
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).

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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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the Change Name EGM to be held at 2208, 22/F., St. George’s Building, 2 Ice House Street, Central, Hong Kong on Wednesday, 11 August 2010 at 11:00 a.m. is set out on pages 9 to 10 of this circular. A form of proxy for use by the Shareholders at the Change Name EGM is enclosed with this circular. Whether or not you intend to attend and vote at the Change Name EGM 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 Change Name EGM or any adjournment thereof (as the case may be). Such form of proxy for use at the Change Name EGM 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 Change Name EGM 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.

19 July 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 expressions shall have the following meanings:

- “Acquisition” the proposed acquisition by the Company from the Vendor of the Sale Shares pursuant to the terms of the S&P Agreement;
- “Announcements” the announcements of the Company dated 12 July 2010, 13 July 2010 and 15 July 2010 in relation to a discloseable transaction of, a proposed issue of new Shares by, and the proposed Change of Company Name of, the Company;
- “Board” the board of Directors;
- “Business Day” a day (other than Saturday, Sunday or public holiday and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are open for general banking business;
- “Change Name EGM” the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Change of Company Name;
- “Change of Company Name” the proposed change of the English name of the Company from “CCT Resources Holdings Limited” to “CGR Holdings Limited” and upon the English name change becoming effective, the Chinese name “中金資源集團有限公司” will be adopted to replace “中建資源集團有限公司” for identification purposes only;
- “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;
- “Completion” completion of the Acquisition pursuant to the S&P Agreement and completion of the Subscription pursuant to the Subscription Agreement, which will take place together and simultaneously on the Completion Date;

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DEFINITIONS

“Completion Date”	10:00 a.m. (Hong Kong time) on the second Business Day next following the date on which all the conditions precedent (other than those which will be satisfied or waived on the Completion Date) set out in each of the S&P Agreement and the Subscription Agreement has been satisfied or waived in accordance with each of the two agreements or such other time and/or Business Day as the respective parties to these two agreements may agree in writing, on which Completion will take place;
“Consideration Shares”	the 1,200,000,000 Shares to be issued by the Company to the Vendor (or its designated nominee(s)) pursuant to the S&P Agreement, as consideration for the purchase of the Sale Shares;
“Director(s)”	the director(s) of the Company, including the INEDs;
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve, inter alia, the allotment and issue of the Consideration Shares and the Subscription Shares at HK\$0.10 per Share to the Vendor or its designated nominee(s) pursuant to the S&P Agreement and the Subscription Agreement respectively;
“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, from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“INEDs”	the independent non-executive directors of the Company, from time to time;

DEFINITIONS

“Latest Practicable Date”	16 July 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.;
“Mr. Wong”	Mr. Wong Shui Lung, an ultimate beneficial shareholder of the Vendor holding an indirect interest of 40% in the Vendor;
“S&P Agreement”	the agreement for the sale and purchase of the Sale Shares dated 12 July 2010 entered into amongst the Company as purchaser, the Vendor as vendor and Zhongjin HK as guarantor, as amended and revised by the supplemental agreement dated 13 July 2010 entered into amongst the Company, the Vendor and Zhongjin HK;
“Sale Shares”	28 shares of par value of US\$1.00 each in the share capital of the Target Company held by the Vendor as at the date of the S&P Agreement, representing 28% of the entire issued capital of the Target Company;
“Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription”	the proposed subscription by the Vendor of the Subscription Shares pursuant to the terms of the Subscription Agreement;

DEFINITIONS

“Subscription Agreement”	the subscription agreement dated 12 July 2010 entered into between the Company and the Vendor pursuant to which the Vendor conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue the Subscription Shares for cash at HK\$0.10 per Share, as amended and revised by the supplemental agreement dated 13 July 2010 entered into between the Company and the Vendor;
“Subscription Shares”	500,000,000 new Shares, agreed to be subscribed for and issued at HK\$0.10 per Share pursuant to the Subscription Agreement, which will be listed on the Stock Exchange;
“Target Company”	Silver Sino Limited, a company incorporated in the British Virgin Islands with limited liability and, as at the Latest Practicable Date, a wholly-owned subsidiary of the Vendor;
“Target Group”	the Target Company and its subsidiaries, from time to time;
“US\$”	United States dollar(s), the lawful currency of the United States of America;
“Vendor”	Asset Joy Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of Zhongjin HK;
“Zhongjin HK”	Beijing Jinyu Zhongjin Gold (H.K.) Company Limited, a company incorporated in Hong Kong with limited liability; 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

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

British West Indies

Independent non-executive Directors:

Lam Kin Kau, Mark

Fung Hoi Wing, Henry

Lau Ho Wai, Lucas

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

19 July 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,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcements.

On 15 July 2010, the Board announced that a special resolution would be proposed at the Change Name EGM to approve the change of the English name of the Company from “CCT Resources Holdings Limited” to “CGR Holdings Limited” and upon the English name change becoming effective, the Chinese name “中金資源集團有限公司” will be adopted to replace “中建資源集團有限公司” for identification purposes only.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information in relation to the Change of Company Name and give you the notice convening the Change Name EGM.

PROPOSED CHANGE OF COMPANY NAME

As one of the conditions precedent to completion of the Subscription, the Board proposed that the English name of Company be changed from “CCT Resources Holdings Limited” to “CGR Holdings Limited” and upon the English name change becoming effective, the Chinese name “中金資源集團有限公司” will be adopted to replace “中建資源集團有限公司” for identification purposes only.

Reasons and conditions for the Change of Company Name

The Company is the holding company of the Group whose principal activities are (i) the timber business including the upstream operations of harvesting timber and the downstream operations of production of timber and wood products; (ii) the plantation of oil palm and the production and sale of palm oil; and (iii) the trading business. Following Completion, the principal activities of the Group will include the gold mining and production business which will be conducted by the Target Group.

The Board put forward the proposal of the Change of Company Name as it is one of the conditions precedent to completion of the Subscription. Furthermore, in view of the above, the Board also considers that the proposed new name will better reflect the future expansion and diversification of the Company’s businesses and provide the Company with a fresh corporate identity and image. The Board is, therefore, of the view that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

The proposed Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders other than Mr. Wong at the Change Name EGM to approve the Change of Company Name;
2. the passing of ordinary resolution(s) by the Shareholders other than Mr. Wong at the EGM to approve the allotment and issue of the Consideration Shares and the Subscription Shares; and
3. the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the approval of the Registrar of Companies in the Cayman Islands, the Change of Company Name will take effect from the date of the Certificate of Incorporation on Change of Name to be issued by the Registrar of Companies in the Cayman Islands in respect of the change of English name of the Company. The Company will carry out all necessary filing procedures in Hong Kong upon the Change of Company Name becoming effective.

LETTER FROM THE BOARD

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name of the Company shall, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becoming effective, new certificates of securities will be issued only in the new name of the Company.

The Company will make further announcements as and when appropriate on the arrangement relating to the trading and dealings in the securities of the Company on the GEM under the new name of the Company and as to when the new name of the Company will become effective.

GENERAL

The Change Name EGM will be convened to consider and, if thought fit, approve the Change of Company Name. As at the Latest Practicable Date, Mr. Wong holds 5,000,000 Shares, representing approximately 0.09% of the entire issued share capital of the Company. Mr. Wong will abstain from voting on the resolution to approve the Change of Company Name at the Change Name EGM. As no other Shareholder has any material interest in the Change of Company Name, no Shareholder other than Mr. Wong is required to abstain from voting on the resolution to approve the Change of Company Name at the Change Name EGM.

THE CHANGE NAME EGM AND PROXY ARRANGEMENT

A notice convening the Change Name EGM is set out on pages 9 to 10 of this circular.

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

LETTER FROM THE BOARD

A form of proxy for use by the Shareholders at the Change Name EGM is enclosed with this circular. Whether or not you intend to attend and vote at the Change Name EGM 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 Change Name EGM or any adjournment thereof (as the case may be). Such form of proxy for use at the Change Name EGM 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 Change Name EGM or any adjournment thereof (as the case may be) should you so wish.

RESPONSIBILITY STATEMENT

This circular, 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 circular is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors (including the INEDs) consider that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the Change Name EGM.

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

NOTICE OF THE CHANGE NAME EGM

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 an 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, 11 August 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the approval of the Registrar of Companies in the Cayman Islands being obtained; and (ii) the passing of the resolution at the EGM (as defined in the circular of the Company dated 19 July 2010 (the “**Circular**”), a copy of which is tabled at the meeting and marked “**A**” and initialled by the chairman of the meeting for identification purposes) to approve the allotment and issue of the Consideration Shares (as defined in the Circular) and the Subscription Shares (as defined in the Circular), the change of the English name of the Company from “CCT Resources Holdings Limited” to “CGR Holdings Limited” be and is hereby approved, and upon the English name change becoming effective, the Chinese name “中金資源集團有限公司” be and is hereby adopted to replace “中建資源集團有限公司” for identification purposes only, and that such new English name of the Company be registered with the Registrar of Companies in the Cayman Islands and the Registrar of Companies in Hong Kong, and **THAT** any director of the Company be and is hereby authorised to do all such acts and things and sign or execute all documents on behalf of the Company which may in their opinion be necessary, desirable or expedient for the purpose of giving effect to and implement the aforesaid change of the name of the Company.”

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

Hong Kong, 19 July 2010

* *For identification purpose only*

NOTICE OF THE CHANGE NAME EGM

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

Registered Office:

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

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.