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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, No. 89 Queensway, Hong Kong on 16 August 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the form and substance of the agreement (“**Acquisition Agreement**”) dated 13 May 2010 and entered into between Easywin International Holdings Limited, a wholly-owned subsidiary of the Company, as purchaser and Mr. Leung Ngai Man (“**Vendor**”) as vendor in relation to the acquisition (“**Acquisition**”) of one ordinary share of nominal value US\$1.00 in the issued share capital of Pearl Sharp Limited (“**Target**”) at a consideration (“**Consideration**”) of HK\$2,112.5 million (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose), as mentioned in the circular (“**Circular**”) of the Company dated 30 July 2010 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereby be and are hereby approved;
- (b) subject to completion of the Acquisition, the directors (“**Directors**”) of the Company be and are hereby generally and specifically authorised to allot and issue up to 200,000,000 new shares of HK\$0.24 each in the capital of the Company as Consideration Shares (as defined in the Circular) in accordance with the terms and conditions of the Acquisition Agreement;

- (c) subject to completion of the Acquisition, the issue of the Promissory Note (as defined in the Circular) as set out in the Circular, on and subject to the terms of the Acquisition Agreement, be and it is hereby approved;
- (d) subject to completion of the Acquisition, the creation and issue of the Convertible Bonds (as defined in the Circular), on and subject to the terms of the Acquisition Agreement, be and is hereby approved and the allotment and issue of the shares (as such term is described in the draft deed poll constituting the Convertible Bonds attached to the Acquisition Agreement) upon the exercise of the conversion rights attaching to the Convertible Bonds be and are hereby approved; and
- (e) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement, the allotment and issue of the Consideration Shares, the issue of the Promissory Note, the creation of the Convertible Bonds and the allotment and issue of the shares of the Company (upon exercise of the conversion rights attaching to the Convertible Bonds) or any of the transactions contemplated under the Acquisition Agreement (including but not limited to the execution of the instrument which will constitute the Convertible Bonds) and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Acquisition Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

(2) “**THAT** Mr. Wang Jun Sui be re-elected as an independent non-executive Director.”

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

Hong Kong, 30 July 2010

As at the date hereof, the board comprised the following Directors:

Executive Directors:

Leung Ngai Man (*Chairman*)

Ng Kwok Chu, Winfield

Wu Wei Hua

Independent non-executive Directors:

Leung Wai Cheung

Cai Wei Lun

Wang Jun Sui

Principal place of business in Hong Kong:

Unit 1006, 10th Floor

Tower One Lippo Centre

89 Queensway

Hong Kong

Notes:

- (1) 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 to be a member of the Company.
- (2) 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.
- (3) 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.
- (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/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 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.