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CHINA PRECIOUS METAL RESOURCES HOLDINGS CO., LTD.

中國貴金屬資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1194)

**RESULTS OF
WRITTEN RESOLUTION AND AMENDED PROPOSAL IN RESPECT OF THE
CONSENT SOLICITATION RELATING TO THE
TERMS AND CONDITIONS AND TRUST DEED OF
HK\$1,028,000,000 7.25 PER CENT. CONVERTIBLE BONDS DUE 2018
(ISIN: XS0880097620)**

Reference is made to the Consent Solicitation Announcements dated 21 December 2015 and 23 December 2015, the Undertaking Announcement dated 7 January 2016, the Bondholders Meeting Announcement dated 12 January 2016, the Share Election Announcement dated 19 January 2016, the Poll Result Announcement dated 25 January 2016, the Settlement Date Announcement dated 28 January 2016 and the announcement of the Company dated 31 January 2016 in relation to the Written Resolution and Amended Proposal (the “**Written Resolution Announcement**”).

RESULTS OF WRITTEN RESOLUTION

In the Written Resolution Announcement, reference was made to the request by the Company to the Bondholders to consider and, if thought fit, pass the Written Resolution.

The Company would like to announce the following results in respect of the Written Resolution:

	<i>HK\$ million</i>	<i>%</i>
Bondholders voting in favour	1,004	97.86
Bondholders voting against	3	0.29
Bondholders not voting	19	1.85
Total outstanding principal amount of the Bonds	<u>1,026</u>	<u>100</u>

As Bondholders holding not less than 90% of the total outstanding principal amount of the Bonds voted in favour of the Written Resolution, the Written Resolution has been duly passed. The amendments to the Terms and Conditions contemplated under the Written Resolution and the Supplemental Trust Deed will take effect on the New Settlement Date (with the exception of the suspension of the Bondholders' put option under the Terms and Conditions until 17 March 2016, which suspension took effect from 4 February 2016 and which will be superseded by the other amendments provided those amendments become effective on the New Settlement Date).

EXTRAORDINARY GENERAL MEETING

The Amended Proposal is subject to the approval of the Shareholders at an extraordinary general meeting of the Company. A circular containing, among other things, the details of the meeting, the adoption of the Amended Proposal and such other information as required under the Listing Rules will be despatched to the Shareholders in due course by the Company. Shareholders are requested to refer to the circular for information relating to the extraordinary general meeting once despatched.

EFFECT OF THE BONDS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the effect on the shareholding structure of the Company:

- following substitution by the relevant Bondholders of the relevant Bonds for Consent Shares and Full Consent Shares (assuming no exercise of Conversion Rights attaching to the remaining Bonds) pursuant to the Share Election Instructions at HK\$0.25, the total number of Shares issuable is 1,176,265,503 Shares, representing approximately 21.31% of the issued share capital of the Company as at the date of this announcement and approximately 17.57% of the issued share capital of the Company as enlarged by the issue of the Consent Shares and Full Consent Shares; and
- assuming full conversion of those Bonds not substituted for Consent Shares and Full Consent Shares at the modified conversion price of HK\$0.4283 per Share (following substitution by the relevant Bondholders of the relevant Bonds for Consent Shares and Full Consent Shares pursuant to the Share Election Instructions at HK\$0.25), the total number of Shares issuable is 2,062,404,159 Shares, representing approximately 37.37% of the issued share capital of the Company as at the date of this announcement and approximately 27.20% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares and the issue of the Consent Shares and the Full Consent Shares.

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) upon substitution by the relevant Bondholders of the relevant Bonds for Consent Shares and Full Consent Shares, assuming no exercise of Conversion Rights attaching to the remaining Bonds and assuming there being no other change to the share capital and shareholding structure of the Company from the date of this announcement; and (iii) immediately after the allotment and issue of the Conversion Shares upon the exercise of Conversion Rights attaching to the remaining Bonds in full (following substitution by the relevant Bondholders of the relevant Bonds for Consent Shares and Full Consent Shares), and assuming there being no other change to the share capital and shareholding structure of the Company from the date of this announcement. The analysis under scenarios (ii) and (iii) is shown for illustrative purposes only.

	As at the date of this announcement		Shareholding upon the substitution of the relevant Bonds into Consent Shares and Full Consent Shares at the offer price of HK\$0.25 each		Shareholding upon the conversion of the remaining Bonds in full into Shares at the Conversion Price of HK\$0.4283 each, following the substitution for Consent Shares and Full Consent Shares	
	<i>Number of Approximate Shares</i>	<i>% (Note 1)</i>	<i>Number of Approximate Shares</i>	<i>% (Note 1)</i>	<i>Number of Approximate Shares</i>	<i>% (Note 1)</i>
CHANG Yim Yang (Note 2)	473,340,382	8.58	473,340,382	7.07	473,340,382	6.24
KOO Yuen Kim	347,465,600	6.30	347,465,600	5.19	347,465,600	4.58
Munsun Assets Management Limited (Note 3)	314,503,450	5.70	314,503,450	4.70	314,503,450	4.15
The Bank of New York Mellon Corporation (Note 4)	292,236,857	5.30	292,236,857	4.36	292,236,857	3.85
Other Directors of the Company (Note 5)	133,967,821	2.43	133,967,821	2.00	133,967,821	1.77
Holders of the Bonds	—	—	1,176,265,503	17.57	2,062,404,159	27.20
Other public Shareholders	3,957,516,653	71.69	3,957,516,653	59.11	3,957,516,653	52.21
Total	5,519,030,763	100.00	6,695,296,266	100.00	7,581,434,922	100.00

Notes:

- (1) Rounded to two decimal places.
- (2) CHANG Yim Yang is an executive director of the Company and is interested in the shares of the Company by virtue of his personal interest and his 100% interest in Lead Pride Holdings Limited.
- (3) Munsun Assets Management Ltd. is interested in the shares of the Company by virtue of (i) Munsun Asset Management (Asia) Limited (which is wholly-owned by Munsun Assets Management Ltd.) being the investment manager of certain investment funds which hold 291,103,450 Shares (representing approximately 5.27% of the issued shares of the Company); and (ii) its direct holding of 23,400,000 Shares.

- (4) The Bank of New York Mellon has long positions in 292,236,857 Shares and 292,236,857 Shares in lending pool. Since The Bank of New York Mellon is wholly owned by The Bank of New York Mellon Corporation, The Bank of New York Mellon Corporation is also taken to be interested in the shares held by The Bank of New York Mellon pursuant to the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).
- (5) These Directors include Mr. Li Xianghong (holding of 12,000,000 Shares), Mr. Lam Cham (holding 107,417,821 Shares), Mr. Zhang Shuguang (holding 13,732,000 Shares), Mr. Zhang Lirui (holding 18,000 Shares) and Mr. Chan Kin Sang (holding 800,000 Shares).

LISTING RULES IMPLICATIONS

Please refer to the Consent Solicitation Announcements, the Undertaking Announcement, the Settlement Date Announcement and the Written Resolution Announcement for details of implications under the Listing Rules, which shall be the same for the purposes of this announcement.

TERMS USED IN THIS ANNOUNCEMENT

Except as set out above, capitalised terms used but not defined in this announcement shall, unless the context otherwise requires, have the meanings set out in the Consent Solicitation Announcements (as updated by the Undertaking Announcement), the Bondholders' Meeting Announcement, the Share Election Announcement, the Poll Result Announcement, the Settlement Date Announcement and the Written Resolution Announcement.

By order of the Board
China Precious Metal Resources Holdings Co., Ltd.
LI Xianghong
Chairman

Hong Kong, 4 February 2016

As at the date of this announcement, the executive directors of the Company are Mr. Li Xianghong, Mr. Chang Yim Yang, Mr. Zhang Shuguang, Mr. Zhang Liwei, Mr. Lam Cham, Mr. Deng Guoli, Mr. Zhang Lirui, Mr. Liu Liyang; and the independent non-executive directors of the Company are Professor Wong Lung Tak Patrick, BBS, PhD, J.P., Mr. Chan Kin Sang, Mr. Xiao Rong Ge and Mr. Wang Hao.