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## **CHINA METAL RESOURCES HOLDINGS LIMITED**

**中國金屬資源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8071)**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**AND**

### **MEMBER OF EACH OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The board (“**Board**”) of directors (“**Directors**”) of China Metal Resources Holdings Limited (“**Company**”) announces that Mr. Liu Jia Qing (“**Mr. Liu**”) has tendered his resignation as an independent non-executive Director and a member of each of the audit committee and the remuneration committee of the Company with effect from 12 May 2009 due to the fact that he would like to spend more time pursuing his business development.

Mr. Liu has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the shareholders of the Company (“**Shareholders**”). The Board is also not aware of any such matters to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its sincere gratitude to Mr. Liu for his valuable contributions to the Company during his tenure of office.

Following Mr. Liu’s resignation, the Company has only two independent non-executive Directors and two audit committee members, the number of which falls below the minimum number required under Rules 5.05(1) and 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange (“**GEM Listing Rules**”) respectively. The Company is in the course of identifying a suitable candidate to fill the vacancy of an independent non-executive Director and a member of the audit committee of the Company arising from the resignation of Mr. Liu with a view to fulfill the minimum required number of independent non-executive directors and audit committee

members under Rules 5.05(1) and 5.28 of the GEM Listing Rules respectively as soon as practicable and in any event within 3 months from 12 May 2009, being the date of resignation of Mr. Liu. The candidate will also fill the vacancy of a member of the remuneration committee of the Company. Further announcement will be made by the Company upon fulfillment of the aforesaid requirements.

By Order of the Board  
**China Metal Resources Holdings Limited**  
**Ng Kwok Chu, Winfield**  
*Executive Director*

Hong Kong, 12 May 2009

*As at the date of this announcement, the executive Directors are Mr. Leung Ngai Man, Mr. Ng Kwok Chu, Winfield and Ms. Wu Wei Hua; and the independent non-executive Directors are Dr. Leung Wai Cheung and Mr. Gao Shikui.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven (7) days from the date of its publication and on the Company’s website at [www.cmr8071.com](http://www.cmr8071.com).*