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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)

FURTHER AMENDMENTS ON MAJOR AND CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION

Reference is made to (i) the announcement of the Company dated 25 January 2011 (the “First Announcement”) in respect of, among other things, a major and connected transaction in relation to the proposed acquisition of the entire issued share capital or registered capital (as the case may be) of a group of companies engaged in manufacturing business and continuing connected transactions (together the “Transactions”); (ii) the announcement of the Company dated 21 June 2011 (the “Second Announcement”) in relation to, among other things, the supplemental agreements on the Transactions; and (iii) the announcements of the Company dated 31 May 2011, 30 June 2011 and 18 July 2011 in relation to the delay in despatch of the circular in respect of the Transactions (the “Circular”). Capitalised terms used herein shall have the same meanings as those defined in the Second Announcement unless defined otherwise herein.

As stated in the Second Announcement, pursuant to the Acquisition Agreement (as amended and supplemented), the Purchaser conditionally agreed to acquire, and the Vendors conditionally agreed to sell, the entire issued share capital or registered capital (as the case may be) of the Target Companies at a total consideration of HK\$120 million which shall be satisfied by the Purchaser as to HK\$7.5 million in cash and as to HK\$112.5 million by way of allotment and issue of the Convertible Notes to the Vendors (or their nominees).

* *For identification purposes only*

On 27 July 2011, the parties to the Acquisition Agreement further amended certain terms of the Acquisition Agreement. The principal amendments are set out below:

- (i) a reorganisation (the “**Reorganisation**”) of the Target Companies will be undertaken by the Vendors before the Acquisition Completion such that, among other matters, (a) a new company (the “**Newco**”), Apex Solution Group Limited, incorporated in the BVI shall act as the holding company of Titron Industries, Titron Manufacturing, Titron International and Titron Precision (collectively the “**Titron Targets**”); and (b) upon the Acquisition Completion, the Purchaser shall acquire the entire issued share capital of the Newco from Vendor 3 after completion of the Reorganisation and the entire registered capital of Dongguan De Yue from Vendor 4; and
- (ii) completion of the Reorganisation shall be one of conditions precedent of the Acquisition Completion.

The Sale Shares will now comprise (a) the entire issued share capital of the Newco after completion of the Reorganisation (instead of that of each of the Titron Targets); and (b) the entire registered capital of Dongguan De Yue. The Directors consider that the acquisition of the Newco rather than each of the Titron Targets will facilitate the preparation of the audited combined financial information contained in the accountants’ report on the Titron Targets to be included in the Circular. The Directors believe that the audited combined financial information of the Titron Targets will provide more meaningful information for the Shareholders to consider the financial position of the Titron Targets as a whole.

Corresponding and related amendments have also been made to the Performance Incentive Agreement to reflect the above changes.

Save as disclosed above, there are no other material changes in the terms of the Acquisition Agreement and the Performance Incentive Agreement.

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

Hong Kong, 27 July 2011

As at the date of this announcement, Mr. Yip Wai Lun, Alvin, 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.