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國金資源控股有限公司*

Guojin Resources Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

**PROPOSED CHANGE OF COMPANY NAME
CHANGE OF AUDITORS
AND
CHANGE OF DIRECTORS**

The Board announces the followings:-

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Guojin Resources Holdings Limited” to “AMCO United Holding Limited” and adopt the Chinese name of “雋泰控股有限公司” in lieu of “國金資源控股有限公司” for identification purpose.

A circular containing, among others, details of the Proposed Change of Company Name and the notice of the special general meeting will be despatched to the shareholders of the Company as soon as practicable. A further announcement will be made when the Proposed Change of Company Name becomes effective.

CHANGE OF AUDITORS

SHINEWING (HK) CPA Limited has resigned as the auditors of the Company with effect from 29 December 2011 and BDO Limited has been appointed as the new auditors of the Company with immediate effect to fill the casual vacancy and to hold office until the conclusion of the next annual general meeting of the Company.

CHANGE OF DIRECTORS

Ms. Leung Mei Han has been appointed as an executive director of the Company with effect from 1 January 2012.

Ms. Lam Suk Ling, Shirley resigned as an executive director of the Company with effect from 31 December 2011.

* *For identification purposes only*

The board of directors (the “Board”) of Guojin Resources Holdings Limited (the “Company”) announces the followings:–

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Guojin Resources Holdings Limited” to “AMCO United Holding Limited” and adopt the Chinese name of “雋泰控股有限公司” in lieu of “國金資源控股有限公司” for identification purpose (the “Proposed Change of Company Name”).

The Board believes that the new English and Chinese Company names can provide the Company with new corporate identity that reflects the new development focus of the Group and benefits the Company’s future business development, which is in the interest of the Company and its shareholders as a whole.

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by the shareholders of the Company at the special general meeting of the Company (the “SGM”); and (ii) the approval by the Registrar of Companies in Bermuda having been obtained. As at the date of this announcement, none of the conditions above have been fulfilled.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the new name of the Company is entered on the register of companies maintained by the Registrar of Companies in Bermuda.

The Company will adopt a new Chinese name of “雋泰控股有限公司” for identification purpose immediately after the change of English name has become effective. The Company will further carry out the necessary filing procedures with the Registrar of Companies in Hong Kong and Bermuda as required under the applicable laws, rules and regulations of such jurisdictions in which the Company is registered and/or shares of the Company are listed and/or traded.

Upon the Proposed Change of Company Name becoming effective, all existing share certificates in issue bearing the current name of “Guojin Resources Holdings Limited” will continue to be evidence of title to shares of the Company and valid for trading, settlement and registration purposes and the rights of the shareholders of the Company will not be affected as a result of the change of Company name. Should the Proposed Change of Company Name become effective, any issue of share certificates thereafter will be in the new Company name and the securities of the Company will be traded on The Stock Exchange of Hong Kong (the “Stock Exchange”) in the new name.

A circular containing, among others, details of the Proposed Change of Company Name and the notice of the SGM will be despatched to the shareholders of the Company as soon as practicable. A further announcement will be made when the Proposed Change of Company Name becomes effective.

CHANGE OF AUDITORS

The Company has received a resignation letter from SHINEWING (HK) CPA Limited (“SHINEWING”) on 29 December 2011 (the “Resignation Letter”) who resigned as the auditors of the Company with immediate effect as the parties are not able to reach a consensus on the level of audit fees in respect of the audit services for the financial statements of the Company and its subsidiaries (the “Group”) for the year ending 31 December 2011.

In this regard, BDO Limited (“BDO”) has been appointed as the new auditors of the Company with immediate effect to fill the casual vacancy following the resignation of SHINEWING and to hold office until the next annual general meeting of the Company.

SHINEWING confirmed in the Resignation Letter that there were no circumstances in connection with their resignation which they considered should be brought to the attention of the holders of securities and creditors of the Company.

The Board also confirmed that there were no circumstances in respect of the change of auditors which should be brought to the attention of the holders of securities and creditors of the Company.

The Board believes that the change of auditors will not affect the audit of financial statements and the release of annual results of the Group for the financial year ending 31 December 2011.

The Board would like to thank SHINEWING for their professional services in the past years.

CHANGE OF DIRECTORS

Ms. Leung Mei Han (“Ms. Leung”) has been appointed as an executive director of the Company with effect from 1 January 2012.

Ms. Leung, aged 53, graduated from the University of Queensland, Australia, with a bachelor degree in Commerce in February 1982. She is a fellow member of CPA Australia. Ms. Leung has extensive experience in accounting, securities, corporate finance and related areas. Ms. Leung has been providing corporate finance advisory services for securities and international merger and acquisition transactions.

Ms. Leung is an independent non-executive director of each of the following companies, the shares of which are listed on the Main Board of the Stock Exchange: Yue Da Mining Holdings Limited (stock code: 629), Bossini International Holdings Limited (stock code: 592), Four Seas Mercantile Holdings Limited (stock code 374) and Xiangyu Dredging Holdings Limited (stock code: 871).

There will be a service agreement entered into between the Company and Ms. Leung regarding her executive directorship in the Company. The service agreement is for an initial period not longer than 3 years from 1 January 2012, renewable by mutual agreement of both parties at termination. All Directors of the Company are subject to retirement by rotation and reelection in accordance with provisions of the Bye-laws of the Company.

The emoluments of Directors are determined by the Board having regard to the recommendation of the Remuneration Committee of the Company and with reference to the Directors’ contributions and relevant duties and responsibilities within the Company.

As at the date of this announcement, Ms. Leung has a corporate interest in 2,181,160,000 shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, (i) Ms. Leung does not hold any directorship in other public companies the shares of which are listed on any securities market in Hong Kong or overseas in the last three years or any position in the Group, nor does she have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with her appointment.

Ms. Lam Suk Ling, Shirley (“Ms. Lam”) resigned as an executive director of the Company with effect from 31 December 2011 as she will take up a new endeavour with another appointment.

Ms. Lam has confirmed that she has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with her resignation.

The Board would like to express its gratitude to Ms. Lam for her valuable contributions to the Company during her tenure.

By order of the Board
Guojin Resources Holdings Limited
Yip Wai Lun, Alvin
Chairman and Managing Director

Hong Kong, 29 December 2011

As at the date of this announcement, Mr. Yip Wai Lun, Alvin and Ms. Lam Suk Ling, Shirley are the executive Directors and Mr. Leung Ka Kui, Johnny, Mr. Chan Kam Kwan, Jason and Mr. Lau Man Tak are the independent non-executive Directors.