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國金資源控股有限公司*
Guojin Resources Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

CONTINUING CONNECTED TRANSACTIONS

The Company announces that, in the Group's ordinary and usual course of business and pursuant to an agreement dated 23 January 2007 entered into between Titron and Jackin Trading, a wholly-owned subsidiary of the Company, Jackin Trading has been paying commission to Titron for its referral of businesses to Jackin Trading since the entering into of the Agreement. As Titron is an associate (as defined in the Listing Rules) of Mr. Yip, the Chairman and the Managing Director of the Company, such commission payment by Jackin Trading to Titron has become continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules after Mr. Yip became a director on 31 July 2009.

During the finalization of the audited financial statements of the Company for the year ended 31 December 2010, it came to the attention to the Board that during the year ended 31 December 2010, the total amount of commission paid and payable by Jackin Trading to Titron was approximately HK\$1,516,000. Such transaction amount of Continuing Connected Transactions had exceeded the de minimus threshold set forth in Rule 14A.33(3) of the Listing Rules and are subject to the reporting and announcement requirements but exempted from the requirement of obtaining the independent shareholders' approval pursuant to Rule 14A.34(1) of the Listing Rules.

* *For identification purposes only*

THE AGREEMENT AND THE CONTINUING CONNECTED TRANSACTIONS

Guojin Resources Holdings Limited (the “Company”) announces that pursuant to an agreement (the “Agreement”) dated 23 January 2007 entered into between Titron Industries Limited (“Titron”) and Jackin Trading Company Limited (“Jackin Trading”) (a wholly-owned subsidiary of the Company), in the Group’s ordinary and usual course of business, Titron has been introducing businesses to Jackin Trading and in return, Jackin Trading has been paying commission to Titron for such referral services since 2007. The principal activity of Titron is trading of DVD boxes and related components.

As at the date of this announcement, Titron is wholly-owned by Titron Group Holdings Limited in which Mr. Yip Wai Lun, Alvin (“Mr. Yip”), the Chairman and Managing Director of the Company, is holding approximately 42.5% of the issued share capital. As such, Titron is an associate (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) of a connected person of the Company and the commission paid and payable to Titron (the “Continuing Connected Transactions”) under the Agreement constitutes continuing connected transactions for the Company under Rule 14A.14 of the Listing Rules since Mr. Yip became a director of the Company on 31 July 2009.

During the period from 31 July 2009 (being the date when the commission payable to Titron under the Agreement became Continuing Connected Transactions for the Company) and up to 31 December 2009, Jackin Trading had recorded an aggregate commission payment of HK\$475,000 to Titron. Since the applicable percentage ratio (other than the profits ratio) of the aggregate amount of commission paid and payable to Titron was less than 5% and HK\$1,000,000, the Continuing Connected Transactions for the year ended 31 December 2009 were exempt from the reporting, annual review, announcement and independent shareholders’ approval requirement pursuant to Rule 14A.33(3) of the Listing Rules. During the finalization of the audited financial statements of the Company for the year ended 31 December 2010, it came to the attention to the board of directors (the “Board”) of the Company that during the year ended 31 December 2010, the total amount of commission paid and payable by Jackin Trading to Titron was approximately HK\$1,516,000. Such transaction amount of Continuing Connected Transactions had exceeded the de minimus threshold set forth in Rule 14A.33(3) of the Listing Rules and are subject to the reporting and announcement requirements but exempted from the requirement of obtaining the independent shareholders’ approval pursuant to Rule 14A.34(1) of the Listing Rules. Details of the Continuing Connected Transactions will be disclosed in the Company’s next published annual report in compliance with the requirements under the Listing Rules.

The payments constituting the Continuing Connected Transactions conducted during the year ended 31 December 2010 and exceeding HK\$1,000,000 would have required compliance with the announcement requirement under Rule 14A.47 of the Listing Rules. However, due to an inadvertent oversight of the relevant requirement of the Listing Rules, the Company has not complied with the announcement requirements in relation to the part of the Continuing Connected Transactions that exceeded the de minimus threshold of HK\$1,000,000 on a timely manner. The Company wishes to state that this is an unintentional non-compliance with the Listing Rules.

The Agreement has a term of seven years from the date of the Agreement and after the initial term, the Agreement will automatically renew for successive terms of two years each, unless either party gives written notice of its intent to not renew the Agreement at least six months prior to the then-current term's expiration. Pursuant to the terms of the Agreement, Jackin Trading will pay a commission to Titron at 6% on invoice prices of 3.5" floppy disk and other data storage products sold to Imation Corp which is an independent third party not connected with the Company or its connected persons.

The commission payable by Jackin Trading to Titron is made pursuant to the terms of the Agreement and in the ordinary and usual course of business of the Group. The terms of the Agreement were negotiated between Jackin Trading and Titron on an arm's length basis and on normal commercial terms.

On the other hand, as announced by the Company on 25 January 2011, the Company and Energy Best Investments Limited, a wholly-owned subsidiary of the Company, has entered into an agreement with four vendors, including Mr. Yip, to acquire from the vendors the entire issued share capital of Titron. Upon completion of such acquisition, Titron and its subsidiary will become wholly-owned subsidiaries of the Company and the Continuing Connected Transactions will become intercompany business of the Group and cease to be continuing connected transactions for the Company under the Listing Rules. The Company will monitor the transactions with Titron and observe all compliance requirements in respect of the Continuing Connected Transactions under the Listing Rules and comply with all necessary compliance requirements from time to time.

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Company is an investment holding company and its subsidiaries are engaged in the (i) remanufacturing and sale of computer printing and imaging products; (ii) manufacture and sale of data media products; (iii) distribution and sale of data media products; and (iv) trading and mining of mineral resources.

The purpose of the Agreement was to establish a business relationship in which Titron will introduce and otherwise facilitate business from Imation Corp to Jackin Trading. The Group has been selling its products to Imation Corp since the introduction by Titron in 2007 and has been paying Titron commission for its referral services since the entering into of the Agreement in January 2007. Since Mr. Yip is beneficially interested in 42.5% of Titron, the commission paid to Titron became Continuing Connected Transactions for the Company only after 31 July 2009 when Mr. Yip became a director of the Company. The Company considers that the sales to Imation Corp could maintain the Group's daily operation and the commission payable to Titron represents reasonable costs for maintaining the business relationship with its valuable customer.

The directors of the Company (including the independent non-executive Directors but excluding Mr. Yip, who has an interest in the Agreement) consider that (i) the Agreement was entered into in the ordinary and usual course of business of the Group; and (ii) the terms of the Agreement are normal and commercial, fair and reasonable and in the interest of the Company and the shareholders as a whole.

By order of the board of
Guojin Resources Holdings Limited
Yip Wai Lun, Alvin
Chairman and Managing Director

Hong Kong, 30 March 2011

As at the date of this announcement, Mr. Yip Wai Lun, Alvin, Mr. Ma Bo Ping, Mr. Zhou Yu Sheng, Ms. Lam Suk Ling, Shirley and Mr. Lee Cheuk Yin, Dannis are the executive Directors and Mr. Leung Ka Kui, Johnny, Mr. Chan Kam Kwan, Jason and Mr. Lau Man Tak are the independent non-executive Directors.