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國金資源控股有限公司\*

Guojin Resources Holdings Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 630)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting (“SGM”) of Guojin Resources Holdings Limited (the “Company”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 5 September 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT**

- (a) the conditional agreement (the “**Acquisition Agreement**”) dated 23 January 2011 (as amended and restated on 27 July 2011) and entered into among the Company, Energy Best Investments Limited (the “**Purchaser**”), a wholly owned subsidiary of the Company, as purchaser, and Mr. Lye Khay Fong, Mr. Yip Wai Lun, Alvin, Titron Group Holdings Limited and Chelin International Limited (together the “**Vendors**”) as vendors in relation to the acquisition (the “**Acquisition**”) of: (i) the entire issued share capital of Apex Solution Group Limited (which will beneficially own the entire issued share capital of Titron Industries Limited, Titron International Limited, Titron Manufacturing Limited and Titron Precision Limited prior to completion of the Acquisition); and (ii) the entire registered capital of 東莞德越電子塑膠製品有限公司 (Dongguan De Yue Electronic and Plastic Products Company Limited<sup>#</sup>) for a total consideration of HK\$120 million (a copy of the Acquisition Agreement is marked “A” and produced to the SGM and signed by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

\* *For identification purposes only*

- (b) the issue of the convertible notes (the “**Convertible Notes**”) up to the principal amount of HK\$112.5 million by the Company to the Vendors (or their respective nominee(s)) pursuant to the terms and conditions of the Acquisition Agreement be and is hereby approved;
- (c) the allotment and issue of new ordinary shares (the “**Conversion Shares**”) of the Company upon exercise of the conversion rights attaching to the Convertible Notes pursuant to the terms of the Convertible Notes be and is hereby approved;
- (d) the conditional agreement (the “**Performance Incentive Agreement**”) dated 4 March 2011 (as amended and restated on 27 July 2011) and entered into among the Company, the Purchaser and Atlas Medical Limited (the “**Service Provider**”) in relation to the services provided by the Service Provider to the Purchaser at a monthly service fee (the “**Service Fee**”) of HK\$200,000 plus performance bonus (the “**Performance Bonus**”) equal to 30% of excess of the pro forma combined profit before tax of the subsidiaries of the Purchaser after completion of the Acquisition (a copy of the Performance Incentive Agreement is marked “B” and produced to the SGM and signed by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (e) the maximum amount of the Service Fee of HK\$1,600,000 payable for the year ending 31 December 2011 and HK\$2,400,000 payable for each of the five years ending 31 December 2016 pursuant to the terms of the Performance Incentive Agreement be and is hereby approved;
- (f) the maximum amount of the Performance Bonus of HK\$2,000,000, HK\$53,000,000, HK\$130,000,000, HK\$300,000,000, HK\$350,000,000 and HK\$400,000,000 payable for each of the six years ending 31 December 2016 respectively involving the allotment and issue of up to 9.5 million, 47.6 million, 285.7 million, 666.7 million, 952.4 million and 1,238.1 million new ordinary shares (together the “**Performance Incentive Shares**”) of the Company (all subject to adjustment) for each of the six years ending 31 December 2016 respectively pursuant to the terms of the Performance Incentive Agreement be and is hereby approved;

- (g) any one or more directors of the Company be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/she/they consider necessary or expedient to give effect to the Acquisition Agreement, the Performance Incentive Agreement and the transactions contemplated thereunder including but not limited to the issue of the Convertible Notes, the allotment and issue of the Conversion Shares which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Notes and the allotment and issue of the Performance Incentive Shares; and
- (h) in the event the proposed capital reorganization of the Company involving, among other matters, a change of the nominal value of the shares of the Company from HK\$0.10 to HK\$0.01 by way of a reduction of share capital and a share subdivision, as more particularly set out in the circular of the Company dated 12 August 2011, does not take effect in accordance with the terms thereof on or before the date of completion of the Acquisition, the authorized share capital of the Company shall be increased from HK\$400,000,000 to HK\$2,000,000,000 divided into 20,000,000,000 shares of HK\$0.10 each (the “**Shares**”) by the creation of an additional 16,000,000,000 Shares, each ranking pari passu in all respects with the existing Shares, with effect from the date of completion of the Acquisition.”

# *The English name is not an official name and is just provided for reference only*

Yours faithfully  
For and on behalf of  
the board of Directors of  
**Guojin Resources Holdings Limited**  
**YIP WAI LUN, ALVIN**  
*Chairman of the Board*

Hong Kong, 12 August 2011

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business in Hong Kong:*

Units 3303-3304, Level 33  
Tower 1, Enterprise Square Five  
38 Wang Chiu Road  
Kowloon Bay, Kowloon  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her/its stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's principal place of business in Hong Kong at Units 3303-3304, Level 33, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he/she/it so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, Mr. Yip Wai Lun, Alvin, Ms. Lam Suk Ling, Shirley and Mr. Lee Cheuk Yin, Dannis are the executive Directors and Mr. Leung Ka Kui, Johnny, Mr. Chan Kam Kwan, Jason and Mr. Lau Man Tak are the independent non-executive Directors.*