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SINOCOP RESOURCES (HOLDINGS) LIMITED

中銅資源(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 476)

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement have been fulfilled and the Placing was completed on 7 April 2014.

Reference is made to the announcements of Sinocop Resources (Holdings) Limited (the “Company”) dated 4 March 2014 and 17 March 2014 (the “Announcements”) and the circular of the Company dated 17 March 2014 (the “Circular”) respectively in relation to the Placing under specific mandate. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

Completion of the Placing

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement have been fulfilled and the Placing was completed on 7 April 2014 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 450,000,000 Placing Shares, representing approximately 16.76% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares as at the date of this announcement, were placed to not fewer than six Placees, at the Placing Price of HK\$0.83 per Placing Share under specific mandate. The net proceeds from the Placing after deducting related placing commission and other related expenses in connection with the Placing are approximately HK\$362.1 million.

To the best of the Directors’ knowledge, information and belief after having made reasonable enquires, (i) the Placees and whose respective ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons, and (ii) none of the Placees and their respective associates becomes a substantial shareholder of the Company upon Completion.

The table below sets out the changes to the shareholding structure of the Company as a result of completion of the Placing:

Shareholders	Shareholding immediately before completion of the Placing		Shareholding immediately after 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	13.92	311,232,469	11.59
Sino PowerHouse Corporation (<i>Note 2</i>)	84,000,000	3.76	84,000,000	3.13
Public Shareholders				
Places	--	--	450,000,000	16.76
Other public Shareholders	1,840,514,331	82.32	1,840,514,331	68.52
Total	2,235,746,800	100.00	2,685,746,800	100.00

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.

By order of the Board

SINOCOP RESOURCES (HOLDINGS) LIMITED
Cheung Ngan
Chairman

Hong Kong, 7 April 2014

As at the date of this announcement, the Board comprises four executive Directors, namely Messrs. Cheung Ngan, Chan Chung Chun, Arnold, Zhau Chong Dei and Lee Ming Zang, one non-executive Director, namely Mr. Li Shaofeng and three independent non-executive Directors, namely Messrs. Chan Francis Ping Kuen, Hu Guang and Chan Chak Paul.