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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)

VOLUNTARY ANNOUNCEMENT

FORMATION OF JOINT VENTURE

The Board is pleased to announce that on 1 March 2014, the JV Agreement was entered into by and amongst (i) Green Dynamic and (ii) Huashun Tiansheng, pursuant to which the parties agreed to jointly establish the JV Company such that the JV Company will be owned by Green Dynamic and Huashun Tiansheng as to 51% and 49%, respectively. The JV Company will be principally engaged in the research, development and manufacture of lithium polymer batteries system and control system of electric vehicle and will focus in the market of environmentally-friendly vehicle of the PRC and Hong Kong.

The transaction contemplated under the JV Agreement does not constitute a notifiable transaction of the Company under the Listing Rules. This announcement is made by the Company on a voluntary basis.

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THE JV AGREEMENT

Date:

1 March 2014

Parties:

- (1) Green Dynamic, a company incorporated in Hong Kong with limited liability and a non-wholly owned subsidiary of the Company; and
- (2) Huashun Tiansheng, a company incorporated in the PRC with limited liability.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, Huashun Tiansheng and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Establishment of the JV Company

Green Dynamic and Huashun Tiansheng agreed to establish the JV Company in the PRC and the share capital of which shall be owned as to 51% by Green Dynamic and 49% by Huashun Tiansheng.

The JV Company will be principally engaged in the research, development and manufacture of lithium polymer batteries system and control system of electric vehicle and will focus in the market of environmentally- friendly vehicle of the PRC and Hong Kong.

The term of operation of the JV Company shall be 20 years, which can be extended subject to approval by the government authority.

Capital contribution

The total amount of investment and the share capital of the JV Company shall be RMB10 million, which shall be contributed by Green Dynamic and Huashun Tiansheng in proportion to their respective shareholdings in the JV Company. All capital contribution shall be contributed in cash. The JV Parties shall be required to contribute 15% of the share capital within three months from the date the business licence is granted by the government authority and the remaining amount shall be contributed within 2 years.

Board of Directors and Supervisor

Pursuant to the JV Agreement and the articles of association of the JV Company, the board of directors of the JV Company shall consist of five directors, of whom Green Dynamic shall have the right to nominate three directors and Huashun Tiansheng shall have the right to nominate two directors. Green Dynamic shall have the right to nominate the chairman of the board of directors of the JV Company. Huashun Tiansheng shall have the right to nominate the vice-chairman of the board of directors and a supervisor of the JV Company.

Pre-emption right

Pursuant to the JV Agreement and the articles of association of the JV Company, any transfer of the equity interest in the JV Company by a shareholder to a third party who is not a shareholder of the JV Company requires the consent of other shareholders of the JV Company and shall report the same to the government authority for approval. In addition, other shareholders can exercise their pre-emption rights over the equity interest offered for sale. Any transfer of the contribution in the JV Company by a shareholder to a third party shall not be on terms more favourable than those offered to other shareholders.

INFORMATION ABOUT THE JV PARTIES

The principal activities of the Group consist of investment holding, trading of metals and mineral and processing of raw ores. The Group has recently commenced its market position in the new energy industry after winning the bid of tender to design, supply and fabricate the Permanent Magnet Synchronized Motor (“PMSM”) System and the power battery system for electric buses for the Hong Kong Productivity Council in February 2014.

Huashun Tiansheng is principally engaged in the investment in new energy, new technology and new materials, and is a wholly-owned subsidiary of 北京汽車城投資管理有限公司 (“**Beijing Motor City**”). Established in the PRC in 2003, Beijing Motor City is under the supervision of the State-owned Assets Supervision and Administration Commission of Shunyi district, Beijing (北京市順義區國有資產監督管理委員會) and is responsible for the development and management of the automotive manufacturing base in Beijing. Such automotive manufacturing base has been recognised by the PRC government as a newly-industrialized demonstration base and a new and high technology demonstrative base, major projects includes lightweight research of an international aerospace manufacturer, engines for aviation industry, composite materials, etc. Tenants of the automotive manufacturing base include renowned manufacturers in the automotive industry and aviation industry and operators of testing and certification facilities.

REASONS FOR AND BENEFITS OF THE ESTABLISHMENT OF THE JV COMPANY

The establishment of the JV Company will enable the JV Parties to engage in the research, development and manufacture of lithium polymer batteries system and control system of electric vehicle, as well as developing the market of environmentally-friendly vehicle in the PRC and Hong Kong.

The Directors noted that exhaust emissions from traditional fuel vehicles cause serious environmental pollution and the application of the electric vehicle transportation system would effectively reduce exhaust emissions from traditional fuel vehicles. The JV Company aims to explore electric vehicle transportation system in order to reduce vehicle emissions and develop the market of environmentally and friendly vehicle in the PRC. It was noted that only limited number of public transportation in Beijing is using electric vehicles. The Directors are optimistic about the prospect of the electric vehicles and consider that the market of electric vehicles is of great development potential.

The Directors are of the view that the terms of the JV Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

The transaction contemplated under the JV Agreement does not constitute a notifiable transaction of the Company under the Listing Rules. This announcement is made by the Company on a voluntary basis.

DEFINITIONS

“Board”	the board of Directors
“Company”	Sinocop Resources (Holdings) Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Green Dynamic”	Green Dynamic Electric Vehicle Limited, a company incorporated in Hong Kong with limited liability and a non-wholly owned subsidiary of the Company

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huashun Tiansheng”	華順天盛(北京)投資管理有限公司, a company incorporated in the PRC with limited liability
“JV Agreement”	the joint venture agreement dated 1 March 2014 entered into between the JV Parties in relation to the establishment of the JV Company
“JV Company”	北京中銅首航環保動力科技有限公司, a joint venture company established in the PRC on 24 March 2014 by the JV Parties in accordance with the terms and conditions of the JV Agreement
“JV Parties”	collectively, Green Dynamic and Huashun Tiansheng, and a “JV Party” shall be construed accordingly
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 11 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.