

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.

CNRD

CHINA NATIONAL RESOURCES DEVELOPMENT HOLDINGS LIMITED

中國資源開發集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 661)

ANNOUNCEMENT

PROPOSED ACQUISITION OF 51% EQUITY INTEREST IN

北京東方燕京礦山工程有限責任公司

(Beijing Oriental Yanjing Mining Engineering Company Limited)

AND

COMPLETION OF MAJOR TRANSACTION

PROPOSED ACQUISITION

The Board is pleased to announce that the Company entered into the Framework Agreement on 2 April 2008 for the proposed acquisition of 51% equity interest in 北京東方燕京礦山工程有限責任公司 (Beijing Oriental Yanjing Mining Engineering Company Limited), a company established to carry out the business of mining engineering design in the PRC.

A formal sale and purchase agreement will be entered into between the parties should the Proposed Acquisition proceeds. Due to its size, it is likely that the Proposed Acquisition, if materializes, will constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules. Further announcement in compliance with the requirements of the Listing Rules will be issued as and when necessary.

The Board is also pleased to announce that the major transaction in relation to the acquisition of the entire issued share capital of each of Fuken Investments, Golden Brand Investments and Giant Strong International for the development and investment in a mining business in Xinjiang, the PRC has been completed. Details of the transaction were disclosed in the circular of the Company dated 31 January 2008.

**PROPOSED ACQUISITION OF 51% EQUITY INTEREST IN北京東方燕京礦山工程有限責任公司
(Beijing Oriental Yanjing Mining Engineering Company Limited)**

The Board is pleased to announce that the Company entered into the Framework Agreement on 2 April 2008, pursuant to which the Vendor and the Company will further negotiate for and will, upon completion of the due diligence conducted by the Company on the Target Company, sign a formal agreement for the Company's acquisition of 51% equity interest in the Target Company.

* *for identification purposes only*

| | |
|------------------------|---|
| “Directors” | the directors of the Company |
| “Framework Agreement” | the framework agreement dated 2 April 2008 for the Proposed Acquisition entered into between the Vendor and the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China |
| “Proposed Acquisition” | the proposed acquisition of 51% equity interest in the Target Company by the Company |
| “RMB” | Reminbi, the lawful currency of the PRC |
| “Shareholders” | the holders of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Target Company” | 北京東方燕京礦山工程有限責任公司(Beijing Oriental Yanjing Mining Engineering Company Limited), a company incorporated with limited liability in the PRC |
| “Vendor” | Messrs. Li Hong, Chen Zheng Hai, Li Qiu Hua, Sun Min, Zeng Zuo Feng, PRC national |
| “%” | per cent. |

Certain English translation of Chinese names or words in this announcement are included for information only, and are not official English translations of such Chinese names or words.

By Order of the Board of
China National Resources Development Holdings Limited
Wang Jian Sheng
Chairman

Hong Kong, 2 April 2008

As at the date of this announcement, the board of directors of the Company comprises Mr. Wang Jian Sheng as the chairman and executive director; Mr. Li Qiao Feng and Mr. Zhang He as executive directors; Mr. Wang Bao Lin as non-executive director; Mr. Wang Guoqi, Mr. Wang Qihong and Wong Sat as independent non-executive directors.