

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

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)

AMENDMENTS TO THE S&P AGREEMENT AND THE SUBSCRIPTION AGREEMENT

Reference is made to the announcement of the Company dated 12 July 2010 in relation to, among others, a discloseable transaction of, and a proposed issue of new Shares by, the Company.

On 13 July 2010, the Company, the Vendor and Zhongjin HK entered into the S&P Supplemental Agreement and the Company and the Vendor entered into the Subscription Supplemental Agreement with respect to an additional condition to completion of the S&P Agreement and the Subscription Agreement.

Reference is made to the announcement of the Company dated 12 July 2010 (the “**Announcement**”) in relation to, among others, a discloseable transaction of, and a proposed issue of new Shares by, the Company. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Announcement.

On 13 July 2010, the Company, the Vendor and Zhongjin HK entered into a supplemental agreement to the S&P Agreement (the “**S&P Supplemental Agreement**”) and the Company and the Vendor entered into a supplemental agreement to the Subscription Agreement (the “**Subscription Supplemental Agreement**”) with respect to an additional condition to completion of the S&P Agreement and the Subscription Agreement.

Pursuant to the S&P Supplemental Agreement and the Subscription Supplemental Agreement, with effect from 13 July 2010, in addition to the Conditions and the Subscription Conditions set out in the Announcement, Completion of the S&P

Agreement and the Subscription Agreement will be subject to the further condition of obtaining of the ruling of the Executive to the effect that the allotment and issue of the Consideration Shares and the Subscription Shares to the Vendor or its designated nominee(s) under the S&P Agreement and the Subscription Agreement, respectively, will not trigger an obligation to make a mandatory general offer in respect of the Shares under the Takeovers Code. Such additional condition may not be waived by any party.

Save as supplemented by the S&P Supplemental Agreement and the Subscription Supplemental Agreement, all other terms and conditions of the S&P Agreement and the Subscription Agreement remain unchanged and in full force and effect.

The Directors (including the INEDs) consider that the terms and conditions supplemented by the S&P Supplemental Agreement to the S&P Agreement and the terms and conditions supplemented by the Subscription Supplemental Agreement to the Subscription Agreement are fair and reasonable and in the best interest of the Company and the Shareholders as a whole.

A circular containing, among other information, (i) further details of the S&P Agreement, the Acquisition, the Call Option and the Share Charge; (ii) further details of the Subscription Agreement; (iii) further particulars of the Incoming Directors; and (iv) a notice of the EGM will be despatched to the Shareholders in accordance with the requirements of the GEM Listing Rules on or before 2 August 2010.

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

Hong Kong, 13 July 2010

As at the date of this announcement, the Directors are:

Executive Directors:

Mr. Mak Shiu Tong, Clement (*Chairman and Chief Executive Officer*)

Mr. Tam Ngai Hung, Terry

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 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, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the HKExnews 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 remain on the website of the Company at www.cct-resources.com.

** For identification purpose only*