interests of the Shareholders and the Company as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the special resolution to be proposed at the EGM in respect thereof.

Yours faithfully,
By Order of the Board
China Metal Resources Holdings Limited
Ng Kwok Chu, Winfield
Executive Director

NOTICE OF EGM



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 convened at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Thursday, 9 December 2010 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution (with or without modifications):

SPECIAL RESOLUTION

“**THAT** the English name of the Company be changed from “China Metal Resources Holdings Limited” to “China Netcom Technology Holdings Limited” and the Chinese name of the Company from “中國金屬資源控股有限公司” to “中彩網通控股有限公司, and **THAT** the directors of the Company be and are hereby authorised to do all such acts and things and execute all documents that they consider necessary or expedient to effect the change of the Company name and attend to any necessary registration for and on behalf of the Company.”

Yours faithfully

By Order of the Board

China Metal Resources Holdings Limited

Ng Kwok Chu, Winfield

Executive Director

Hong Kong, 15 November 2010

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

NOTICE OF EGM

Notes:

- (1) Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the EGM convened by this notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote on his behalf in accordance with the articles of association of the Company. A proxy need not be a Shareholder.
- (2) 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 certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the EGM or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) 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 were solely entitled thereto if more than one of such joint holders are present at the EGM, 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 name stands in the register of Shareholders in respect of the joint holding.