
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transfer all your shares in Hong Kong Resources Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**HONG KONG RESOURCES HOLDINGS COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong
as HKRH China Limited)
(Stock Code: 2882)*

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of Hong Kong Resources Holdings Company Limited to be held at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong on Monday, 22 February 2010, at 9:00 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the special general meeting, you are advised to read the notice and to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrars, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the special general meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the special general meeting or any adjourned meeting should you so wish.

5 February 2010

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Hong Kong Resources Holdings Company Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Deloitte”	Deloitte Touche Tohmatsu
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RC”	Ray W.H. Chan & Co.
“SGM”	the special general meeting of the Company to be convened on Monday, 22 February 2010, at 9:00 a.m. at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong for the purpose of, among other matters, considering and, if thought fit, approving the appointment of auditor
“Share(s)”	Ordinary Shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Ordinary Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



HONG KONG RESOURCES HOLDINGS COMPANY LIMITED

*(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong
as HKRH China Limited)
(Stock Code: 2882)*

Executive Directors

Dr. Wong, Kennedy Ying Ho, BBS, J.P.
Mr. Chui Chuen Shun
Dr. Hui Ho Ming, Herbert, J.P.
Mr. Mung Kin Keung

Registered Address:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director

Mr. Yin Richard Yingneng

*Principal place of business
in Hong Kong:*

Rooms 1402-1403, 14/F,
Admiralty Centre, Tower 2,
18 Harcourt Road,
Hong Kong

Independent non-executive Directors

Mr. Fan, Anthony Ren Da
Ms. Estella Yi Kum Ng
Mr. Wong Kam Wing

5 February 2010

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 3 February 2010 regarding the resignation of RC as auditor of the Group with effect from 2 February 2010 and proposal by the Board to appoint Deloitte as auditor of the Group to fill the casual vacancy following the resignation of RC and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the SGM.

At the forthcoming SGM, an ordinary resolution will be proposed to the Shareholders to approve the appointment of Deloitte as the auditor of the Group.

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with information necessary to enable them to make a decision on whether to vote for or against the ordinary resolution to be proposed at the SGM for the appointment of auditor and to give the Shareholders the notice of the SGM.

REASON FOR CHANGE OF AUDITOR

On 3 February 2010, the Board announced that RC has tendered its resignation as auditor of the Group with effect from 2 February 2010. The Board has resolved to appoint Deloitte as the new auditor of the Group to fill the casual vacancy following the resignation of RC and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the SGM.

The Board was informed by RC that the resignation was made after careful consideration of the tight reporting timetable in the coming year and the expansion of the operating scale of the Group. RC confirmed that, save as disclosed above, there were no circumstances connected with its resignation that need to be brought to the attention of the Shareholders.

SGM

The SGM will be held at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong on Monday, 22 February 2010, at 9:00 a.m. for the purpose of, among other matters, considering and, if thought fit, approving the appointment of Deloitte as auditor of the Group. A notice of the SGM is set out on pages 5 to 6 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the resolution proposed at the SGM shall be voted by poll.

RECOMMENDATION

The Directors believe that the ordinary resolution to be put before the SGM in relation to the appointment of Deloitte as auditor of the Group is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

By Order of the Board
Hong Kong Resources Holdings Company Limited
Dr. Wong, Kennedy Ying Ho, BBS, J.P.
Chairman

NOTICE OF SGM



HONG KONG RESOURCES HOLDINGS COMPANY LIMITED

*(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong
as HKRH China Limited)
(Stock Code: 2882)*

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Hong Kong Resources Holdings Company Limited (the “**Company**”) will be held at Rooms 1402-03, 14/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong on Monday, 22 February 2010, at 9:00 a.m. for the purpose of, among other matters, considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT** Deloitte Touche Tohmatsu be and is hereby appointed as the auditor of the Company and its subsidiaries (the “**Group**”) to fill the casual vacancy following the resignation of Ray W.H. Chan & Co. and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be and is hereby authorized to fix the remuneration of the auditor of the Group.”

By Order of the Board
Hong Kong Resources Holdings Company Limited
Dr. Wong, Kennedy Ying Ho, BBS, J.P.
Chairman

Hong Kong, 5 February 2010

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:
Rooms 1402-1403, 14/F,
Admiralty Centre, Tower 2,
18 Harcourt Road,
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominee(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
3. A form of proxy for use in connection with the SGM is enclosed with this circular of which this notice forms part. To be valid, the form of proxy, and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch

NOTICE OF SGM

share registrars of the Company, Tricor Tengis Limited, at 26th floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

4. Delivery of an instrument appointing a proxy should not preclude a shareholder from attending and voting in person at a meeting convened or any adjournment thereof and in such event, the instrument of appointing a proxy shall be deemed to be revoked.
5. As required under Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the above resolution will be voted by poll.

As at the date of this notice, the Board comprises Dr. Wong, Kennedy Ying Ho, BBS, J.P., Mr. Chui Chuen Shun, Dr. Hui Ho Ming, Herbert, J.P. and Mr. Mung Kin Keung as executive Directors, Mr. Yin Richard Yingneng as non-executive Director and Mr. Fan, Anthony Ren Da, Ms. Estella Yi Kum Ng and Mr. Wong Kam Wing as independent non-executive Directors.