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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 a 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 at 11:00 a.m. on Monday, 5 September 2011 (or immediately after a special general meeting of the Company approving the Acquisition Agreement which is scheduled to be held on the same day at 10:00 a.m.) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

- (1) “**THAT**, conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below); and (ii) the compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended), with effect from such time and on such date (the “**Effective Date**”) to be determined by the directors (the “**Directors**”) of the Company:
 - (a) the paid-up capital of each issued share (each a “**Share**”) be reduced from HK\$0.10 to HK\$0.01 by cancelling HK\$0.09 on each issued Share (the “**Capital Reduction**”) so as to form a new issued share of HK\$0.01 each;

* For identification purposes only

- (b) each authorised but unissued share of the Company of HK\$0.10 be subdivided into 10 shares of HK\$0.01 each (together with the new issued shares of HK\$0.01 each formed in paragraph (a) above, the “**New Shares**”)(the subdivision of the authorised but unissued shares in the manner described, the “**Share Subdivision**”);
- (c) the entire amount standing to the credit of the share premium account of the Company as at the Effective Date be cancelled (“**Share Premium Cancellation**”);
- (d) the credit arising from the Capital Reduction and the Share Premium Cancellation be transferred to the contributed surplus account of the Company and the Directors be and are hereby authorised to apply the amount in the contributed surplus account of the Company in any manner permitted by the laws of Bermuda and the bye-laws of the Company, including, but not limited to offset against accumulated losses of the Company (together with the Capital Reduction, the Share Subdivision and the Share Premium Cancellation are herein referred to as the “**Capital Reorganisation**”); and
- (e) any one or more Directors be and is/are hereby authorised to determine the Effective Date as he/she/they consider appropriate and 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 Capital Reorganisation and the transactions contemplated thereunder.”

ORDINARY RESOLUTIONS

(2) “**THAT**

- (a) the six conditional agreements (collectively the “**Redemption Agreements**”) all dated 20 June 2011 and entered into among the Company, Ugent Holdings Limited (“**Ugent**”), a wholly owned subsidiary of the Company, and each of Qshare Holdings Limited, Integrated Asset Management (Asia) Limited, Value Creation Partners Company Limited, Mr. Lo Ming Chi, Charles, Mr. Ou Tian Xiong and Ms. Fu Wai Ling (together the “**Ugent Bondholders**”) respectively in relation to the redemption (the “**Redemption**”) of the 12% convertible bonds (the “**Ugent Bonds**”) in the principal amount of HK\$177,000,000 issued by Ugent (a copy of each of the Redemption Agreements is marked “A”, “B”, “C”, “D”, “E” and “F” respectively 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;

- (b) the allotment and issue of new ordinary shares (the “**Redemption Shares**”) of HK\$0.01 each in the share capital of the Company at the redemption price of HK\$0.05 each to each of the Ugent Bondholders pursuant to the terms and conditions of the Redemption Agreements be and is hereby approved; and
 - (c) any one or more Directors 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 Redemption Agreements and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Redemption Shares.”
- (3) “**THAT**, conditional upon (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Rights Shares (as defined below)(in their nail-paid and fully-paid forms) and not having withdrawn or revoked such listing and permission; (ii) the filing of all documents relating to the Rights Issue (as defined below) required to be filed with the Registrars of Companies in Bermuda in accordance with the Companies Act 1981 of Bermuda (as amended) and with the Registrar of Companies in Hong Kong in accordance with the Companies Ordinance in Hong Kong; and (iii) the underwriting agreement (the “**Underwriting Agreement**”) dated 20 June 2011 entered into among the Company, Mr. Yip Wai Lun, Alvin (“**Mr. Yip**”) and Kingsway Financial Services Group Limited (together with Mr. Yip, the “**Underwriters**”) (a copy of which is marked “G” and produced to the SGM and signed by the chairman of the SGM for identification purpose) becoming unconditional and not being rescinded or terminated in accordance with its terms:
- (a) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the underwriting of the Rights Shares (as defined below) not validly applied for by the shareholders (the “**Shareholders**”) of the Company by the Underwriters) be and are hereby approved, confirmed and ratified;

- (b) the issue of not less than 1,654,125,555 New Shares and not more than 1,739,833,529 New Shares (the “**Rights Shares**”) by way of rights issue (the “**Rights Issue**”) at the subscription price of HK\$0.05 per Rights Share to the Shareholders whose names appear on the register of members of the Company on the Record Date (as defined in the circular of the Company dated 12 August 2011) (the “**Circular**”, a copy of which is marked “H” and produced to the SGM and signed by the chairman of the SGM for identification purpose) excluding those Shareholders whose registered addresses as shown in such register are outside Hong Kong on the Record Date and to whom the Directors, after marking enquiries, on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange of that place, consider it necessary or expedient not to offer the Rights Shares, in the proportion of eleven Rights Shares for every ten Shares then held on the Record Date, on and subject to the terms and conditions set out in the Circular be and is hereby approved; and
- (c) any one or more Directors be and is/are hereby authorised to allot and issue the Rights Shares (in their nil-paid and full-paid forms) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholdings of the Shareholders and, in particular, the Directors of the Company may make such exclusions or other arrangements in relation to the Shareholders whose address(es) as shown on the register of members of the Company is/are outside Hong Kong as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong and 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 Rights Issue and the transactions contemplated thereunder.”

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
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Hamilton HM 11
Bermuda

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business in Hong Kong:*

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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 need 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.
4. The Voting at the SGM Shall be conducted by way of poll.

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.