
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 professional adviser.

If you have sold or transferred all your shares in CCT Resources Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") 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.

This circular, for which the directors of the Company (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of the Stock Exchange 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RESOURCES HOLDINGS LIMITED

(中 建 資 源 集 團 有 限 公 司 *)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08163)

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 2208, 22/F., St. George's Building, 2 Ice House Street, Central, Hong Kong on Friday, 30 April 2010 at 10:00 a.m. is set out in Appendix III of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cct-resources.com). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange 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.

29 March 2010

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“acting in concert”	has the same meaning as ascribed to it under the Takeovers Code;
“AGM”	the annual general meeting of the Company to be held at 2208, 22/F., St. George’s Building, 2 Ice House Street, Central, Hong Kong on Friday, 30 April 2010 at 10:00 a.m. or any adjournment thereof (as the case may be), notice of which is set out in Appendix III of this circular;
“associate(s)”	has the same meaning as ascribed to it under the GEM Listing Rules;
“Board”	the board of the Directors;
“CCT Tech”	CCT Tech International Limited (中建科技國際有限公司*), an exempted company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange and an associated corporation of the Company;
“CCT Telecom”	CCT Telecom Holdings Limited (中建電訊集團有限公司*), a company incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability and whose shares are listed on the Main Board of the Stock Exchange and a substantial shareholder of the Company;
“Company”	CCT Resources Holdings Limited (中建資源集團有限公司*), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM;
“connected person”	has the same meaning as ascribed to it under the GEM Listing Rules;

* For identification purpose only

DEFINITIONS

“Director(s)”	the director(s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	24 March 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“MCL Convertible Bonds”	the convertible bonds due 2011 issued by the Company to Merdeka Commodities Limited on 12 August 2008 following the completion of the agreement entered into among the Company, Merdeka Commodities Limited and Merdeka Timber Group Ltd. in connection with the acquisition and subscription by the Company of shares in Merdeka Timber Group Ltd. representing 100% shareholding in Merdeka Timber Group Ltd.;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);

DEFINITIONS

“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 20 February 2002 which became effective immediately upon the listing of the Shares on the Stock Exchange on 7 March 2002;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning as ascribed to it under the GEM Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD

RESOURCES HOLDINGS LIMITED (中建資源集團有限公司 *)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08163)

Executive Directors:

Mak Shiu Tong, Clement

Tam Ngai Hung, Terry

Cheng Yuk Ching, Flora

William Donald Putt

Independent non-executive Directors:

Lam Kin Kau, Mark

Fung Hoi Wing, Henry

Lau Ho Wai, Lucas

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:*

18/F., CCT Telecom Building

11 Wo Shing Street

Fotan, Shatin, New Territories

Hong Kong

29 March 2010

To the Shareholders and, for information only,

the holders of the MCL Convertible Bonds and the share options of the Company

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Board wishes to seek the approval of the Shareholders at the AGM for (i) the granting of the general mandate to issue Shares (referred to the resolution no. 4(A) of the notice of the AGM); (ii) the granting of the general mandate to repurchase Shares (referred to the resolution no. 4(B) of the notice of the AGM); and (iii) the re-election of the Directors.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to (i) provide you with details of the general mandate to issue Shares; (ii) provide you with details of the general mandate to repurchase Shares; (iii) set out an explanatory statement regarding the general mandate to repurchase Shares as required under the GEM Listing Rules; and (iv) provide you with details of the Directors who are subject to re-election at the AGM.

GENERAL MANDATE TO ISSUE SHARES

It will be proposed at the AGM two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with the Shares not exceeding 20% in issue on the date of passing of the resolution and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the below general mandate to repurchase Shares up to 10% of the issued share capital of the Company on the date of passing the resolution.

As at the Latest Practicable Date, the maximum number of Shares to be issued is 1,065,629,800 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

At the 2009 annual general meeting of the Company held on 30 July 2009, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will be lapsed at the conclusion of the forthcoming AGM. The Directors propose to seek the approval of the Shareholders of an ordinary resolution at the forthcoming AGM regarding general mandate to repurchase Shares.

An explanatory statement as required under the GEM Listing Rules concerning the general mandate to repurchase Shares is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with article 87 of the articles of association of the Company, Mr. Tam Ngai Hung, Terry and Ms. Cheng Yuk Ching, Flora will retire at the AGM and being eligible, offer themselves for re-election.

Biographical details of the abovenamed Directors who are subject to re-election at the AGM, are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

LETTER FROM THE BOARD

THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out in Appendix III to this circular.

In accordance with the requirement under Rule 17.47(4) of the GEM Listing Rules, the votes for all resolutions by the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll on each of the resolutions put forward at the AGM pursuant to article 66 of the articles of association of the Company. The poll results of the AGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cct-resources.com) after the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cct-resources.com). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

RECOMMENDATION

The Directors consider that the granting of the general mandates to issue Shares and repurchase Shares; and the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole and therefore recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM in respect thereof.

Yours faithfully,
For and on behalf of the Board of
CCT RESOURCES HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

This is an explanatory statement given to all Shareholders relating to the resolution no. 4(B) to be proposed at the AGM regarding the general mandate to repurchase Shares.

The explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules.

1. EXERCISE OF THE GENERAL MANDATE TO REPURCHASE SHARES

As at the Latest Practicable Date, there were 5,328,149,000 Shares in issue representing an issued share capital of HK\$53,281,490.00. As at the Latest Practicable Date, the MCL Convertible Bonds with the principal amount of HK\$504,880,000.00 were outstanding, which may be convertible into 5,048,800,000 Shares, and there were 263,500,000 outstanding share options granted under the Share Option Scheme entitling the holders thereof to subscribe for an aggregate of 263,500,000 Shares.

If the resolution no. 4(B) authorising the Directors to repurchase Shares is passed at the forthcoming AGM, and assuming that none of the outstanding MCL Convertible Bonds is converted, no outstanding share options of the Company is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the date of passing the said resolution, based on the 5,328,149,000 Shares in issue as at the Latest Practicable Date, up to 532,814,900 Shares, representing 10% of the existing issued share capital of the Company may be repurchased by the Company, during the period from the date of passing the resolution no. 4(B) and ending on either the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by the articles of association of the Company or applicable laws of the Cayman Islands or the date upon which the resolution no. 4(B) is revoked or varied by the Shareholders at a general meeting of the Company (whichever is the earliest).

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE OF SHARES

Repurchases must be funded out of funds legally available for the purpose in accordance with the articles of association of the Company, the GEM Listing Rules and the laws of the Cayman Islands and Hong Kong. The Company may not repurchase the Shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the financial statements contained in the annual report of the Company for the nine months ended 31 December 2009) in the event that the proposed repurchase of Shares was to be carried out in full at any time during the proposed repurchase period. However, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

5. SHARE PRICES

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

	Traded Prices Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2009		
March	0.129	0.100
April	0.125	0.100
May	0.198	0.100
June	0.193	0.150
July	0.217	0.143
August	0.385	0.183
September	0.365	0.310
October	0.340	0.255
November	0.315	0.250
December	0.300	0.248
2010		
January	0.315	0.255
February	0.335	0.265
March (up to the Latest Practicable Date)	0.275	0.245

6. CODE ON TAKEOVERS AND MERGERS

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

As at the Latest Practicable Date, the substantial shareholders of the Company were as follows:

Name of the Shareholders	No. of the Shares interested in	Approximate percentage of the existing shareholding (%)	Approximate percentage of the shareholding if exercised in full the power to repurchase (%)
Merdeka Commodities Limited	1,300,000,000	24.40	27.11
Merdeka Finance Group Limited (Note 1)	1,300,000,000	24.40	27.11
Lai Wing Hung (Notes 1 and 2)	1,375,000,000	25.81	28.67
Manistar Enterprises Limited	2,031,764,070	38.13	42.37
CCT Capital International Holdings Limited (Note 3)	2,031,764,070	38.13	42.37
CCT Telecom (Note 3)	2,031,764,070	38.13	42.37
Mak Shiu Tong, Clement (Note 4)	2,051,108,070	38.50	42.77

Notes:

1. *The 1,300,000,000 Shares were held by Merdeka Commodities Limited, a subsidiary of Merdeka Finance Group Limited which is deemed to be interested in such Shares under the SFO as it is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Merdeka Commodities Limited through its shareholdings of 70% of the total issued share capital in Merdeka Commodities Limited as at the Latest Practicable Date.*
2. *Of the shareholdings in which Mr. Lai Wing Hung was interested, 1,300,000,000 Shares were held by Merdeka Commodities Limited. Mr. Lai Wing Hung is deemed to be interested in such Shares under the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Merdeka Commodities Limited through his 15% personal shareholdings in Merdeka Commodities Limited and through his 100% shareholdings in Merdeka Finance Group Limited, which in turn held 70% shareholdings in Merdeka Commodities Limited as at the Latest Practicable Date. The remaining 75,000,000 Shares were beneficially owned by Mr. Lai Wing Hung personally.*
3. *The Shares were held by Manistar Enterprises Limited, which is wholly-owned by CCT Capital International Holdings Limited which in turn is a wholly-owned subsidiary of CCT Telecom.*
4. *Of the shareholdings in which Mr. Mak Shiu Tong, Clement was interested, 2,031,764,070 Shares were beneficially held by Manistar Enterprises Limited. Mr. Mak Shiu Tong, Clement is deemed to be interested in such Shares under the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of CCT Telecom through his interest in the shareholdings of 48.75% of the total issued share capital in CCT Telecom as at the Latest Practicable Date. The remaining 19,344,000 Shares were beneficially owned by Mr. Mak Shiu Tong, Clement personally.*

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the terms of the resolution no. 4(B) to be proposed at the AGM and assuming none of the outstanding MCL Convertible Bonds is converted, no outstanding share options of the Company is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the total interests of the above substantial shareholders of the Company would be increased to the respective approximate percentages shown in the last column above. Pursuant to Rule 32 of the Takeovers Code, such resultant increases in shareholding interests would be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, CCT Telecom and Mr. Mak Shiu Tong, Clement and parties acting in concert with them, might become obliged to make a mandatory offer as and when the 2% creeper under Rule 26 of the Takeovers Code is exceeded. Save as aforesaid and based on information known to date, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of such repurchases. The Directors have no present intention to exercise the power to repurchase Shares to such extent as would, in the circumstances, trigger off any potential consequence under the Takeovers Code. However, the Company may not repurchase the Shares which would result in the amount of the Shares held by the public being reduced to less than 25%.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of the repurchase, the exercise of the power to repurchase Shares whether in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required under the GEM Listing Rules. The Directors have no intention to exercise the power to repurchase Shares to an extent as may result in a public shareholding of less than such prescribed percentage.

7. CONNECTED PERSONS

No connected person has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the general mandate to repurchase Shares is exercised.

8. DIRECTORS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates have any present intention to sell any of the Shares to the Company or its subsidiaries if the general mandate to repurchase Shares is exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the general mandate to repurchase Shares should it be granted at the forthcoming AGM, in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands, the jurisdiction in which the Company was incorporated.

9. REPURCHASED SHARES

The Company has made no repurchases of its own Shares (whether on the GEM or otherwise) in the six months preceding the Latest Practicable Date.

The following are the biographical details of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM.

Mr. Tam Ngai Hung, Terry, aged 56, has served as an executive Director since April 2006 and the chief financial officer of the Company since November 2009. Mr. Tam is also a member of the remuneration committee of the Company. Mr. Tam is mainly responsible for the corporate finance and accounting function of the Group. Mr. Tam has more than 32 years of experience in finance and accounting management, and also possesses substantial knowledge in corporate finance matters, mergers and acquisitions and company secretarial matters. Mr. Tam has substantial experience in the financial aspects of manufacturing companies and enterprises engaging in diversified businesses. Mr. Tam is a fellow of the Association of Chartered Certified Accountants and an associate of both the Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Secretaries and Administrators. Mr. Tam previously held a number of senior positions in several listed companies. Mr. Tam is also an executive director of CCT Telecom and CCT Tech. He is also a director of certain subsidiaries of CCT Telecom, CCT Tech and the Company.

Save as disclosed above, Mr. Tam did not hold any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

There is no service contract entered into between Mr. Tam and the Group. Mr. Tam's directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Tam does not receive any fee or salary from the Group.

Mr. Tam does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Tam had interests in 7,500,000 Shares, 18,000,000 share options of the Company which are exercisable during the period from 14 August 2006 to 13 August 2011 at a price of HK\$0.038 per Share, 40,500,000 share options of the Company which are exercisable during the period from 11 August 2009 to 6 March 2012 at a price of HK\$0.160 per Share, 500,000 shares of CCT Telecom, 20,000,000 shares of CCT Tech and 223,000,000 share options of CCT Tech which are exercisable during the period from 23 July 2009 to 6 November 2012 at a price of HK\$0.01 per share of CCT Tech. Save as disclosed above, as at the Latest Practicable Date, Mr. Tam had no other interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There is no information which should be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Tam involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Ms. Cheng Yuk Ching, Flora, aged 56, has served as an executive Director since April 2006. Ms. Cheng has over 30 years of experience in the electronics industry. She also has substantial experience in managing manufacturing companies and enterprises engaging in diversified businesses. She held senior positions in various well-known electronics companies. She holds a Diploma in Business Administration. Ms. Cheng is also an executive director of CCT Telecom and CCT Tech. She is also a director of certain subsidiaries of CCT Telecom, CCT Tech and the Company.

Save as disclosed above, Ms. Cheng did not hold any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

There is no service contract entered into between Ms. Cheng and the Group. Ms. Cheng's directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Cheng does not receive any fee or salary from the Group.

Ms. Cheng does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Cheng had interests in 5,000,000 share options of the Company which are exercisable during the period from 14 August 2006 to 13 August 2011 at a price of HK\$0.038 per Share, 46,000,000 share options of the Company which are exercisable during the period from 11 August 2009 to 6 March 2012 at a price of HK\$0.160 per Share, 18,000,000 shares of CCT Tech and 245,000,000 share options of CCT Tech which are exercisable during the period from 23 July 2009 to 6 November 2012 at a price of HK\$0.01 per share of CCT Tech. Save as disclosed above, as at the Latest Practicable Date, Ms. Cheng had no other interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There is no information which should be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Ms. Cheng involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

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 IS HEREBY GIVEN that the annual 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 Friday, 30 April 2010 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited Financial Statements, the Report of the Directors and the Independent Auditors’ Report of the Company for the nine months ended 31 December 2009.
2. To re-elect the retiring directors, Mr. Tam Ngai Hung, Terry and Ms. Cheng Yuk Ching, Flora as executive directors of the Company, and to authorise the board of directors to fix the remuneration of the directors.
3. To re-appoint auditors and to authorise the board of directors to fix the remuneration of the auditors.

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:**

- (i) subject to paragraph (iii) of this resolution and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or options, warrants, or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) 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 (as hereinafter defined);

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the grant or exercise of rights of conversion under any securities which are convertible into shares of the Company, or (c) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time, or (d) the grant or exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company, shall not in aggregate exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

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

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

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or

- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment or issue of shares in the share capital of the Company pursuant to an offer of shares open for a period fixed by the Directors made to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (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 territory outside Hong Kong).”

(B) **“THAT:**

- (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own issued shares in the share capital of the Company on GEM of the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange in accordance with all the applicable laws and the requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) in the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution numbered 4(A) in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 4(B).”

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

Hong Kong, 29 March 2010

Notes:

1. Any shareholder entitled to attend and vote at the annual 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.
2. 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 annual general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the annual general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. 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 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 register of members of the Company.
5. With respect to the resolution set out in resolution numbered 2 of this notice, Mr. Tam Ngai Hung, Terry and Ms. Cheng Yuk Ching, Flora will retire and, being eligible, offer themselves for re-election at the annual general meeting. Biographical details of the above Directors are set out in the circular of the Company which will be sent to the shareholders together with the 2009 annual report of the Company.
6. With respect to the resolutions set out in resolutions numbered 4(A) and 4(C) of this notice, approval is being sought from the shareholders for the general mandates to be given to the Directors to allot, issue and deal with new shares of the Company.
7. With respect to the resolution set out in resolution numbered 4(B) of this notice, approval is being sought from the shareholders for a general mandate to be given to the Directors to repurchase the shares of the Company. An explanatory statement containing further information with respect to such resolution will be sent to the shareholders together with the 2009 annual report of the Company.