

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

RESOURCES HOLDINGS LIMITED

(中建資源集團有限公司*)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08163)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors (the “**Board**”) of CCT Resources Holdings Limited (the “**Company**”) announces that the Board resolved on 7 July 2009 to grant a total of 200,000,000 share options (the “**Share Option(s)**”) to eligible participants (the “**Grantee(s)**”) to subscribe for ordinary shares of HK\$0.01 each (the “**Shares(s)**”) in the share capital of the Company, subject to acceptance of the Grantee(s) and the approval by the shareholders of the Company (the “**Shareholders**”), if applicable, under the share option scheme adopted by the Company on 20 February 2002 which became effective on 7 March 2002 (the “**Share Option Scheme**”). The following are the details of the Share Options granted:

Date of grant	:	7 July 2009
Exercise price of the Share Options granted	:	HK\$0.160 per Share
Number of the Share Options granted	:	200,000,000 Share Options, of which the grant of 190,500,000 Share Options is subject to the approval of the Shareholders in general meeting
Closing price of the Shares on the date of grant	:	HK\$0.150 per Share
Validity period of the Share Options	:	7 July 2009 to 6 March 2012
Consideration for the grant	:	HK\$1.00 to be paid by each Grantee upon acceptance of the Share Options granted

** For identification purpose only*

The total number of Shares available for issue under the Share Options which are proposed to be granted to the Grantees in aggregate exceeds the existing scheme mandate limit, which represents 10 per cent. of the Shares in issue as at the date of the approval of the last refreshment of the limit for grant of Share Options under the Share Option Scheme (the “**Scheme Mandate Limit**”). Pursuant to the Note 1 to Rule 23.03(3) of the GEM Listing Rules and Clause 8.04 of the Share Option Scheme, the Company would have to seek separate approval by the Shareholders in general meeting for granting Share Options beyond the existing Scheme Mandate Limit provided the Share Options in excess of the Scheme Mandate Limit are granted only to grantees specifically identified by the Company before such approval is sought. As a result, the grant of 190,500,000 Share Options to the directors of the Company and/or its subsidiaries out of the total of 200,000,000 Share Options granted is beyond the existing Scheme Mandate Limit and is subject to the approval by the Shareholders in general meeting. The grant of the remaining 9,500,000 Share Options is within the existing Scheme Mandate Limit and is not subject to the approval by the Shareholders in general meeting.

Of the total of 200,000,000 Share Options granted, 190,500,000 Share Options were granted to the following directors of the Company and/or its subsidiaries:

Name of the Grantee	Capacity	Number of the Share Options granted
Tam Ngai Hung (“ Mr. Tam ”)	Executive director of the Company	40,500,000
Cheng Yuk Ching (“ Ms. Cheng ”)	Executive director of the Company	46,000,000
William Donald Putt (“ Dr. Putt ”)	Executive director of the Company	3,500,000
Lam Kin Kau, Mark (“ Mr. Lam ”)	Independent non-executive director of the Company	3,500,000
Fung Hoi Wing (“ Mr. Fung ”)	Independent non-executive director of the Company	3,500,000
Lau Ho Wai, Lucas (“ Mr. Lau ”)	Independent non-executive director of the Company	3,500,000
Pang Tung Choi (“ Mr. Pang ”)	Director of the subsidiaries of the Company	90,000,000

As at the date of this announcement, Mr. Tam held 18,000,000 outstanding Share Options and 7,500,000 Shares, and Ms. Cheng did not hold any Shares but held 5,000,000 outstanding Share Options. Of the total of 200,000,000 Share Options granted, 40,500,000 Share Options, 46,000,000 Share Options and 900,000,000 Share Options granted to Mr. Tam, Ms. Cheng and Mr. Pang respectively such that the total number of Shares issued and to be issued upon exercise of the Share Options granted to each of the said three Grantees (including both exercised and outstanding Share Options) in any 12-month period exceeds 1 per cent. (the “**Individual Limit**”) of the Shares in issue. Pursuant to the Note to Rule 23.03(4) of the GEM Listing Rules and Clause 8.05 of the Share Option Scheme, the total number of Shares issued and to be issued upon exercise of the Share Options granted to each Grantee (including both exercised and outstanding Share Options) in any 12-month period up to the date of grant must not exceed the Individual Limit. Where any grant of Share Options to a Grantee in excess of the Individual Limit must be subject to the Shareholders’ approval with such Grantee and his/her associates abstaining from voting. As a result, the grant of the Share Options to Mr. Tam, Ms. Cheng and Mr. Pang is additionally subject to the Shareholders’ approval in general meeting to approve the proposed grant of the Share Options beyond the Individual Limit with Mr. Tam, Ms. Cheng, Mr. Pang and their respective associates abstaining from voting.

On 7 July 2009, the proposed conditional grant of the Share Options to Mr. Tam, Ms. Cheng and Dr. Putt was approved by all the three independent non-executive directors of the Company; the proposed conditional grant of the Share Options to Mr. Lam was separately considered and approved by Mr. Fung and Mr. Lau; the proposed conditional grant of the Share Options to Mr. Fung was separately considered and approved by Mr. Lam and Mr. Lau; and the proposed conditional grant of the Share Options to Mr. Lau was separately considered and approved by Mr. Lam and Mr. Fung.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the GEM Listing Rules) as at the date hereof.

A circular containing, amongst other things, the identity of the Grantees whose Share Options to be granted will be subject to the Shareholders’ approval, the number and terms of the Share Options to be granted to the said Grantees and a notice of the extraordinary general meeting of the Company will be despatched to the Shareholders as soon as possible.

By Order of the Board of
CCT RESOURCES HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

Hong Kong, 7 July 2009

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Mak Shiu Tong, Clement (*Chairman*)
Mr. Ma Hang Kon, Louis (*Chief Executive Officer*)
Mr. Tam Ngai Hung, Terry
Mr. Chan Hoi Tung, Tony
Ms. Cheng Yuk Ching, Flora
Dr. William Donald Putt

Independent Non-Executive Directors:

Mr. Lam Kin Kau, Mark
Mr. Fung Hoi Wing, Henry
Mr. Lau Ho Wai, Lucas

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remains on the website of the Company at www.cct-resources.com.