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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 stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

If you have sold or transferred all your shares in Sinocop Resources (Holdings) Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

**SINOCOP RESOURCES (HOLDINGS) LIMITED****中銅資源（控股）有限公司***(Incorporated in Bermuda with limited liability)***(Stock code: 476)****PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company (the “**SGM**”) to be held on Wednesday, 2 April 2014 at 11:00 a.m. at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong is set out on pages 16 and 17 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company located at 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM and any adjournment thereof (as the case may be) should you so wish.

17 March 2014

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DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which banks are open for business in Hong Kong
“China Galaxy”	China Galaxy International Securities (Hong Kong) Co., Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Company”	Sinocop Resources (Holdings) Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Kingsway”	Kingsway Financial Services Group Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in future contracts), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO
“Latest Practicable Date”	13 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any professional, institutional or other investor(s) procured by the Placing Agents to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares, on a best effort basis, pursuant to the terms and conditions of the Placing Agreement
“Placing Agents”	China Galaxy and Kingsway, and each a “Placing Agent”
“Placing Agreement”	the conditional placing agreement dated 4 March 2014 entered into between the Company and the Placing Agents in relation to the Placing
“Placing Price”	HK\$0.73 to HK\$0.83 per Placing Share. The final placing price per Placing Share shall be determined between the Company and the Placing Agents by the execution of the Price Determination Agreement on the Price Determination Date
“Placing Share(s)”	a maximum of 450,000,000 new Share(s) to be issued pursuant to the Placing Agreement
“PRC”	the People’s Republic of China
“Price Determination Agreement”	the agreement to be entered into between the Company and the Placing Agents on or before the Price Determination Date to fix and record the Placing Price
“Price Determination Date”	the date, expect to be not later than 14 Business Days after the SGM or such later date as the Company and the Placing Agents may mutually agree, on which the Placing Price is expected to be fixed for the purpose of the Placing

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held for the purpose of considering and approving the Placing Agreement and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the special mandate to be granted by the Shareholders to the Board at the SGM for the issuance and allotment of up to a maximum number of 450,000,000 new Placing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



SINOCOP RESOURCES (HOLDINGS) LIMITED

中銅資源（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 476)

Executive Directors:

Mr. Cheung Ngan (*Chairman*)
Mr. Chan Chung Chun, Arnold (*Deputy Chairman*)
Mr. Zhau Chong Dei
Mr. Lee Ming Zang

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

Mr. Li Shaofeng

*Head office and principal place of
business in Hong Kong:*

37th Floor
China Online Centre
333 Lockhart Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Chan Francis Ping Kuen
Mr. Hu Guang
Mr. Chan Chak Paul

17 March 2014

To the Shareholders

Dear Sir or Madam,

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The Company announced that on 4 March 2014 (after trading hours), the Company and the Placing Agents entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place, through the Placing Agents, on a best effort basis, a maximum of 450,000,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons at a Placing price range of HK\$0.73 to HK\$0.83 per Placing Share. A Specific Mandate to issue the Placing Shares will be sought from the Shareholders at the SGM. The final Placing Price is to be determined between the Company and the Placing Agents on the Price Determination Date by the execution of the Price Determination Agreement in the manner set out in the Placing Agreement.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information regarding, among other things, the Placing and the notice of the SGM to be convened for the purpose of considering and, if thought fit, approving the Placing Agreement and the transactions contemplated thereunder (including the Specific Mandate).

THE PLACING AGREEMENT

Date

4 March 2014 (after trading hours)

Issuer

The Company

Placing Agents

- (a) China Galaxy International Securities (Hong Kong) Co., Limited; and
- (b) Kingsway Financial Services Group Limited.

Placing Agents

China Galaxy and Kingsway have conditionally agreed to place up to 250,000,000 Placing Shares and 200,000,000 Placing Shares respectively, on a best effort basis, to the Placees. Each of the Placing Agents will receive a placing commission of 3% of the amount equal to the Placing Price multiplied by such amount of the Placing Shares actually placed by such Placing Agent. Such placing commission was arrived at after arm's length negotiations between the Company and each of the Placing Agents under normal commercial terms and with reference to the prevailing market rate.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placing Agents is a third party independent of and is not connected with the Company and its connected persons.

LETTER FROM THE BOARD

Placees

The Placing Agents will place, on a best effort basis, the Placing Shares to not less than six Placees, who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. It is expected that none of the Placees will become a substantial shareholder of the Company immediately after completion of the Placing. If any of the Placees becomes a new substantial shareholder of the Company after the completion of the Placing, further announcement will be made by the Company.

Number of Placing Shares

The maximum number of 450,000,000 Placing Shares represents (i) approximately 21.32% of the existing issued share capital of the Company of 2,110,246,800 Shares as at the Latest Practicable Date; and (ii) approximately 17.58% of the issued share capital of the Company of 2,560,246,800 Shares as enlarged by the Placing. The aggregate nominal value of the Placing Shares under the Placing will be HK\$4,500,000.

Ranking of Placing Shares

The Placing Shares will rank pari passu in all respects among themselves and with Shares in issue as at the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price shall be HK\$0.73 to HK\$0.83 per Placing Share. The Placing Price will be determined by execution of the Price Determination Agreement on the Price Determination Date.

The maximum Placing Price of HK\$0.83 per Placing Share represents:

- (i) a discount of approximately 1.19% to the closing price of HK\$0.84 per Share as quoted on the Stock Exchange on the date of the Placing Agreement;
- (ii) a discount of approximately 1.43% to the average closing price of approximately HK\$0.842 per Share as quoted on the Stock Exchange for the last five consecutive trading days of the Shares prior to the date of the Placing Agreement;
- (iii) a premium of approximately 11.56% over the average closing price of approximately HK\$0.744 per Share as quoted on the Stock Exchange for the last twenty consecutive trading days of the Shares prior to the date of the Placing Agreement;

LETTER FROM THE BOARD

- (iv) a premium of approximately 19.77% over the average closing price of approximately HK\$0.693 per Share as quoted on the Stock Exchange for the last thirty consecutive trading days of the Shares prior to the date of the Placing Agreement;
- (v) a premium of approximately 27.50% over the average closing price of approximately HK\$0.651 per Share as quoted on the Stock Exchange for the last forty-five consecutive trading days of the Shares prior to the date of the Placing Agreement; and
- (vi) a discount of approximately 27.19% to the closing price of HK\$1.14 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

The minimum Placing Price of HK\$0.73 per Placing Share represents:

- (i) a discount of approximately 13.10% to the closing price of HK\$0.84 per Share as quoted on the Stock Exchange on the date of the Placing Agreement;
- (ii) a discount of approximately 13.30% to the average closing price of approximately HK\$0.842 per Share as quoted on the Stock Exchange for the last five consecutive trading days of the Shares prior to the date of the Placing Agreement;
- (iii) a discount of approximately 1.88% to the average closing price of approximately HK\$0.744 per Share as quoted on the Stock Exchange for the last twenty consecutive trading days of the Shares prior to the date of the Placing Agreement;
- (iv) a premium of approximately 5.34% over the average closing price of approximately HK\$0.693 per Share as quoted on the Stock Exchange for the last thirty consecutive trading days of the Shares prior to the date of the Placing Agreement;
- (v) a premium of approximately 12.13% over the average closing price of approximately HK\$0.651 per Share as quoted on the Stock Exchange for the last forty-five consecutive trading days of the Shares prior to the date of the Placing Agreement; and
- (vi) a discount of approximately 35.96% to the closing price of HK\$1.14 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

LETTER FROM THE BOARD

Given that the Placing requires the approval by the Shareholders of the Specific Mandate, completion of the Placing is expected to take place in or about April 2014. In light of this long period leading to completion and the possible changes in the trading price of the Shares during such period, the Company believes that the setting of a price range of the Placing Price will allow the Company to determine an optimal Placing Price based on the demand of the Placing Shares, taking into account the performance of the trading price of the Shares around the Price Determination Date.

The range of the Placing Price was determined with reference to, amongst others, historical trading prices of the Shares and the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agents. The Board is of the view that, taking into account: (i) the historical trading prices of the Shares compared with the price range of the Placing Price, in particular where the top-end of the Placing Price of HK\$0.83 per Placing Share would represent a premium of approximately 11.56%, 19.77% and 27.50% over the twenty-days, thirty-days and forty-five-days average closing price of the Shares respectively; (ii) the possible changes in the trading price of the Shares leading to completion of the Placing; and (iii) a price range of the Placing Price will allow the Company to determine an optimal Placing Price based on the demand of the Placing Shares and performance of the trading price of the Shares around the Price Determination Date, the price range and the terms of the Placing are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

The Company would draw the attention of the Shareholders to the sections headed "Placing Price" and "Reasons for the Placing and use of proceeds" in this circular which set out comparisons of the lowest-end and top-end of the Placing Price with various historical closing prices of the Shares and the amount of proceeds which the Company would generate if the Placing Price was determined at the lowest-end and top-end of the Placing Price respectively. In light of the above, the Directors believe that the Shareholders would have sufficient information to make an informed decision for the Placing.

Mandate to issue the Placing Shares

The Placing Shares will be issued under the Specific Mandate to be obtained at the SGM.

LETTER FROM THE BOARD

Conditions of the Placing Agreement

Completion of the Placing Agreement is conditional upon:

- (i) the listing of and permission to deal in the Placing Shares in accordance with the terms of the Placing Agreement being granted by the Listing Committee of the Stock Exchange (and such permission and listing not subsequently being revoked) and, where such approval is subject to conditions, such conditions are reasonably acceptable to the Company and the Placing Agents;
- (ii) the grant of approval by the Shareholders on the Placing Agreement and the transactions contemplated thereunder (including but not limited to the issue of the Placing Shares) at the SGM;
- (iii) the Price Determination Agreement having been duly executed by the Company and the Placing Agents and becoming effective on the Price Determination Date;
- (iv) all requisite consents or approvals (if necessary) from competent authorities for the Placing having been obtained by the Company; and
- (v) the transactions contemplated by the Placing Agreement not being prohibited by law or regulation or interpretation thereof (including without limitation, any statute, order, rule, regulation, request, judgment or directive promulgated or issued by any legislative, executive, judicial or regulatory body or authority) in Hong Kong or other jurisdiction which is applicable to the Company or the Placing Agents.

If any of the conditions precedent under the Placing Agreement is not fulfilled within fourteen (14) Business Days after the SGM (or such later date as may be agreed by the Placing Agents and the Company in writing), all rights, obligations and liabilities of the parties hereunder in relation to the Placing shall cease and determine and none of the parties hereto shall have any claim against any other in respect of the Placing (save for any antecedent breaches thereof).

Completion of the Placing

Completion of the Placing will take place on a date falling within 7 Business Days after fulfillment of the conditions precedent set out in the Placing Agreement (or such other date as the Company and the Placing Agents may agree in writing).

LETTER FROM THE BOARD

Termination of the Placing

The Placing Agreement may be terminated prior to completion of the Placing, if, in the reasonable opinion of the Placing Agents, the success of the Placing or the business or financial prospects of the Group would or is likely to be materially and adversely affected by:

- (i) any material breach of, or any event rendering untrue or incorrect in any material respect, any of the warranties set out in the Placing Agreement; or
- (ii) any suspension in dealings in or the listing of the Shares on the Stock Exchange for a period of more than 5 trading days (other than in connection with the Placing or major transactions (in respect of acquisitions) or very substantial acquisitions of the Company, which are defined in the Listing Rules); or
- (iii) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or
- (iv) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions in any part of the world; or
- (v) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange or occurring due to exceptional financial circumstances or otherwise; or
- (vi) a change or development involving a prospective change in taxation in Hong Kong, Bermuda or the PRC or the implementation of exchange controls which shall or might materially and adversely affect the Group or its present or prospective shareholders in their capacity as such; or
- (vii) any change or deterioration in the conditions of local, national or international securities markets.

LETTER FROM THE BOARD

Upon termination of the Placing Agreement pursuant to the above paragraphs, all obligations of the parties thereto thereunder shall cease and determine and no party thereto shall have any claim against any other parties in respect of any matter arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement and the liability of the Company to pay to the Placing Agents all reasonable costs, charges and expenses in accordance with the Placing Agreement.

APPLICATION FOR LISTING

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company consist of investment holding, trading of metals and mineral and processing of raw ores. The Directors have considered various ways of raising funds and consider that the Placing represents an attractive opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company. Notwithstanding that the Placing may have a dilution effect on the existing shareholding of the Company, the Directors believe that the proceeds and long-term benefits arising from the Placing for the overall development of the Group will increase the value of the Shares in the long run. Accordingly, the Directors consider the Placing Agreement is in the interest of the Company and the Shareholders as a whole.

As disclosed in the circular of the Company dated 11 October 2013, the Company entered into an acquisition agreement to acquire a target company which is the beneficiary of a glauberite mine located in Guangxi, the PRC (the “**Glauberite Mine Project**”). In addition, a 75% owned subsidiary of the Company receiving an official confirmation from Hong Kong Productivity Council (“**HKPC**”) in respect of the acceptance of its tender for the design, supply and fabrication of Permanent Magnet Synchronized Motor (“**PMSM**”) System and Power Battery System for electric buses by HKPC (the “**Electric Bus Project**”), which has been disclosed in the announcement of the Company dated 24 February 2014. The project relating to PMSM System and Power Battery System was commenced in February 2014 and it is expected to be completed in 10 months’ time.

LETTER FROM THE BOARD

Further, as announcement on 5 March 2014, the Company's wholly owned subsidiary entered into a subscription agreement to subscribe for 51% of a target company which together with its subsidiary(ies) are proposed to be engaged in the product development in energy saving and environmental protection industries, including the proposed participation in the research and development project which aims to develop pure electric buses through the collaboration with HKPC for local and domestic market.

As disclosed in the circular of the Company dated 11 October 2013, the estimated capital cost for phase I of the Glauberite Mine Project would be approximately RMB416.6 million and estimated capital cost for the first year after completion of the acquisition relating to the Glauberite Mine Project would be approximately RMB122 million, equivalent to approximately HK\$156 million. The proceeds raised in the past twelve months which have not yet utilised up to the Latest Practicable Date was approximately HK\$274.8 million which was intended to be used as to approximately HK\$156 million for the above Glauberite Mine Project and the remaining for Glauberite Mine Project, and the future potential investments of the Group and working capital of the Group.

The gross proceeds from the Placing are expected to be from HK\$328.50 million to approximately HK\$373.50 million. The net proceeds from the Placing (after deducting the commission payable to the Placing Agents and other expenses incurred in the Placing) are expected to be from HK\$318.40 million to approximately HK\$362.06 million. The Company intends to use the net proceeds from the Placing for the above investments as to approximately HK\$200 million for the Electric Bus Project; as to approximately HK\$55 million for the project relating to the possible subscription for interest in a target company as announced in the announcement of the Company dated 10 March 2014, (the "**Possible Subscription**"); and the remaining balance for the Glauberite Mine Project, the future potential investments of the Group, if any, and working capital of the Group. In the event that the Possible Subscription is not materialised, the Company intends to use the proceed of approximately HK\$55 million for the Glauberite Mine Project and the future potential investments of the Group, if any. The net proceeds raised per Share upon completion of the Placing will be ranged from approximately HK\$0.71 per Share to approximately HK\$0.80 per Share.

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following fund raising activities in the past twelve months from the Latest Practicable Date:

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds as announced	Actual use of proceeds
29 March 2012, 14 February 2014 and 24 February 2014	Share placing of 333,300,000 Shares, on a fully underwritten basis, under specific mandate, at the placing price of HK\$0.6 per placing share.	Approximately HK\$193,600,000	For financing the operations of the Target Group under the Acquisition, as respectively defined in the circular of the Company dated 11 October 2013	Not yet utilised
29 January 2014	Share placing of 89,000,000 Shares on a best effort basis, under general mandate, at the placing price of HK\$0.6 per placing share	Approximately HK\$51,600,000	For the general working capital purpose and future potential investments of the Group	Not yet utilised
26 November 2013 and 23 December 2013	Share placing of 51,050,000 Shares, on a best effort basis, under the general mandate, at the placing price of HK\$0.6 per placing share	Approximately HK\$29,600,000	For general working capital purpose and future potential investments of the Group	Not yet utilised
5 November 2013 and 15 November 2013	Share placing of 132,000,000 Shares, on a fully underwritten basis, under the general mandate, at the placing price of HK\$0.6 per placing share	Approximately HK\$76,700,000	For general working capital purpose and future potential investments of the Group	Used as intended

Save as disclosed above, the Company has not conducted any capital raising activities for the 12 months immediately before the Latest Practicable Date.

LETTER FROM THE BOARD

EFFECTS ON SHAREHOLDING STRUCTURE

The expected changes in the share capital and shareholding structure of the Company resulting from the Placing are as follows:

Shareholders	Existing shareholding as at the Latest Practicable Date		Shareholding immediately upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. Cheung Ngan <i>(Note 1)</i>	311,232,469	14.75	311,232,469	12.16
Sino PowerHouse Corporation <i>(Note 2)</i>	84,000,000	3.98	84,000,000	3.28
Placees	–	–	450,000,000	17.58
Other public Shareholders	<u>1,715,014,331</u>	<u>81.27</u>	<u>1,715,014,331</u>	<u>66.98</u>
Total	<u><u>2,110,246,800</u></u>	<u><u>100.00</u></u>	<u><u>2,560,246,800</u></u>	<u><u>100.00</u></u>

Notes:

1. Mr. Cheung Ngan is the chairman and executive director of the Company.
2. The 84,000,000 shares represent beneficial interest of Sino PowerHouse Corporation, which is owned as to 51% by Mr. Cheung Ngan and as to 49% by Mr. Chan Chung Chun, Arnold. Mr. Chan Chung Chun, Arnold is an executive director of the Company.

SPECIAL GENERAL MEETING

A notice convening the SGM to be held on Wednesday, 2 April 2014 is set out on pages 16 and 17 of this circular and a form of proxy for use at the SGM is enclosed.

Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong located at 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than

LETTER FROM THE BOARD

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 in person at the SGM or any adjournment thereof 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 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, and there are no other matters the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors are of the opinion that the Placing and the terms of the Placing are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed at the SGM.

By order of the Board
Sinocop Resources (Holdings) Limited
Cheung Ngan
Chairman

NOTICE OF SPECIAL GENERAL MEETING



SINOCOP RESOURCES (HOLDINGS) LIMITED

中銅資源（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 476)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Sinocop Resources (Holdings) Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, at 11:00 a.m. on Wednesday, 2 April 2014 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the placing agreement dated 4 March 2014 entered into between the Company as issuer and China Galaxy International Securities (Hong Kong) Co., Limited and Kingsway Financial Services Group Limited as placing agents in relation to the placing of a maximum of 450,000,000 new shares of the Company (the “**Placing Share(s)**”) in the share capital of the Company at a placing price of not less than HK\$0.73 per Placing Share but not more than HK\$0.83 per Placing Share (the “**Placing Agreement**”) on a best efforts basis (a copy of which marked “A” has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and fulfillment of conditions set out in the Placing Agreement, the issue and allotment of the Placing Shares, pursuant to and subject to the terms and conditions of the Placing Agreement, be and are hereby approved; and

NOTICE OF SPECIAL GENERAL MEETING

- (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Placing Agreement and in relation to the issue and allotment of the Placing Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

By order of the Board
Sinocop Resources (Holdings) Limited
Cheung Ngan
Chairman

Hong Kong, 17 March 2014

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

*Head office and Principal place of business
in Hong Kong:*
37th Floor
China Online Centre
333 Lockhart Road
Wanchai
Hong Kong

Notes:

1. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy in respect of the whole or any part of his holding of shares to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
2. In order to be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the principal place of business of the Company located at 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours prior to the meeting.
3. The register of Shareholders of the Company will be closed from Monday, 31 March 2014 to Wednesday, 2 April 2014, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending this special general meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Branch Registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 28 March 2014.