
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.

 **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 EGM to be held at 2208, 22/F., St. George’s Building, 2 Ice House Street, Central, Hong Kong on Friday, 5 November 2010 at 10:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the 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 EGM or any adjournment thereof (as the case may be). Such form of proxy for use at the 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 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.

* For identification purposes only

8 October 2010

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.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of the EGM	7

DEFINITIONS

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

“Board”	the board of Directors;
“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;
“Change of Company Name”	the proposed change of the English name of the Company from “CCT Resources Holdings Limited” to “Merdeka Resources Holdings Limited” and upon the name change becoming effective, the adoption of the Chinese name “萬德資源集團有限公司” 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, the Shares of which are listed on the GEM;
“Director(s)”	the director(s) of the Company;
“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;
“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;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	6 October 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;

* For identification purposes only

DEFINITIONS

“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.;
“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; 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

8 October 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

On 30 September 2010, the Board announced that a special resolution would be proposed at the EGM to approve the change of the English name of the Company from “CCT Resources Holdings Limited” to “Merdeka Resources Holdings Limited” and upon the English name change becoming effective, the adoption of the Chinese name “萬德資源集團有限公司” to replace “中建資源集團有限公司” for identification purposes only.

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 EGM.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposed that the English name of Company be changed from “CCT Resources Holdings Limited” to “Merdeka Resources Holdings Limited” and upon the English name change becoming effective, the adoption of the Chinese name “萬德資源集團有限公司” to replace “中建資源集團有限公司” for identification purposes only.

Conditions of the Change of Company Name

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

1. the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands entering the new English name of the Company “Merdeka Resources Holdings Limited” in the Register of Companies in place of its former name.

Subject to the approval of the Registrar of Companies in the Cayman Islands, the Change of Company Name will take effect on the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. Following the issue of the Certificate of Incorporation on Change of Name, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong upon the Change of Company Name becoming effective.

Reasons 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 (iii) the trading business. Ever since the carrying out of the forestry resources business by the Group in 2008, the principal subsidiaries of the Group which are engaging in the forestry resources business have been using the word “Merdeka” but not the word “CCT” in their English company names and/or the Chinese character “中建” in their Chinese company names.

In addition, as at the Latest Practicable Date, CCT Telecom only had interests in approximately 38.13% of the total issued share capital of the Company and CCT Telecom is no longer the holding company of the Company. The Board therefore considers that it is inappropriate for the Company to use the word “CCT” in its English name and the Chinese character “中建” in its Chinese name for identification purposes only.

In respect of the above, the Board considers that the proposed Change of Company Name will better refresh the corporate identity and image of the Group with the use of the word “Merdeka” in its company name which is in line with its principal subsidiaries. Furthermore, the Change of Company Name can also reflect the clear independent

LETTER FROM THE BOARD

identification of the Company separate from CCT Telecom. 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.

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 will, 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 EGM will be convened to consider and, if thought fit, approve the Change of Company Name. As no Shareholder has any material interest in the Change of Company Name, no Shareholder is required to abstain from voting on the resolution to approve the Change of Company Name at the EGM.

THE EGM AND PROXY ARRANGEMENT

A notice convening the EGM is set out on pages 7 to 8 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 EGM must be taken by poll. The chairman of the EGM will therefore demand a poll on the resolution put forward at the EGM pursuant to article 66 of the articles of association of the Company. The poll results of the EGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cct-resources.com) after the EGM.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the 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 EGM or any adjournment thereof (as the case may be). Such form of proxy for use at the EGM is also published on the websites of the Stock Exchange (www.hkexnews.hk) and

LETTER FROM THE BOARD

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 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 independent non-executive Directors) 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 EGM.

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

NOTICE OF THE 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 Friday, 5 November 2010 at 10:00 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 the approval of the Registrar of Companies in the Cayman Islands being obtained, the change of the English name of the Company from “CCT Resources Holdings Limited” to “Merdeka Resources Holdings Limited” be and is hereby approved, and upon the English name change becoming effective, the adoption of the Chinese name “萬德資源集團有限公司” to replace “中建資源集團有限公司” for identification purposes only be and is hereby approved, 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, 8 October 2010

* *For identification purposes only*

NOTICE OF THE 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.