
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**(1) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE EXISTING SHARE OPTION SCHEME;
(2) CHANGE OF COMPANY NAME
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice of the extraordinary general meeting of China Precious Metal Resources Holdings Co., Ltd. (the “**Company**”) to be held on Monday, 19 September 2016 at 11:00 a.m. at Lecture Room B, Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen’s Road Central, Hong Kong, is set out on pages 9 to 10 of this circular.

Whether or not you are able to attend the aforesaid extraordinary general meeting, you are requested to complete the enclosed form of proxy and deliver it to the Hong Kong branch share registrar of the Company, 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 extraordinary 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 extraordinary general meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.

26 August 2016

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF EXTRAORDINARY GENERAL MEETING	9

DEFINITIONS

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

“Acquisitions”	Munsun HK Acquisition, Munsun Securities Acquisition and Munsun Shenzhen Acquisition, as defined and disclosed in the announcements of the Company dated 20 April 2016, 22 April 2016 and 20 July 2016 and the circular of the Company dated 4 July 2016;
“Board”	the board of Directors of the Company;
“Change of Company Name”	the proposed change of the name of the Company from “China Precious Metal Resources Holdings Co., Ltd. 中國貴金屬資源控股有限公司” to “Munsun Capital Group Limited 麥盛資本集團有限公司”;
“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 from time to time;
“Eligible Participant”	(i) any full time or part time employee (including any executive Directors) of the Company or any Subsidiary; (ii) any non-executive Director (including independent non-executive Directors) of the Company or any Subsidiary; (iii) any supplier of goods or services of the Company or any Subsidiary; (iv) any customer of the Company or any Subsidiary; (v) any consultant, agent or adviser of the Company or any Subsidiary; and (vi) any person who, in the sole discretion of the Board, has contributed or may contribute to the Group;
“Existing Share Option Scheme”	the existing share option scheme adopted by the Company pursuant to a resolution of the then Shareholders passed on 30 May 2014 and became effective on 4 June 2014;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held on Monday, 19 September 2016 at 11:00 a.m. at Lecture Room B, Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen’s Road Central, Hong Kong for the purpose of considering, and if thought fit, approving, among other things, the proposed refreshment of the Scheme Mandate Limit and the Change of Company Name;
“Group”	the Company and its Subsidiaries;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	22 August 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, as may be amended from time to time;
“Notice of Extraordinary General Meeting”	the notice dated 26 August 2016 for convening the Extraordinary General Meeting as set out in this circular;
“Old Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution of the then Shareholders passed on 18 September 2004, which was terminated by a resolution of the then Shareholders passed on 30 May 2014;
“Scheme Mandate Limit”	the limit imposed under the rules of the Existing Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Existing Share Option Scheme of the Company, being 10% of the Company’s issued share capital as at the date of adoption of the Existing Share Option Scheme, which may be renewed or refreshed pursuant to the rules of the Existing Share Option Scheme but shall not exceed 30% of the Shares in issue as at the date of approval of the proposed renewal/refreshment by the Shareholders;
“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;
“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong, as amended from time to time)) of the Company;
“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. Liu Liyang

Mr. Wang Hao

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

Registered office:

Cricket Square,

P.O. Box 2681,

Grand Cayman KY1-1111,

Cayman Islands.

*Head office and principal place of
business:*

Units 7809-7812,

The Center,

99 Queen's Road Central,

Hong Kong.

26 August 2016

To the Shareholders:

Dear Sir or Madam,

**(1) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE EXISTING SHARE OPTION SCHEME
AND
(2) CHANGE OF COMPANY NAME**

INTRODUCTION

The purpose of this circular is to provide you with the Notice of the Extraordinary General Meeting and information on the resolutions to be proposed at the Extraordinary General Meeting relating to the proposed refreshment of the Scheme Mandate Limit and the Change of Company Name, so as to enable you to make an informed decision on whether to vote for or against the relevant resolutions at the Extraordinary General Meeting.

LETTER FROM THE BOARD

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Existing Share Option Scheme was adopted by the Company on 30 May 2014 and became effective on 4 June 2014. Under the terms of the Existing Share Option Scheme, the Directors are authorized to grant options to the Eligible Participant up to the Scheme Mandate Limit in force from time to time. The existing Scheme Mandate Limit is 435,127,903 Shares, representing 10% of the Shares in issue as at 30 May 2014, being the adoption date of the Existing Share Option Scheme. From that adoption date to the Latest Practicable Date, no option has been granted by the Company under the Existing Share Option Scheme. However, during the said period, the number of Shares in issue of the Company has increased substantially. The Company is permitted to grant options to subscribe for 435,127,903 Shares under the existing Scheme Mandate Limit, being approximately 3.56% of the issued share capital of the Company as at the Latest Practicable Date.

Prior to the Existing Share Option Scheme, the Company had adopted the Old Share Option Scheme on 18 September 2004, which was terminated by a resolution of the then Shareholders passed on 30 May 2014. As at the Latest Practicable Date, 145,500,000 outstanding options granted under the Old Share Option Scheme remain valid and exercisable.

Details of the share options granted and remained outstanding as at the Latest Practicable Date under the Old Share Option Scheme are as follows:

Name of Grantee	Exercise Price (HK\$)	Number of option Shares	Exercise Period
Mr. Zhang Shuguang	1.51	20,000,000	28 October 2013 to 27 October 2017
Mr. Wong Lung Tak, Patrick	1.51	3,000,000	28 October 2013 to 27 October 2017
Mr. Chan Kin Sang	1.51	3,000,000	28 October 2013 to 27 October 2017
Prof. Xiao Rong Ge	1.51	3,000,000	28 October 2013 to 27 October 2017
Other senior management staff and employees	1.51	116,500,000	28 October 2013 to 27 October 2017
Total		<u>145,500,000</u>	

As at the Latest Practicable Date, save for the Old Share Option Scheme and the Existing Share Option Scheme mentioned above, the Company had not adopted any other share option schemes.

LETTER FROM THE BOARD

Subject to the approval of the Shareholders at the Extraordinary General Meeting and such other requirements prescribed under the Listing Rules, the Scheme Mandate Limit will be refreshed so that the total number of Shares in respect of which options may be granted under the Existing Share Option Scheme must not exceed 10% of the total number of Shares in issue as at the date of the approval by the Shareholders at the Extraordinary General Meeting. Options previously granted under the Old Share Option Scheme, whether outstanding, cancelled or lapsed in accordance with its applicable rules or already exercised, will not be counted for the purpose of calculating the limit as refreshed.

As at the Latest Practicable Date, there are a total of 12,210,305,446 Shares in issue. Assuming no further Shares will be issued or repurchased prior to the Extraordinary General Meeting, after the Scheme Mandate Limit is refreshed, options to subscribe for up to a maximum of 1,221,030,544 Shares may be granted under the Existing Share Option Scheme, which does not include the options that are outstanding, cancelled or have lapsed as at the date of Extraordinary General Meeting.

If, (1) completion of the Acquisitions will take place prior to the Extraordinary General Meeting where 1,634,782,606 Shares will be allotted and issued upon such completion; and (2) no other further Shares will be issued or repurchased prior to the Extraordinary General Meeting, a total of 13,845,088,052 Shares in issue will then exist as at the date of Extraordinary General Meeting, after the Scheme Mandate Limit is refreshed, options to subscribe for up to a maximum of 1,384,508,805 Shares may then be granted under the Existing Share Option Scheme, which does not include the options that are outstanding, cancelled or have lapsed as at the date of Extraordinary General Meeting. For details of the Acquisitions, please refer to the announcements of the Company dated 20 April 2016, 22 April 2016 and 20 July 2016, and the circular of the Company dated 4 July 2016.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under any share option schemes of the Company must not exceed 30% of the relevant class of the Shares in issue from time to time. Assuming that the refreshment of Scheme Mandate Limit is approved, the maximum number of Shares which may be allotted and issued under any share option scheme of the Company (including (i) the number of Shares that may be issued upon exercise of options to be granted under the Existing Share Option Scheme with the refreshed Scheme Mandate Limit and (ii) the 145,500,000 Shares that may be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding options granted under the Old Share Option Scheme) represents less than 13% of the number of Shares in issue as at the Latest Practicable Date and is within the 30% limit. No options under the Existing Share Option Scheme may be granted if such grant will result in this 30% limit being exceeded.

As at the Latest Practicable Date, the outstanding convertible bonds of the Company are convertible into an aggregate of 1,459,742,955 Shares at the revised convertible price of HK\$0.26. Details of such convertible bonds were disclosed in the announcement of the Company dated 10 August 2016.

Save for the outstanding options granted under the Old Share Option Scheme and the outstanding convertible bonds mentioned above, there are no outstanding warrants, options or securities convertible into Shares as at the Latest Practicable Date.

LETTER FROM THE BOARD

The purpose of the Existing Share Option Scheme is to enable the Company to grant Options to directors, employees, suppliers, customers, consultants, agents and advisers of the Company and the Subsidiaries and any person who, in the sole discretion of the Board, has contributed or may contribute to the Group in recognition of their contribution to the Group.

The refreshment of the Scheme Mandate Limit is conditional on:

- (i) the Shareholders passing an ordinary resolution by way of poll pursuant to the Listing Rules to approve the refreshment of the Scheme Mandate Limit at the Extraordinary General Meeting; and
- (ii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, any new Shares (representing a maximum of 10% of the Shares in issue as at the date of approval of the resolution at the Extraordinary General Meeting) which may fall to be issued upon the exercise of all options to be granted under the Existing Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in any Shares to be issued upon exercise of the options to be granted under the refreshed Scheme Mandate Limit.

CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “China Precious Metal Resources Holdings Co., Ltd. 中國貴金屬資源控股有限公司” to “Munsun Capital Group Limited 麥盛資本集團有限公司”. The stock short names of the Company will be changed consequently.

Conditions of Change of Company Name

The proposed Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders at the Extraordinary General Meeting; and
- (b) the approval for the Change of Company Name being granted by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new name on the register in place of the existing name and issues a certificate of incorporation on change of name. The Company will further carry out the necessary filing procedures with the Companies Registry in Hong Kong. Further announcement will be made by the Company to inform the Shareholders of the effective date of the Change of Company Name and the trading arrangement in respect of the stock short names of the Company.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

The new name of the Company will not only provide the Company with fresh corporate identity, but will also better reflect the relationship between the Company and its single largest Shareholder. After completion of the Acquisitions, the Group aims to diversify its operation and develop the assets management business. With further expansion of the business of the Company into the capital markets, the Board considers that the Change of Company Name will better reflect the future business focus and strategy of the Group and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The proposed Change of Company name will not, of itself, affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be effective and as documents of title to the shares of the Company and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangements for free exchange of the existing share certificate for new share certificates bearing the new name of the Company. After the Change of Company Name becoming effective, new share certificates of the Company will be issued under the new name of the Company.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of Extraordinary General Meeting is set out on pages 9 to 10 of this circular. At the Extraordinary General Meeting, resolutions will be proposed to refresh the Scheme Mandate Limit and to change the name of the Company. The Extraordinary General Meeting will be held on Monday, 19 September 2016 at 11:00 a.m. at Lecture Room B, Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen's Road Central, Hong Kong.

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, the resolutions will be put to vote by way of poll at the Extraordinary General Meeting. An announcement on the poll vote results will be made by the Company after the Extraordinary 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 authorized 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 authorized 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 Extraordinary 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).

LETTER FROM THE BOARD

Whether or not you are able to attend the Extraordinary 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 Hong Kong branch share registrar of the Company, 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 Extraordinary 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 in person at the Extraordinary General Meeting or any adjustment thereof and in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the proposed refreshment of the Scheme Mandate Limit and the Change of Company Name are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the Extraordinary General Meeting.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of China Precious Metal Resources Holdings Co., Ltd. (the “**Company**”) will be held on Monday, 19 September 2016 at 11:00 a.m. at Lecture Room B, Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen’s Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 26 August 2016.

AS ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of options which may be granted under the Company’s share option scheme adopted by the Company on 30 May 2014 (the “**Existing Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Existing Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercises of the options under the Existing Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under any share option scheme) shall not exceed 10 per cent. (10%) of the number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules and the terms of the Existing Share Option Scheme, to grant options under the Existing Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

AS SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “China Precious Metal Resources Holdings Co., Ltd. 中國貴金屬資源控股有限公司” to “Munsun Capital Group Limited 麥盛資本集團有限公司” with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the Directors or company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents as he/she/they consider necessary or expedient to give effect to such proposed change of Company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 26 August 2016

Notes:—

1. Any member entitled to attend and vote at the Extraordinary 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 Extraordinary 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 Hong Kong branch share register of the Company, 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 Extraordinary 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 Extraordinary General Meeting is enclosed herewith.

As at the date of this notice, the executive directors of the Company are Mr. Li Xianghong, Mr. Liu Liyang, Mr. Wang Hao, Mr. Zhang Liwei, Mr. Zhang Lirui and Mr. Zhang Shuguang; and the independent non-executive directors of the Company are Mr. Wong Lung Tak Patrick, BBS, PhD, J.P., Mr. Chan Kin Sang and Professor Xiao Rong Ge.