



森源鈦礦控股有限公司*

XIAN YUEN TITANIUM RESOURCES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 353)

MONTHLY ANNOUNCEMENT FOR NOVEMBER 2008

Conversion of Tranches 1 and 3 Bonds

The Company makes this announcement in accordance with the requirements of the Listing Approvals in respect of the number of new Shares allotted and issued upon partial conversion of the Tranches 1 and 3 Bonds.

Reference is made to the circulars of Xian Yuen Titanium Resources Holdings Limited (“**Company**”) dated 15 October 2007 and 6 June 2008 respectively and the announcement of the Company dated 5 November 2008 (“**October Monthly Announcement**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular dated 6 June 2008.

The Company makes this announcement in accordance with the requirements of the listing approvals granted by the Stock Exchange on 2 November 2007 and 26 June 2008 respectively (collectively, the “**Listing Approvals**”) for the listing of and permission to deal in the Conversion Shares.

The Board would like to report that:

- (a) none of the Tranche 1 Bonds and Tranche 3 Bonds was converted during November 2008;
- (b) the aggregate outstanding principal amount of the Tranche 1 Bonds as at 30 November 2008 is HK\$157,400,000 and the aggregate outstanding principal amount of the Tranche 3 Bonds as at 30 November 2008 is HK\$216,000,000;
- (c) there had not been any other Shares issued or cancelled by the Company under any other transactions during November 2008; and
- (d) the total issued share capital of the Company as at 1 November 2008 and 30 November 2008 was HK\$30,247,200 divided into 3,024,720,000 Shares of HK\$0.01 each.

By order of the board

Xian Yuen Titanium Resources Holdings Limited

Law Fei Shing

Chief Executive Officer and Executive Director

Hong Kong, 3 December 2008

As at the date of this announcement, the executive Directors are Mr. Tam Owen (chairman), Mr. Law Fei Shing (chief executive officer), Mr. Fok Po Tin and Chan Sung Wai; the non-executive Director is Mr. Lam Shing Tsun Edmond and the independent non-executive Directors are Mr. Lum Pak Sum, Mr. Sun Tak Keung and Mr. Chow Pui Fung.

** For identification purpose only*