



中國鎂業資源集團有限公司\*  
MAGNESIUM RESOURCES CORPORATION OF CHINA LIMITED

*(Incorporated in Bermuda with limited liability)*  
(Stock code: 723)

## VOTING RESULTS OF SPECIAL GENERAL MEETING

The Board is pleased to announce that the proposed resolutions approving the proposed change of the name of the Company, the Capital Reorganisation of the Company and the Agreement and the transactions contemplated thereunder (including share repurchases made), as set out in the notice of the SGM, were duly passed by the Shareholders or Disinterested Shareholders (as the case may be) at the SGM held on 19 December 2008 by way of poll.

Reference is made to the circular (the “Circular”) of Magnesium Resources Corporation of China Limited (the “Company”) dated 26 November 2008 in relation to the very substantial disposal and connected transaction, proposed change of name of the Company and the proposed Capital Reorganisation. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that the proposed resolutions approving the proposed change of the name of the Company, the Capital Reorganisation of the Company and the Agreement and the transactions contemplated thereunder (including share repurchases made), as set out in the notice of the SGM, were duly passed by the Shareholders or Disinterested Shareholders (as the case may be) at the SGM held on 19 December 2008 by way of poll.

As at the date of the SGM, a total of 2,951,076,930 Shares were in issue. As stated in the Circular, PHL, its associates (including the Guarantor) and parties acting in concert with it, who together held 828,500,000 Shares had abstained from voting at the SGM in respect of the proposed resolution approving the Agreement and the transactions contemplated thereunder (including share repurchases made). Accordingly, the total number of Shares entitling the Disinterested Shareholders to attend and vote for or against resolution numbered 3 at the SGM was 2,122,576,930 Shares. As regards resolutions numbered 1 and 2, no Shareholder is required to abstain from voting on the same and accordingly, the total number of Shares entitling the holders to attend and vote for or against resolutions numbered 1 and 2 at the SGM was 2,951,076,930 Shares. No Shareholder is required to attend and vote only against the above resolutions.

The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the SGM. The voting results are as follows:

SPECIAL RESOLUTIONS		FOR		AGAINST	
		Number of Shares	Approximate %	Number of Shares	Approximate %
1	To approve the change of name of the Company to “Bright Prosperous Holdings Limited” and to adopt the Chinese name of “晉盈控股有限公司” for identification purposes	1,705,975,600	99.96	660,000	0.04
2.	To approve the Capital Reorganisation as set out in the Notice of the SGM	1,395,860,400	81.79	310,775,200	18.21
3.	To approve the Agreement dated 15 August 2008 and the transactions contemplated thereunder (including share repurchases made)	874,805,600	99.62	3,330,000	0.38

As more than 75% of the votes casted at the SGM voted in favour of the proposed resolutions, the above special resolutions were duly passed by way of poll.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion.

	As at the date of this announcement		Immediately after Completion	
	Shares	%	Shares	%
PHL and parties acting in concert with it				
PHL	800,000,000	27.1	0	0.0
The Guarantor	28,500,000	1.0	28,500,000	1.3
Subtotal	828,500,000	28.1	28,500,000	1.3
Ms. Chung Oi Ling, Stella ( <i>Note</i> )	75,000,000	2.5	75,000,000	3.5
Public	2,047,576,930	69.4	2,047,576,930	95.2
<b>Total</b>	<b>2,951,076,930</b>	<b>100.0</b>	<b>2,151,076,930</b>	<b>100.0</b>

*Note: An executive Director of the Company*

## **EFFECTIVE DATE OF THE CAPITAL REORGANISATION**

As all the conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation will become effective from 30 December 2008, and the New Shares will commence trading on the Stock Exchange from 9:30 a.m. on 30 December 2008. Details of the Capital Reorganisation were set out in the Circular.

By Order of the Board  
**Magnesium Resources Corporation of China Limited**  
Teoh Tean Chai, Anthony  
Executive Director

Hong Kong, 19 December 2008

*As at the date of this announcement, the Board comprises Mr. Teoh Tean Chai, Anthony and Ms. Chung Oi Ling, Stella as executive directors and Mr. Lo Chi Ho, William, Mr. Chu Kin Wang, Peleus and Ms. Lau Wa Chun as independent non-executive directors.*

*The Directors of the Company jointly and severally accept responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinion expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement herein misleading.*

*\*For identification purpose only*