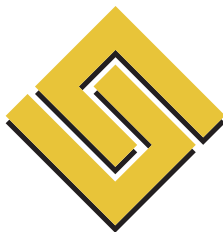


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## **CHINA METAL RESOURCES HOLDINGS LIMITED**

**中國金屬資源控股有限公司**

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

**(Stock Code: 8071)**

### **VOTING RESULTS OF ANNUAL GENERAL MEETING AND RETIREMENT OF DIRECTOR**

#### **VOTING RESULTS OF ANNUAL GENERAL MEETING**

The Board is pleased to announce that all Resolutions were duly passed by the Shareholders by way of poll at the AGM held on 9 April 2009.

#### **RETIREMENT OF DIRECTOR**

The Board announces that at the AGM, Mr. Chan retired from his office of an independent non-executive Director due to the fact that he would like to spend more time pursuing his business development. He also resigned as a member of each of the audit committee and the remuneration committee of the Company simultaneously.

#### **VOTING RESULTS OF ANNUAL GENERAL MEETING**

Reference is made to the circular (“**Circular**”) of the Company dated 10 March 2009 in relation to, among other matters, proposals for (a) grant of general mandates to issue new Shares and repurchase Shares; (b) refreshment of the General Scheme Limit; and (c) re-election of Director. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board is pleased to announce that all the resolutions (“**Resolutions**”) set out in the notice of the AGM dated 10 March 2009 were duly passed by the Shareholders by way of poll at the AGM held on 9 April 2009.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM was 2,796,500,247 Shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the AGM.

The poll results in respect of the Resolutions were as follows:

	<b>Resolutions</b>	<b>FOR Number of Shares (%)</b>	<b>AGAINST Number of Shares (%)</b>
1.	To receive and approve the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2008	625,351,900 (100%)	0 (0%)
2.	(a) To re-elect Mr. Leung Ngai Man as a Director	625,351,900 (100%)	0 (0%)
	(b) To authorise the Board to fix the Directors' remuneration	625,351,900 (100%)	0 (0%)
3.	To re-appoint the Company's auditors and to authorise the Board to fix their remuneration	625,351,900 (100%)	0 (0%)
4.	To grant to the Directors a general mandate to allot, issue and deal with unissued Shares in the capital of the Company	625,351,900 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase the Shares	625,351,900 (100%)	0 (0%)
6.	To add the nominal amount of the repurchased Shares to the general mandate to issue Shares granted pursuant to resolution no. 4	625,351,900 (100%)	0 (0%)
7.	To refresh the General Scheme Limit	625,351,900 (100%)	0 (0%)

## **RETIREMENT OF DIRECTOR**

The Board announces that Mr. Chan Sing Fai (“**Mr. Chan**”) retired from his office of an independent non-executive Director by rotation at the AGM, pursuant to Article 87 of the articles of association of the Company and would not offer himself for re-election, due to the fact that he would like to spend more time pursuing his business development. Mr. Chan also resigned as a member of each of the audit committee and the remuneration committee of the Company simultaneously.

Mr. Chan has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the Stock Exchange and the 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. Chan for his valuable contributions to the Company during his tenure of office.

Following Mr. Chan's retirement, 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 GEM Listing Rules respectively. The Company is identifying a suitable candidate to fill the vacancy of an independent non-executive Director and a member of the audit committee of the Company 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 9 April 2009, being the date of retirement of Mr. Chan. 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**  
**Leung Ngai Man**  
*Chairman & Executive Director*

Hong Kong, 9 April 2009

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

*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).*