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# RESOURCES HOLDINGS LIMITED

( 中 建 資 源 集 團 有 限 公 司 \* )

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 08163)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of the shareholders of CCT Resources Holdings Limited (the “Company”) will be held at 2208, 22/F., St. George’s Building, 2 Ice House Street, Central, Hong Kong on Wednesday, 5 August 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

- (1) **“THAT** subject to and conditional upon the listing sub-committee of the directors of The Stock Exchange of Hong Kong Limited with responsibility for the Growth Enterprise Market granting the approval for listing of, and permission to deal in, the shares of the Company which may be issued and allotted pursuant to the exercise of any share options granted or to be granted pursuant to this resolution numbered (1), the grant of share options under the share option scheme adopted by the Company on 20 February 2002 which became effective on 7 March 2002 (the “Scheme”) to certain participants entitling them to subscribe for an aggregate of 190,500,000 ordinary shares of HK\$0.01 each (the “Shares”) in the share capital of the Company at the exercise price of HK\$0.160 per Share, the particulars of the participants to whom the share options are proposed to be granted (the “Proposed Grantees”), the number of share options proposed to be granted to each of them and the terms of grant are set out in the circular of the Company dated 20 July 2009 (the “Circular”) despatched to the shareholders of the Company, containing the notice of the extraordinary general meeting of the Company of which this resolution numbered (1) forms part, a copy of which has been submitted to the meeting marked “A” and initialled by the chairman of the meeting for identification purposes, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options to the Proposed Grantees.”

\* *For identification purpose only*

- (2) “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Tam Ngai Hung entitling him to subscribe for 40,500,000 Shares at the exercise price of HK\$0.160 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”
- (3) “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Ms. Cheng Yuk Ching entitling her to subscribe for 46,000,000 Shares at the exercise price of HK\$0.160 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”
- (4) “**THAT** subject to and conditional upon the passing of resolution numbered (1) above, the grant of share options beyond the maximum entitlement of an individual participant under the Scheme to Mr. Pang Tung Choi entitling him to subscribe for 90,000,000 Shares at the exercise price of HK\$0.160 per Share, the terms of which are set out in the Circular, be and is hereby approved and any director of the Company be and is hereby authorised to do such things and acts as may be necessary or expedient in order to give full effect to such grant of share options beyond the maximum entitlement of individual participants.”

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

Hong Kong, 20 July 2009

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands  
British West Indies

*Head office and principal place  
of business in Hong Kong:*  
1701, Dah Sing Financial Centre  
108 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. A form of proxy for use at the extraordinary general meeting is being despatched to the shareholders of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.
4. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the extraordinary general meeting (or any adjournment thereof).
5. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she 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 register of members of the Company.

As at the date of this notice, 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 notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This notice will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://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](http://www.cct-resources.com).*