

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 17 April 2012 (the “Prospectus”) issued by China Zhongsheng Resources Holdings Limited for detailed information about the Share Offer described in the Prospectus before deciding whether or not to invest in the Shares thereby being offered.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the Prospectus.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent of registration or an exemption from registration under the US Securities Act, as amended. There is not and is not currently intended to be any public offering of securities of the Company in the United States.

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China Zhongsheng Resources Holdings Limited

中國中盛資源控股有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares : 129,760,000 Shares (subject to the Over-allotment Option)

Number of Public Offer Shares : 12,976,000 Shares (subject to reallocation)

Number of Placing Shares : 116,784,000 Shares (subject to the Over-allotment Option and reallocation)

Offer Price : Not more than HK\$1.52 per Offer Share (payable in full on application and subject to refund, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) and expected to be not less than HK\$1.01 per Offer Share

Nominal Value : HK\$0.01 per Share

Stock Code : 2623

Sole Sponsor



Haitong International Capital Limited

Sole Bookrunner



Haitong International Securities Company Limited

Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer and any Shares which may fall to be issued upon the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme. The Share Offer comprises the Public Offer of initially 12,976,000 Shares, representing 10% of the total number of Shares initially being offered in the Share Offer (subject to reallocation) and the Placing of initially 116,784,000 Shares, representing 90% of the total number of Shares initially being offered in the Share Offer (subject to the Over-allotment Option and reallocation). The Company will grant the Over-allotment Option to the Sole Bookrunner. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who would like to be allotted the Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms or submit an application online through the designated website of the HK eIPO White Form Service Provider at www.hkeipo.hk. Applicants who would like to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should give **electronic application instructions** to HKSCC via CCASS or complete and sign the **YELLOW** Application Forms.

Copies of the **YELLOW** Application Form and the Prospectus may be obtained during normal business hours from 9:00 a.m. on Tuesday, 17 April 2012 until 12:00 noon on Friday, 20 April 2012 from:

- (1) the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; or
- (2) your stockbroker, who may have the **YELLOW** Application Forms and the Prospectus available.

Copies of the Prospectus together with the **WHITE** Application Forms may be obtained during normal business hours from 9:00 a.m. on Tuesday, 17 April 2012 until 12:00 noon on Friday, 20 April 2012 from:

- (1) any of the following addresses of the Public Offer Underwriters:

Haitong International Securities Company Limited at 25th Floor, New World Tower, 16-18 Queen's Road Central, Hong Kong

Somerley Limited at 10th Floor, The Hong Kong Club Building, 3A Chater Road Central, Hong Kong

First Shanghai Securities Ltd. at 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong

China Merchants Securities (HK) Co., Limited at 48th Floor, One Exchange Square, Central, Hong Kong

China Everbright Securities (HK) Limited at 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Oriental Patron Securities Limited at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong

(2) any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

	Branch Name	Address
Hong Kong Island:	Des Voeux Road Branch	Standard Chartered Bank Building 4-4A, Des Voeux Road Central Central
	88 Des Voeux Road Branch	88 Des Voeux Road Central Central
	Hennessy Road Branch	399 Hennessy Road Wanchai
	Quarry Bay Branch	G/F, Westlands Gardens 1027 King's Road Quarry Bay
	North Point Centre Branch	North Point Centre, 284 King's Road North Point
Kowloon:	Kwun Tong Branch	1A Yue Man Square Kwun Tong
	Tsimshatsui Branch	G/F, 10 Granville Road Tsimshatsui
	Lok Fu Shopping Centre Branch	Shop G101, G/F. Lok Fu Shopping Centre
New Territories:	Tsuen Wan Branch	Shop C, G/F & 1/F Jade Plaza 298 Sha Tsui Road Tsuen Wan
	Tuen Mun Town Plaza Branch	Shop No. G047 – G052 Tuen Mun Town Plaza Phase I Tuen Mun
	Tai Po Branch	23 & 25 Kwong Fuk Road Tai Po Market Tai Po
	New Town Plaza Branch	Shop 215, 222 & 223 Phase 1 New Town Plaza Shatin

Applicants may apply for the Public Offer Shares through the **HK eIPO White Form** service by submitting their application to the designated HK eIPO White Form Service Provider through the designated website at www.hkeipo.hk from 9:00 a.m. on Tuesday, 17 April 2012, until 11:30 a.m. on Friday, 20 April 2012, or such later time as described in the paragraph headed “How to apply for the Public Offer Shares – Effect of bad weather conditions on the opening of the application lists” of the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 17 April 2012 until 12:00 noon on Friday, 20 April 2012.

Subject to the events as described in the section headed “How to apply for the Public Offer Shares – Effect of bad weather conditions on the opening of the application lists” in the Prospectus, applicants may lodge their application for the Public Offer Shares by the various means as referred to in the section headed “How to apply for the Public Offer Shares” in the Prospectus during the period from Tuesday, 17 April 2012 to Friday, 20 April 2012. The application monies (including the brokerages, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interests on Thursday, 26 April 2012.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for the Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the Offer Price, the indication of level of interest under the Placing, the level of applications in the Public Offer, and the basis of allotment of the Public Offer Shares under the Public Offer on Thursday, 26 April 2012 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the Company’s website at <http://chinazhongsheng.com.hk> and the website of the Stock Exchange at www.hkexnews.hk. Results of allocations in the Public Offer (with successful applicants’ identification document numbers, where appropriate) will be available through a variety of channels from Thursday, 26 April 2012.

Please refer to the section headed “How to apply for the Public Offer Shares” of the Prospectus for details of results allocations.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 27 April 2012.

The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Company is 2623.

No receipt will be issued for application monies paid. Our Company will not issue temporary documents of title.

For and on behalf of the Board of
China Zhongsheng Resources Holdings Limited
Li Yunde
Chairman and Executive Director

Hong Kong, 17 April 2012

As at the date of this announcement, the executive Directors are Mr. Li Yunde, Mr. Geng Guohua and Mr. Lang Weiguo; and the independent non-executive Directors are Mr. Zhang Jingsheng, Mr. Li Xiaoyang and Mr. Lin Chu Chang.

Please refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).