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

If you have sold or transfer all your shares in **Hong Kong Resources Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HONG KONG RESOURCES HOLDINGS COMPANY LIMITED

香港資源控股有限公司

*(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong
as HKRH China Limited)*

(Stock Code: 2882)

**APPOINTMENT OF EXECUTIVE DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of Hong Kong Resources Holdings Company Limited to be held at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong on Wednesday, 10 August 2011, at 9:00 a.m. is set out on pages 8 to 9 of this circular.

Whether or not you are able to attend the special general meeting, you are advised to read the notice and to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrars, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the special general meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the special general meeting or any adjourned meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

26 July 2011

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Hong Kong Resources Holdings Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected persons”	has the same meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	Shareholders who are not required to abstain from voting on the resolutions to approve the appointments of executive Directors at the SGM
“Latest Practicable Date”	21 July 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Lam”	Mr. Lam Kwok Hing, Wilfred (林國興先生)
“Ms. Wong”	Ms. Wong Wing Yan, Ella (黃詠茵女士)
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened on Wednesday, 10 August 2011, at 9:00 a.m. at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong for the purpose of, among other matters, considering and, if thought fit, approving the appointments of executive Directors
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Shares

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



HONG KONG RESOURCES HOLDINGS COMPANY LIMITED 香港資源控股有限公司

*(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong
as HKRH China Limited)*
(Stock Code: 2882)

Executive Directors

Dr. Wong, Kennedy Ying Ho, BBS, J.P.
Mr. Chui Chuen Shun
Dr. Hui Ho Ming, Herbert, J.P.
Mr. Mung Kin Keung
Dr. Liu Wangzhi

Non-executive Director

Mr. Kung Ho

Independent non-executive Directors

Mr. Fan, Anthony Ren Da
Ms. Estella Yi Kum Ng
Mr. Wong Kam Wing

Registered Address:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*

Rooms 1402-1403, 14/F,
Admiralty Centre, Tower 2,
18 Harcourt Road,
Hong Kong

26 July 2011

To the Shareholders

Dear Sir or Madam,

APPOINTMENT OF EXECUTIVE DIRECTORS AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 18 July 2011 regarding the Board's proposed appointment of Mr. Lam and Ms. Wong as executive Directors of the Company with effect from the date of passing the relevant resolutions at the SGM.

The purposes of this circular are to provide you with (i) the information in respect of Mr. Lam and Ms. Wong and (ii) the notice of the SGM.

LETTER FROM THE BOARD

BIOGRAPHICAL DETAILS OF MR. LAM

The biographical details of Mr. Lam are as follows:

Mr. Lam, aged 52, joined the Company as Director of Business Operations (China) and as Group Vice President of 3D-GOLD Jewellery Group on 1 April 2009. He is also the Legal Representative of 3D-GOLD Enterprises Development (Shenzhen) Co., Ltd and 3D-GOLD Jewelry Co., Ltd., both companies are the subsidiaries of the Company in the PRC. Mr. Lam has been appointed Justice of Peace of the Hong Kong Special Administrative Region since 1999 and awarded Queen's Badge of Honour in January 1997. Mr. Lam holds a Bachelor's degree in Law with honours from the University of Hong Kong and also holds the professional qualification of Estate Agent's (Individual) Licence in Hong Kong. He is also the member of the Hong Kong Institute of Directors.

Being an active member in social and charity activities, Mr. Lam is a Support Force Commander of the Civil Aid Service, Ex-officio Member of New Territories Heung Yee Kuk, Chairman of the Friends of the Community Chest (Kwai Tsing District), Honorary Advisor and Former Vice-President of (Kwai Tsing District) Junior Police Call, member of and former Chairman of the (Kwai Tsing District) Fight Crime Committee and Director and Chairman of the (Kwai Tsing District) Community Development Fund in Hong Kong. He is also an executive member of the liaison association of the Chinese People's Political Consultative Conference, Guangdong Province.

Mr Lam is the Non-executive Vice-Chairman and Non-executive Director of National Arts Holdings Limited (Stock Code: 8228), a company listed on the GEM Board of the Stock Exchange and the Independent Non-executive Director of Value Convergence Holdings Limited (Stock Code: 821), The Hong Kong Building and Loan Agency Limited (Stock Code: 145) and PME Group Limited (Stock Code: 379), which are on the Main Board of the Stock Exchange. In addition, Mr. Lam is also the director in the subsidiaries of the Company, including 3D-GOLD (PRC Holding) Company Limited, 3D-GOLD Online Limited, Great Tactic Limited, 3D-GOLD Enterprises Development (Shenzhen) Co., Ltd and 3D-GOLD Jewelry Co., Ltd.

Save as disclosed above, Mr. Lam does not hold any directorships in other listed public companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

Mr. Lam has entered into a service contract with the Company in relation to his appointment as Director of Business Operations (China) and as Group Vice President of 3D-GOLD Jewellery Group. He has no fixed term of service with the Company. Save and except that he will be promoted as executive Director and Group Vice President of the Company and his remuneration will be raised to HK\$2,566,660 per annum, all other terms of his service contract shall remain unchanged. He will also be entitled to discretionary bonus.

LETTER FROM THE BOARD

Remuneration of Mr. Lam is determined by the Board with reference to his background, performance, duties and responsibilities with the Company and the prevailing market situation. Mr. Lam is not appointed for any specified length of service, but the directorship of Mr. Lam with the Company will be subject to rotation requirements and re-election pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Lam's spouse, Ms. Tse Ming Chu, May ("Ms. Tse"), has interest in 400,000 shares of the Company and Mr. Lam has share options for subscribing for 1,000,000 shares of the Company which is required to be disclosed under Part XV of the Securities and Future Ordinance. Save as disclosed above, Mr. Lam is not connected with any directors, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company.

Other than the fact that a bankruptcy order was made against Mr. Lam on 28 August 2003, but which was subsequently discharged by the High Court on 18 September 2007, there is no other matter relating to the appointment of Mr. Lam which needs to be brought to the attention of the Shareholders and there is no other information needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules.

BIOGRAPHICAL DETAILS OF MS. WONG

The biographical details of Ms. Wong are as follows:

Ms. Wong, aged 34, joined the Company as Chief Financial Officer in August 2009. Ms. Wong is a fellow member of the CPA (Australia) and holds a Bachelor degree in Commerce majoring in accounting and finance from the University of Sydney, Australia. Prior to joining the Company, Ms. Wong has over 12 years of experience in accounting and auditing at an international accounting firm and has extensive experience in auditing and financial management.

Ms. Wong has not held any directorship in the last three years in public companies which are listed in Hong Kong or overseas. Furthermore, she does not hold any position in any subsidiaries of the Company at the date hereof.

Ms. Wong has entered into a service contract with the Company in relation to her appointment as Chief Financial Officer of the Company. She has no fixed term of service with the Company. Save and except that she will be promoted as executive Director of the Company and her remuneration will be raised to HK\$2,000,000 per annum, all other terms of her service contract shall remain unchanged. She will also be entitled to receive discretionary bonus.

Remuneration of Ms. Wong is determined by the Board with reference to her background, performance, duties and responsibilities with the Company and the prevailing market situation. Ms. Wong is not appointed for any specified length of service, but the directorship of Ms. Wong with Company will be subject to rotation requirements and re-election pursuant to the Bye-laws of the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Ms. Wong and her spouse, Mr. Wu Ngoc (“Mr. Wu”), have interest in 288,500 shares of the Company and Ms. Wong has share options for subscribing for 500,000 shares of the Company which is required to be disclosed under Part XV of the Securities and Future Ordinance. Save as disclosed above, Ms. Wong is not connected with any directors, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other matter relating to the appointment of Ms. Wong which needs to be brought to the attention of the Shareholders and there is no other information needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules.

LISTING RULES IMPLICATIONS

The appointments of Mr. Lam and Ms. Wong as executive Directors of the Company are subject to the approval of the Independent Shareholders at the SGM pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Ms. Tse has interest in 400,000 shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Ms. Wong and Mr. Wu have interest in 288, 500 shares of the Company within the meaning of Part XV of the Securities and Future Ordinance. Ms. Tse, Ms. Wong and Mr. Wu are required to abstain from voting on the relevant resolutions to approve the appointments at the SGM.

SGM

The SGM will be held at 9:00 a.m. on Wednesday, 10 August 2011 at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong for the purposes of, among other matters, considering and, if thought fit, approving the appointments of Mr. Lam and Ms. Wong. A notice convening the SGM is set out on pages 8 to 9 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the resolution proposed at the SGM shall be voted by poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the appointments of Mr. Lam and Ms. Wong as executive Directors of the Company is in the best interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

By order of the Board
Hong Kong Resources Holdings Company Limited
Michael S W Wong
Company Secretary

NOTICE OF THE SGM



HONG KONG RESOURCES HOLDINGS COMPANY LIMITED 香港資源控股有限公司

*(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong
as HKRH China Limited)
(Stock Code: 2882)*

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Hong Kong Resources Holdings Company Limited (the “Company”) will be held at 9:00 a.m. on Wednesday, 10 August 2011, at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. Lam Kwok Hing, Wilfred be and is hereby appointed as an executive Director and Group Vice President of the Company to hold office from the date on which this resolution is passed.”
2. “**THAT** Ms. Wong Wing Yan, Ella be and is hereby appointed as an executive Director of the Company to hold office from the date on which this resolution is passed.”

By order of the Board
Hong Kong Resources Holdings Company Limited
Michael S W Wong
Company Secretary

Hong Kong, 26 July, 2011

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Rooms 1402-1403, 14/F,
Admiralty Centre, Tower 2,
18 Harcourt Road
Hong Kong

NOTICE OF THE SGM

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
3. A form of proxy for use in connection with the SGM is enclosed with the circular dated 26 July 2011 of which this notice forms part. To be valid, the form of proxy, and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrars of the Company, Tricor Tengis Limited, at 26th floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and voting in person at a meeting convened or any adjournment thereof and in such event, the instrument of appointing a proxy shall be deemed to be revoked.
5. As required under Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the above resolution will be voted by poll.

As at the date of this notice, the Board comprises Dr. Wong, Kennedy Ying Ho, BBS, J.P., Mr. Chui Chuen Shun, Dr. Hui Ho Ming, Herbert, J.P., Mr. Mung Kin Keung and Dr. Liu Wangzhi as executive Directors, Mr. Kung Ho as non-executive Director and Mr. Fan, Anthony Ren Da, Ms. Estella Yi Kum Ng and Mr. Wong Kam Wing as independent non-executive Directors.