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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)

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES

Placing Agent



SAMSUNG SECURITIES

SAMSUNG SECURITIES (ASIA) LIMITED

The Board is pleased to announce that completion of the Placing and the Subscription took place on 30 August 2010 and 3 September 2010 respectively in accordance with the terms and conditions of the Placing Agreement and the Subscription Agreement.

Reference is made to the announcement (the “**Announcement**”) of China Metal Resources Holdings Limited (the “**Company**”) dated 26 August 2010, in relation to, among other matters, the Placing and the Subscription. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

THE PLACING

The Board is pleased to announce that the conditions of the Placing stated in the Placing Agreement have been fulfilled. Completion of the Placing took place on 30 August 2010, pursuant to which the Company issued and allotted 588,405,000 new Shares to not less than six Placees at the Placing Price of HK\$0.143 per Placing Share. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees are independent investors who, and whose beneficial owners are: (i) not connected persons of the Company; (ii) independent of the Vendor, the Company and its connected persons; and (iii) independent of and not acting in concert (as defined in the Takeovers Code) with the Vendor or the Company with respect to the Shares.

THE SUBSCRIPTION

On 3 September 2010, with all conditions of the Subscription Agreement having been fulfilled, completion of the Subscription took place and an aggregate of 588,405,000 Subscription Shares (equivalent to the number of the Placing Shares placed) were issued and allotted at the Subscription Price of HK\$0.143 per Subscription Share (equivalent to the Placing Price).

CHANGES IN SHAREHOLDING STRUCTURE

The table below sets out the changes in the shareholding structure of the Company as a result of completion of the Placing and the Subscription:

Shareholder	Immediately before completion of the Placing		Immediately after completion of the Placing but before the Subscription		Immediately after completion of the Placing and the Subscription	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Directors						
Vendor and parties acting in concert with him	904,089,400 (Note 1)	19.97	315,684,400	6.97	1,624,089,400 (Note 2)	27.83
Mr. Ng Kwok Chu, Winfield (Note 3)	472,500	0.01	472,500	0.01	472,500	0.01
Public Shareholders						
Placees	–	–	588,405,000	13.00	588,405,000	10.08
Other Shareholders	<u>3,622,603,347</u>	<u>80.02</u>	<u>3,622,603,347</u>	<u>80.02</u>	<u>3,622,603,347</u>	<u>62.08</u>
Total	<u><u>4,527,165,247</u></u>	<u><u>100.00</u></u>	<u><u>4,527,165,247</u></u>	<u><u>100.00</u></u>	<u><u>5,835,570,247</u></u>	<u><u>100.00</u></u>

Notes:

1. Out of the 904,089,400 Shares, 1,474,400 Shares were held by Speedy Well Investments Limited, a company wholly and beneficially owned by the Vendor; and 200,000,000 Shares were issued and allotted as consideration shares pursuant to the very substantial acquisition and connected transaction, details of which are set out in the announcements of the Company dated 24 June 2010 and 27 August 2010 and the circular of the Company dated 30 July 2010.
2. Out of the 1,624,089,400 Shares, 1,474,400 Shares were held by Speedy Well Investments Limited, a company wholly and beneficially owned by the Vendor; and 720,000,000 Shares were issued and allotted due to the conversion of the Company's convertible bonds in 2 September 2010.
3. Mr. Ng Kwok Chu, Winfield, is an executive Director.

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

Hong Kong, 3 September 2010

As at the date of this announcement, the executive Directors are Mr. Leung Ngai Man, Mr. Ng Kwok Chu, Winfield and Ms. Wu Wei Hua; and the independent non-executive Directors are Dr. Leung Wai Cheung, Mr. Cai Wei Lun and Mr. Wang Jun Sui.

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 the information contained in this announcement 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 announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the 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.