

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.

CC1" RESOURCES HOLDINGS LIMITED
(中建資源集團有限公司*)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 08163)

**TERMINATION OF THE S&P AGREEMENT AND
THE SUBSCRIPTION AGREEMENT
AND
RESIGNATION OF EXECUTIVE DIRECTOR**

This announcement is made pursuant to Rules 17.10, 17.50(2) and 19.36 of the GEM Listing Rules.

**TERMINATION OF THE S&P AGREEMENT AND THE
SUBSCRIPTION AGREEMENT**

The special resolution to approve the Change of Company Name was not passed at the Change Name EGM. Following meeting and discussion with the Vendor and Zhongjin HK today, the Board considered that the Company could not be assured that the Change of Company Name could be effected in the near future and, as a result, decided not to proceed with the Subscription and the Acquisition. As such, the Company, the Vendor and Zhongjin HK entered into the S&P Termination Agreement and the Company and the Vendor entered into the Subscription Termination Agreement on 13 August 2010, pursuant to which, the Relevant Agreements have been terminated with effect from 13 August 2010. As a result of the S&P Termination Agreement and the Subscription Termination Agreement, completion of the Acquisition and the Subscription will not take place.

** for identification purposes only*

RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Wong has tendered his resignation as an executive director of the Company with effect from 13 August 2010.

TERMINATION OF LETTER OF INTENT

On 13 August 2010, the Termination Letter was executed between Zhongjin HK and the Company, pursuant to which the Letter of Intent has been terminated with effect from 13 August 2010.

GENERAL

As the Completion will not take place, the Outgoing Directors will not resign from their roles and executive and corporate positions in the Company and its subsidiaries in accordance with the S&P Agreement.

The Board considers that the termination of the Relevant Agreements and the resignation of Mr. Wong as an executive director of the Company will not have any material adverse effect on the business or financial position of the Group.

This announcement is made pursuant to Rules 17.10, 17.50(2) and 19.36 of the GEM Listing Rules.

References are made to the announcements of the Company dated 12 July, 13 July, 15 July, 28 July, 9 August and 11 August 2010 (the “**Announcements**”), in relation to, among others, the Acquisition, the Subscription, the proposed issue of the Consideration Shares and the Subscription Shares, the proposed Change of Company Name, the appointment of Mr. Wong as an executive director of the Company, and the poll results of the Change Name EGM and the circular of the Company (the “**Circular**”) dated 19 July 2010 in relation to the proposed Change of Company Name. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Announcements.

TERMINATION OF THE S&P AGREEMENT AND THE SUBSCRIPTION AGREEMENT

Pursuant to the Subscription Agreement as amended and supplemented by the Subscription Supplemental Agreement, completion of the Subscription is conditional upon the Subscription Conditions which include, among others, the Change of Company Name.

The Change Name EGM was held on 11 August 2010 for the purpose of passing the special resolution to approve the Change of Company Name. As stated in the Company's announcement dated 11 August 2010, the special resolution to approve the Change of Company Name was not passed as less than 75% of the votes were cast in favour of the special resolution.

After meeting and discussion with the Vendor and Zhongjin HK today, the Board considered that the Company could not be assured that the Change of Company Name could be effected in the near future. The Board does not consider it appropriate to waive such Subscription Condition with respect to the Change of Company Name.

Since the Acquisition and the Subscription are inter-conditional upon each other, both the Acquisition and the Subscription will not become unconditional.

In view of the above and the recent changes in market conditions, on 13 August 2010, the Company, the Vendor and Zhongjin HK entered into an agreement to terminate the S&P Agreement, as amended and supplemented by the S&P Supplemental Agreement (the "**S&P Termination Agreement**"). On the same day, the Company and the Vendor entered into an agreement to terminate the Subscription Agreement, as amended and supplemented by the Subscription Supplemental Agreement (the "**Subscription Termination Agreement**").

Pursuant to the S&P Termination Agreement and the Subscription Termination Agreement, the S&P Agreement, as amended and supplemented by the S&P Supplemental Agreement, and the Subscription Agreement, as amended and supplemented by the Subscription Supplemental Agreement (collectively, the "**Relevant Agreements**") have been terminated with effect from 13 August 2010 and all the terms and conditions of the Relevant Agreements have ceased to be of any effect. None of the parties to the Relevant Agreements will have any liability to each other under the Relevant Agreements. As a result, completion of the Acquisition and the Subscription will not take place and the Consideration Shares and the Subscription Shares will not be allotted or issued.

RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Wong was appointed as an executive director of the Company on 9 August 2010 pursuant to the S&P Agreement. As the S&P Agreement as amended and supplemented by the S&P Supplemental Agreement has been terminated before Completion, Mr. Wong has tendered his resignation as an executive director with effect from 13 August 2010.

Mr. Wong has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

TERMINATION OF LETTER OF INTENT

On 13 August 2010, a termination letter (the “**Termination Letter**”) was executed between Zhongjin HK and the Company pursuant to which the Letter of Intent has been terminated with effect from 13 August 2010. As the Letter of Intent is not legally binding on the Company and Zhongjin HK, neither party has any liability to each other upon its termination.

GENERAL

As the Completion will not take place, the Outgoing Directors will not resign from their roles and executive and corporate positions in the Company and its subsidiaries in accordance with the S&P Agreement.

The Board considers that the termination of the Relevant Agreements and the resignation of Mr. Wong as an executive director of the Company will not have any material adverse effect on the business or financial position of the Group.

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

Hong Kong, 13 August 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 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.