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

If you have sold or transferred all your shares in China Precious Metal Resources Holdings Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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CHINA PRECIOUS METAL RESOURCES HOLDINGS CO., LTD.

中國貴金屬資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1194)

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Precious Metal Resources Holdings Co., Ltd. to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 24 June 2016 at 3:00 p.m. is set forth in Appendix III to this circular. Whether or not you are able to attend the aforesaid annual general meeting, you are requested to complete the enclosed form of proxy and deliver it to the Hong Kong branch share registrar of China Precious Metal Resources Holdings Co., Ltd., Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the aforesaid annual general meeting or any adjournment thereof at which the person named in the form of proxy proposes to vote and in default the form of proxy will not be treated as valid. Completion and delivery of the enclosed form of proxy will not preclude you from attending and voting in person at the aforesaid annual general meeting and in such event, the form of proxy shall be deemed to be revoked.

30 April 2016

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 24 June 2016 at 3:00 p.m. or any adjournment thereof (as the case may be);
“Articles”	the memorandum and articles of association of the Company;
“Board”	the board of Directors;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time);
“Company”	China Precious Metal Resources Holdings Co. Ltd., a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange under the stock code 1194;
“Directors”	the directors of the Company;
“General Mandate”	the general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with additional Shares or to grant any offers, agreements or options which would or might require the Shares to be issued, allotted or disposed of not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution approving such mandate;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	25 April 2016, 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;
“Notice of Annual General Meeting”	the notice dated 30 April 2016 convening the Annual General Meeting as set forth in Appendix III to this circular;

DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution approving such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of HK\$0.125 each in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



CHINA PRECIOUS METAL RESOURCES HOLDINGS CO., LTD.

中國貴金屬資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1194)

Executive Directors:

Mr. Li Xianghong

(Chairman and Chief Executive Officer)

Mr. Zhang Liwei *(Chief Financial Officer)*

Mr. Chang Yim Yang

Mr. Deng Guoli

Mr. Lam Cham

Mr. Liu Liyang

Mr. Zhang Lirui

Mr. Zhang Shuguang

Independent Non-executive Directors:

Mr. Wong Lung Tak, Patrick, *BBS, PhD, J.P.*

Mr. Chan Kin Sang

Professor Xiao Rong Ge

Mr. Wang Hao

Registered office:

Cricket Square,

Hutchins Drive,

P.O. Box 2681,

Grand Cayman KY1-1111,

Cayman Islands.

*Head office and principal place of
business:*

Rooms 3107-9,

Shun Tak Centre West Tower,

200 Connaught Road Central,

Hong Kong.

30 April 2016

To the Shareholders:

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with the Notice of Annual General Meeting and information on the resolutions to be proposed at the Annual General Meeting relating to (i) the granting of the General Mandate; (ii) the granting of the Repurchase Mandate; and (iii) the re-election of the retiring Directors, so as to enable Shareholders to make an informed decision on whether to vote for or against the resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with additional Shares or to grant any offers, agreements or options which would or might require the Shares to be issued, allotted or disposed of, representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution, subject to the requirements of the Listing Rules. The General Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Companies Law or the Articles; or (iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate. Subject to the passing of the ordinary resolutions of the General Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue additional Shares in an amount not exceeding the aggregate nominal amount of the Shares purchased pursuant to the Repurchase Mandate.

On the basis of a total of 12,210,305,446 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are allotted, issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution, the maximum number of Shares which may fall to be issued under the General Mandate will be 2,442,061,089 Shares.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, you should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution, subject to the requirements of the Listing Rules. The Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Companies Law or the Articles; or (iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate.

According to the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules is set forth in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

At the Annual General Meeting, Mr. Wong Lung Tak, Patrick, Mr. Chan Kin Sang and Professor Xiao Rong Ge will retire as Directors in accordance with Article 87(1) of the Articles. Mr. Li Xianghong, Mr. Zhang Lirui, Mr. Liu Liyang and Mr. Wang Hao will retire as Directors in accordance with Article 86(3) of the Articles. All these retiring Directors will offer themselves

LETTER FROM THE BOARD

for re-election at the Annual General Meeting. Biographical details of each of the retiring Directors who are proposed to be re-elected at the Annual General Meeting pursuant to the Articles are set forth in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of Annual General Meeting is set forth in Appendix III to this circular. At the Annual General Meeting, resolutions will be proposed to approve the General Mandate, the Repurchase Mandate and the re-election of the retiring Directors. The Annual General Meeting will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 24 June 2016 at 3:00 p.m..

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/its votes or cast all his/its votes in the same way. As at the date of this circular, to the best knowledge of the Directors, none of the Shareholders shall be required to abstain from voting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and deliver it, together with 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, to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof at which the person named in the form of proxy proposes to vote and in default the form of proxy will not be treated as valid. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting and in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board is of the opinion that the granting of the General Mandate and the Repurchase Mandate and the re-election of the retiring Directors are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 circular 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 circular misleading.

By order of the Board
China Precious Metal Resources Holdings Co., Ltd.
Li Xianghong
Chairman

This appendix contains particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

PROPOSED REPURCHASE MANDATE

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of passing the resolution to approve the granting of the Repurchase Mandate to the Directors. At the Latest Practicable Date, the Company had 12,210,305,446 Shares in issue and they were all fully paid up. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of passing the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 1,221,030,544 Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution).

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase the Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value for each Share and/or earnings for each Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

FUNDING OF REPURCHASES

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the Companies Law. Under the Companies Law, the Share repurchased by the Company may only be paid out of profits or out of the proceeds of a fresh issue of the Shares made for the purpose, or, if so authorised by Articles and subject to the Companies Law, out of capital. Any premium payable on the Share repurchased may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the Companies Law, out of capital. Under the Companies Law, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

IMPACT OF REPURCHASES

On the basis of the consolidated financial position of the Company as at 31 December 2015 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time

and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that purchases of all the Shares were to be carried out in full during the period in which the Repurchase Mandate remains valid. No repurchase would be made by the Company in circumstances that would have a material adverse impact on the working capital position or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

PRICE OF SHARES

The highest and lowest price at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2015	0.760	0.530
May 2015	0.780	0.560
June 2015	0.820	0.620
July 2015	0.700	0.265
August 2015	0.450	0.241
September 2015	0.365	0.260
October 2015	0.360	0.280
November 2015	0.495	0.290
December 2015	0.375	0.275
January 2016	0.310	0.212
February 2016	0.275	0.225
March 2016	0.320	0.239
April 2016 (up to the Latest Practicable Date)	0.270	0.205

UNDERTAKING

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, none of the core connected persons (as defined under the Listing Rules) of the Company notified the Company that he/she/it had a present intention to sell his/her/its Shares to the Company or its subsidiaries, nor did he/she/it undertake not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and the Companies Law.

TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If, on the exercise of the power to repurchase the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any consequences which will arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors will not make repurchase of Shares on the Stock Exchange if the result of the repurchase would reduce the issued share capital of the Company in the public to less than 25%.

SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting. Mr. Wong Lung Tak, Patrick, Mr. Chan Kin Sang and Professor Xiao Rong Ge will retire in accordance with Article 87(1) of the Articles, Mr. Li Xianghong, Mr. Zhang Lirui, Mr. Liu Liyang and Mr. Wang Hao will retire in accordance with Article 86(3) of the Articles. All these retiring Directors will offer themselves for re-election at the Annual General Meeting.

Wong Lung Tak, Patrick (“Mr. Wong”) Independent Non-executive Director

Experience

Mr. Wong, aged 68, is a Certified Public Accountant (Practising) in Hong Kong and the Managing Practising director of Patrick Wong C.P.A. Limited. He is also a Chartered Secretary and a Certified Tax Advisor. He has over 40 years of experience in the accountancy profession. Mr. Wong was accorded Doctor of Philosophy in Business, was awarded a Badge of Honour by the Queen of England, was appointed a Justice of the Peace and was also awarded a Bronze Bauhinia Star (BBS) by the Hong Kong Government of the SAR. He has been appointed as an Adjunct Professor of the School of Accounting and Finance of the Hong Kong Polytechnic University from 2002 to 2013. Mr. Wong is currently an independent non-executive director of Galaxy Entertainment Group Limited, CC Land Holdings Limited, Sino Oil and Gas Holdings Limited, Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, Water Oasis Group Limited, Real Nutraceutical Group Limited, National Arts Entertainment and Culture Group Limited, Winox Holdings Limited and Baic Motor Corporation Limited, all of which are listed in the Stock Exchange.

In the past three years, Mr. Wong was an independent non-executive director of Excel Development (Holdings) Limited, which is listed in the Stock Exchange.

Save as disclosed, Mr. Wong did not hold any directorships in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

Length of service

Mr. Wong was first appointed as an independent non-executive Director on 19 June 2004.

The director service agreement of Mr. Wong as an independent non-executive Director has been renewed for a term of three years commencing from 19 June 2013. Mr. Wong is subject to retirement by rotation and is eligible for re-election in accordance with the Articles. The Board is of the view that Mr. Wong, having served more than 9 years, is still independent since he meets all the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Relationship

Mr. Wong has no relationship with any Directors, members of the senior management or substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Wong holds 3,000,000 share options of the Company representing 0.02% of the issued share capital of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Wong does not have any interest in the issued share capital of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Wong is entitled to receive a director's fee of HK\$240,000 per annum, which is determined by the Board and the remuneration committee of the Company with reference to his qualification and experience, duties and responsibilities with the Company and the market benchmarks.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

Mr. CHAN Kin Sang ("Mr. Chan")

Independent Non-executive Director

Experience

Mr. Chan, aged 64, is currently the sole proprietor of Messrs. Peter K.S. Chan & Co., Solicitors and Notaries. Mr. Chan has been a practising solicitor in Hong Kong since 1982. Mr. Chan graduated from the University of Hong Kong with a bachelor's degree in laws in 1979. Mr. Chan was admitted as a notary public in 1997 and as a China-appointed attesting officer in 2000. Mr. Chan is currently a Fellow of the Hong Kong Institute of Directors. Mr. Chan is currently an independent non-executive director of Luxking Group Holdings Limited and a non-executive director of Pan Hong Property Group Limited. The shares of both companies are listed on the Singapore Stock Exchange Limited. Mr. Chan is also an independent non-executive director of China Taifeng Beddings Holdings Limited, Tianjin TEDA Biomedical Engineering Company Limited, Tianhe Chemicals Group Limited, China Fortune Financial Group Limited and Runway Global Holdings Company Limited and a non-executive director of Combest Holdings Limited. The shares of all of these companies are listed on the Stock Exchange.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

In the past three years, Mr. Chan also held directorships in a number of Hong Kong and Singaporean listed companies, namely United Pacific Industries Limited, Pacific Plywood Holdings Limited (all of which are listed on the Stock Exchange) and People's Food Holdings Limited (a listed company on the Singapore Stock Exchange Limited).

Save as disclosed above, Mr. Chan did not hold any directorships in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

Length of service

Mr. Chan was first appointed as an independent non-executive Director on 19 June 2004.

The director service agreement of Mr. Chan as an independent non-executive Director has been renewed for a term of three years commencing from 19 June 2013. Mr. Chan is subject to retirement by rotation and is eligible for re-election in accordance with the Articles. The Board is of the view that Mr. Chan, having served more than 9 years, is still independent since he meets all the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules.

Relationship

Mr. Chan has no relationship with any Directors, members of the senior management or substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Chan holds 800,000 Shares and is personally interested in 3,000,000 share options of the Company, together representing 0.03% of the issued share capital of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Chan did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Director's emoluments

Mr. Chan is entitled to receive a director's fee of HK\$240,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his qualification and experience, duties and responsibilities with the Company and the market benchmarks.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

Professor XIAO Rong Ge (“Professor Xiao”)
Independent Non-executive Director

Experience

Professor Xiao, aged 67, obtained his PhD in Professional Geology from the China University of Geosciences (Beijing). He is currently a professor of Professional Geology and mentor to doctoral students at the China University of Geosciences (Beijing). Professor Xiao has long been conducting research work in the fields of geology, mineral exploration and economic evaluation. He participated in the fieldwork of geological inspection of metal minerals by an integrated exploration team of a geological exploration company of the Ministry of Metallurgical Industry of China, mainly at the regions of Langshan mountain Bayan Obo, Manzhouli and Daxinganling of Inner Mongolia, PRC. He also took part in the geological research work of the Three-River Area of Yunnan and the system research of meso-cenozoic geological minerals and sylvite and copper minerals in Yunnan. As a post-doctoral researcher at the Institute of Geochemistry Chinese Academy of Sciences, he engaged in geological geochemistry research, focusing research on the formation of meso-cenozoic sandstone-type copper minerals. He is currently specialised in gold and silver deposits research, and has splendid achievement in hydrothermal fluid and hydrothermal sedimentary rock research. His monograph named “Mineralisation Rule and Anticipation of Gold Minerals in the Innermost Part of Xiao Qin Ling” was published in 2009. Professor Xiao had engaged in the projects of the National Science Foundation of China, basic technical research projects of the Department of Technology, Ministry of Land and Resources, national geological inspection projects and open laboratory projects on geochemistry of the Chinese Academy of Sciences and related provincial projects of the Department of Land and Resources and various mining enterprises projects, and was awarded a Third Class Award of Technological Progress by the Ministry of Geology and Mineral Resources, a First Class Award and a Second Class Award of Technological Achievement by the Ministry of Land and Resources. Professor Xiao had engaged in consultant services for mining investment, valuation for financing, mining rights valuation and technical inspection, and had conducted valuation of mining resources for various mining enterprises.

Professor Xiao did not hold any directorships in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Length of service

Professor Xiao was appointed as an independent non-executive Director on 21 January 2010.

The service contract of Professor Xiao as an independent non-executive Director was renewed for a term of three years commencing from 21 January 2016. Professor Xiao is subject to retirement by rotation and is eligible for re-election in accordance with the Articles.

Relationship

Professor Xiao has no relationship with any Directors, members of the senior management or substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Professor Xiao is personally interested in 3,000,000 share options of the Company, representing 0.02% of the issued share capital of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Professor Xiao did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Director's emoluments

Professor Xiao is entitled to receive a director's fee of HK\$240,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his qualification and experience, duties and responsibilities with the Company and the market benchmarks.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Professor Xiao that need to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. LI Xianghong (“Mr. Li”) *Executive Director*

Experience

Mr. Li, aged 48, holds a bachelor’s degree in history from Anhui Normal University and a master degree in law from the Party School of the Central Committee of the Communist Party of China. Since 2007, Mr. Li has been acting as the chairman of Shenzhen Munsun Asset Management Co., Ltd. He has been acting as the executive director and chief executive officer of Munsun Assets Management Limited (“**Munsun Assets**”) since 2009 and is currently a shareholder of Munsun Assets. Together with its wholly-owned subsidiary, Munsun Asset Management (Asia) Ltd, Munsun Assets is interested in 1,346,405,979 Shares in the Company pursuant to Part XV of the SFO, representing approximately 11.03% of the total issued share capital of the Company as at the Latest Practicable Date. Mr. Li has extensive experience in the investment and finance sectors in the PRC. In the past three years, Mr. Li held directorship in L’Sea Resources International Holdings Limited which is listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Li did not hold any directorships in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

Length of Service

Mr. Li was first appointed as a non-executive director from 1 April 2014 to 9 July 2014. He was appointed as an executive director on 10 July 2015 and as the chairman and chief executive officer on 7 August 2015.

Mr. Li has entered into a director service agreement with the Company for a term of three years commencing from 10 July 2015. Mr. Li is subject to retirement by rotation and is eligible for re-election in accordance with the Articles.

Relationship

Save as disclosed above, Mr. Li has no relationship with any Directors, members of the senior management or substantial Shareholder (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Li held 12,000,000 Shares representing 0.1% of the issued share capital of the Company within the meaning of the Part XV of the SFO. Saved as disclosed above, Mr. Li did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Director's emoluments

Under the director service agreement, Mr. Li is entitled to receive director's remuneration of HK\$2,000,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his qualification and experience, duties and responsibilities with the Company and the market benchmarks.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

Mr. ZHANG Lirui ("Mr. Zhang")

Executive Director

Experience

Mr. Zhang, aged 44, graduated from Shenzhen University and Huazhong University of Science & Technology and holds a bachelor's degree in international finance and postgraduate in economics. Mr. Zhang has more than 23 years of experiences in the business sectors of market capital and securities. During the years from 1992 to 2008, Mr. Zhang worked in the market capital, credit and securities departments of the Industrial and Commercial Bank of China Limited in Shenzhen, PRC. Since 2011, Mr. Zhang has been acting as the chief operation officer and the director of Shenzhen Munsun Asset Management Co., Ltd. He was a director of Munsun Assets from August 2012 to December 2013 and a director of Munsun Asset Management (Asia) Limited from October 2012 to May 2014. At present, he is in charge of marketing, sales and distribution of Munsun Assets.

Save as disclosed above, Mr. Zhang did not hold any directorships in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

Length of Service

Mr. Zhang was first appointed as an executive director on 10 July 2015.

Mr. Zhang has entered into a director service agreement with the Company for a term of three years commencing from 10 July 2015. Mr. Zhang is subject to retirement by rotation and is eligible for re-election in accordance with the Articles.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Relationship

Save as disclosed above, Mr. Zhang has no relationship with any Directors, members of the senior management or substantial Shareholder (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang holds 18,000 Shares within the meaning of Part XV of the SFO. Saved as disclosed above, Mr. Zhang did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Director's emoluments

Under the director service agreement, Mr. Zhang is entitled to receive director's remuneration of HK\$2,000,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his qualification and experience, duties and responsibilities with the Company and the market benchmarks.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

Mr. LIU Liyang ("Mr. Liu")

Executive Director

Experience

Mr. Liu, aged 56 was appointed as an executive director, the deputy chairman of the board, the chief executive officer and a member of the remuneration committee of eForce Holdings Limited which is listed on the Stock Exchange (stock code: 943) ("eForce") on 19 August 2010 and was further appointed as a member of the nomination committee of eForce on 29 March 2012. Before joining eForce, he was the co-head of the China Investment Banking of Nomura International (HK) Limited. He has also worked in Merrill Lynch (Asia Pacific) Limited, China International Capital Corporation Limited and Morgan Stanley & Co. Inc.. Mr. Liu is also an independent non-executive director, a member of each of the audit committee and the nomination committee and the chairman of the remuneration committee of Beautiful China Holdings Company Limited which is listed on the Stock Exchange (stock code: 706). Mr. Liu holds an MBA degree from Columbia University.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Liu did not hold any directorships in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

Length of Service

Mr. Liu was appointed as an executive director on 13 October 2015.

Mr. Liu has entered into a director service agreement with the Company for a term of three years commencing from 13 October 2015. Mr. Liu is subject to retirement by rotation and is eligible for re-election in accordance with the Articles.

Relationship

Save as disclosed above, Mr. Liu has no relationship with any Directors, members of the senior management or substantial Shareholder (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware as at the Latest Practicable Date, Mr. Liu owns the entire issued share capital of Tai Ning Investment Holdings Limited (“**Tai Ning**”), which holds 1,078,260,869 Shares in the Company pursuant to Part XV of the SFO, representing approximately 8.83% of the total issued share capital of the Company as at the Latest Practicable Date. By virtue of the SFO, Mr. Liu was deemed to be interested in all the Shares held by Tai Ning.

Saved as disclosed above, Mr. Liu did not have any other interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Director’s emoluments

Under the director service agreement, Mr. Liu is entitled to receive director’s remuneration of HK\$2,000,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his qualification and experience, duties and responsibilities with the Company and the market benchmarks.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. WANG Hao (“Mr. Wang”)
Independent Non-Executive Director

Experience

Mr. Wang aged 51, obtained a master degree in economics in Research Institute for Fiscal Science, Ministry of Finance, PRC and obtained a master degree in economics in Jilin College of Finance and Trade. Mr. Wang had been acting as the deputy general manager of investment department of Qian Hai Life Insurance Co., Ltd. since October 2011. He was the chief investment officer of Sino Life Insurance Co., Ltd. from September 2009 to October 2011 and the chief investment officer (vice president) of Dubon Property & Casualty Insurance Co., Ltd. from October 2006 to September 2009. He was the deputy general manager (in charge) of Ping An Securities Company Limited from March 1997 to December 2000. Besides, Mr. Wang has worked in various insurance and securities companies and has extensive experiences in securities investment, capital operating as well as corporate management.

Save as disclosed above, Mr. Wang did not hold any directorships in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

Length of Service

Mr. Wang was first appointed as an independent non-executive director on 10 July 2015.

Mr. Wang has entered into a director service agreement with the Company for a term of three years commencing from 10 July 2015. Mr. Wang is subject to retirement by rotation and is eligible for re-election in accordance with the Articles.

Relationship

Save as disclosed above, Mr. Wang has no relationship with any Directors, members of the senior management or substantial Shareholder (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang did not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO.

**APPENDIX II BIOGRAPHICAL INFORMATION ON THE RETIRING
DIRECTORS PROPOSED TO BE RE-ELECTED AT
THE ANNUAL GENERAL MEETING**

Director's emoluments

Under the director service agreement, Mr. Wang is entitled to receive a director's fee of HK\$240,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his qualification and experience, duties and responsibilities with the Company and the market benchmarks.

Matters that need to be brought to the attention of the Shareholders

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

**CHINA PRECIOUS METAL RESOURCES HOLDINGS CO., LTD.****中國貴金屬資源控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1194)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Annual General Meeting**”) of China Precious Metal Resources Holdings Co., Ltd. (“**Company**”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 24 June 2016 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2015.
2. (A) (i) To re-elect Mr. Wong Lung Tak, Patrick as an independent non-executive Director.
(ii) To re-elect Mr. Chan Kin Sang as an independent non-executive Director.
(iii) To re-elect Professor Xiao Rong Ge as an independent non-executive Director.
(iv) To re-elect Mr. Li Xianghong as an executive Director.
(v) To re-elect Mr. Zhang Lirui as an executive Director.
(vi) To re-elect Mr. Liu Liyang as an executive Director.
(vii) To re-elect Mr. Wang Hao as an independent non-executive Director.
(B) To authorise the board of Directors (“**Board**”) to determine the remuneration of the Directors.
3. To re-appoint Ascenda Cachet CPA Limited as the Company’s auditor and to authorise the Board to fix its remuneration.

AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

(A) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company of HK\$0.125 each (“**Shares**”) and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the Share allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire the Shares approved by The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”); or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares of the Company in accordance with the articles of association of the Company (“**Articles**”), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; and
- (iii) the date on which the approval given under this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

“**Rights issue**” means the allotment, issue or grant of the Shares open for a period fixed by the Directors to holders of the Shares or any class of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the Articles and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable), as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase the Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Shares to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; and
- (iii) the date on which the approval given under this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT:**

“conditional upon the passing of resolutions set out in paragraphs 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to the resolution set out in paragraph 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company as stated in the resolution set out in paragraph 4(B) above, PROVIDED THAT such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By order of the Board
China Precious Metal Resources Holdings Co., Ltd.
Li Xianghong
Chairman

Hong Kong, 30 April 2016

As at the date of this notice, the Board comprises Mr. Li Xianghong, Mr. Chang Yim Yang, Mr. Deng Guoli, Mr. Lam Cham, Mr. Liu Liyang, Mr. Zhang Liwei, Mr. Zhang Lirui and Mr. Zhang Shuguang, as executive Directors; Mr. Wong Long Tak, Patrick, BBS, PhD, J.P., Mr. Chan Kin Sang, Professor Xiao Rong Ge and Mr. Wang Hao, as independent non-executive Directors.

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member.
2. Where there are joint holders of any Share any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Annual General 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, and for this purpose seniority shall be determined by the order in which the names stand in the principal register and where applicable, any branch register of members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time in respect of the joint holding.
3. The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share register, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting at which the person named in the form of proxy proposes to vote and in default the form of proxy shall not be treated as valid.
4. The form of proxy for use at the Annual General Meeting is enclosed herewith.