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中國礦業資源集團有限公司*
China Mining Resources Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 5 JUNE 2009,
CHANGE IN DIRECTORSHIP,
RE-DESIGNATION OF CHAIRMAN,
APPOINTMENT OF DEPUTY CHAIRMAN AND
APPOINTMENT OF CHIEF EXECUTIVE OFFICER**

RESULT OF THE AGM

The Board is pleased to announce that all the proposed resolutions have been duly passed by the Shareholders by way of poll at the AGM held on 5 June 2009.

CHANGE IN DIRECTORSHIP

Further to the AGM held on 5 June 2009, the Board announces that Mr. Cai Yuan has retired by rotation at the AGM pursuant to the Bye-laws of the Company and has not offered himself for re-election at the AGM in order to pursue other business interests. Mr. Cai has confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

**RE-DESIGNATION OF CHAIRMAN, APPOINTMENT OF DEPUTY CHAIRMAN AND
APPOINTMENT OF CHIEF EXECUTIVE OFFICER**

The Board announces the re-designation of Dr. You Xian Sheng, an executive Director, as the Chairman of the Board in place of Mr. Cai and the appointment of Mr. Chen Shou Wu, an executive Director, as the Deputy Chairman of the Board and the chief executive officer of Company (both in place of Dr. You Xian Sheng), all with effect from 5 June 2009. Dr. You Xian Sheng has resigned from the position of chief executive officer of the Company and Mr. Chen Shou Wu has resigned from the position of executive vice president of the Company on the same date.

* for the purpose of identification only

References are made to the circular of the Company dated 27 April 2009 (the “**Circular**”) and the notice of the AGM dated 27 April 2009 (the “**Notice**”). Unless the context requires otherwise, terms used herein shall bear the same meanings as those defined in the Circular.

RESULTS OF THE AGM

At the AGM held on 5 June 2009, all proposed resolutions as set out in the Notice were taken by poll pursuant to Rule 13.39(4) of the Listing Rules. The Company’s Hong Kong branch share registrars and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The Board is pleased to announce that all the proposed resolutions have been duly passed by the Shareholders by way of poll at the AGM. The poll results of the resolutions are as follows:

	Ordinary resolutions	Number of votes (Approximate percentage of the total votes casted at the AGM)	
		For	Against
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2008.	1,139,398,200 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Wang Hui as a director of the Company.	1,139,636,200 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Chen Shou Wu as a director of the Company.	1,139,636,200 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Chan Sze Hon as a director of the Company.	1,139,636,200 (100.00%)	0 (0.00%)
	(d) To authorize the board of directors of the Company to fix the directors’ remuneration.	1,139,636,200 (100.00%)	0 (0.00%)
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorize the board of directors of the Company to fix their remuneration.	1,139,638,200 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the directors to issue, allot and deal with additional shares not exceeding 20% of the existing issued share capital of the Company.	1,091,266,200 (95.76%)	48,372,000 (4.24%)
5.	To grant a general mandate to the directors to repurchase shares not exceeding 10% of the total nominal amount of the existing issued share capital of the Company.	1,139,638,200 (100.00%)	0 (0.00%)
6.	To extend the general mandate to the directors to issue shares by the number of shares of the Company repurchased.	1,091,242,200 (95.76%)	48,370,000 (4.24%)
7.	To refresh the 10% general limit on grant of options under the share option scheme of the Company.	1,079,020,200 (94.68%)	60,588,000 (5.32%)

Note: The full text of the resolution was set out in the notice of the AGM dated 27 April 2009.

As at the date of the AGM, the Company had 6,130,784,853 Shares in issue. The total number of Shares held by the Shareholders who were entitled to attend and vote for or against each of the ordinary resolutions is 6,130,784,853 and there was no Shareholder entitling to attend the AGM and vote only against any of the resolutions proposed at the AGM.

CHANGE IN DIRECTORSHIP

Further to the AGM, the Board announces that Mr. Cai Yuan (“**Mr. Cai**”) has retired as an executive Director by rotation at the AGM pursuant to the Bye-laws of the Company and has not offered himself for re-election at the AGM in order to pursue other business interests.

Mr. Cai has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that will need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express gratitude to Mr. Cai for his valuable contribution to the Company during his tenure of service with the Company.

RE-DESIGNATION OF CHAIRMAN, APPOINTMENT OF DEPUTY CHAIRMAN AND APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The Board announces the re-designation of Dr. You Xian Sheng, an executive Director, as the Chairman of the Board in place of Mr. Cai and the appointment of Mr. Chen Shou Wu, an executive Director, as the Deputy Chairman of the Board and the chief executive officer of the Company (both in place of Dr. You Xian Sheng), all with effect from 5 June 2009. Dr. You Xian Sheng has resigned from the position of chief executive officer of the Company and Mr. Chen Shou Wu has resigned from the position of executive vice president of the Company on the same date.

Dr. You Xian Sheng (游憲生博士) (“Dr. You”), aged 55, was appointed as an executive director, chief executive officer and the deputy chairman of the Company on 31 January 2008. Dr. You graduated from Chengdu Geological College (成都地質學院) in 1977. Dr. You has also obtained a master’s degree in Economics from Nankai University (南開大學) and a doctorate degree in Industrial Economics from Fudan University (復旦大學). Dr. You has been engaged in geological survey related work for almost 20 years. In 1972, Dr. You joined Geology and Petroleum Team (地質石油隊) of Fujian Province and has become brigade leader of 2nd Hydro-geology Brigade (第二水文地質大隊) of Fujian Province and the general manager of Fujian Geo-engineering Investigation Corporation. In 1992, Dr. You was appointed as deputy commissioner (副專員) and commissioner of the administrative office (行政公署) of Longyan District, Fujian Province, the mayor of the People’s Government of Longyan City (龍岩市人民政府), Fujian Province and was later appointed as the chairman of Department of Electronic Industry (電子工業廳廳長) and the chairman of Department of Information Industry (信息產業廳廳長) of Fujian Province. Prior to joining the Company, Dr. You was the chairman of the board of directors and the managing director of Fujian Haihong Science & Technology Development Co., Ltd (福建海宏科技發展有限公司).

Save as disclosed herein, as at the date of this announcement, (a) Dr. You does not have any relationship with any directors, senior management or substantial shareholders of the Company, and (b) there are no other matters concerning Dr. You that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Dr. You did not hold any other directorships in any listed public companies in the last three years.

Pursuant to a letter of appointment dated 31 January 2008 which was supplemented by a letter agreement dated 14 October 2008 (“**Dr. You’s Letter of Appointment**”) entered into between the Company and Dr. You, the appointment of Dr. You is for an initial term of three years and his appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Dr. You will be entitled to an annual remuneration of HK\$1,500,000.00. Dr. You will also be entitled to a discretionary bonus, share options under the share options scheme of the Company and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company. Dr. You’s remuneration was fixed with reference to his duties and responsibilities with the Company as well as the Company’s remuneration policy.

As at the date of this announcement and pursuant to Part XV of the SFO, Dr. You is beneficially interested in 40,000,000 underlying Shares in respect of the share options granted by the Company pursuant to the Share Option Scheme, representing approximately 0.65% of the issued share capital of the Company as at the date of this announcement. Save as disclosed herein, as at the date of this announcement, Dr. You does not have any other interest in Shares within the meaning of Part XV of the SFO.

Mr. Chen Shou Wu (“Mr. Chen”), aged 45, was appointed as an executive vice president and chief investment officer of the Company on 17 September 2007 and was subsequently appointed as an executive Director on 21 December 2007.

Mr. Chen graduated from Jilin University (吉林大學), the People’s Republic of China (“**PRC**”) with a bachelor’s degree in Mineral Resources Exploration in 1985 and a master’s degree of Geological Science in 1988. He has also obtained a master’s degree in Business Administration from Richard Ivey Business School of University of Western Ontario in Canada in 2003.

Prior to joining the Company, Mr. Chen worked for Standard Bank as a senior vice president in the mining and metals division. For the period from 2003 to 2007, Mr. Chen has worked for Kingsway Group, an investment banking firm, as a senior mining analyst, Golden China Management Inc., a venture capital firm, as a business development manager, and Golden China Resources Corporation (GCX — Toronto Stock Exchange), a public company listed on the Toronto Stock Exchange which is engaged in the mining business, as a merchant banking manager. Mr. Chen has over 10 years of experience in the precious metals sector in the PRC. He was the council member of China Gold Society (中國黃金學會) and a research professor in the Shenyang Institute of Geology and Mineral Resources of the Ministry of Land and Resources (國土資源部) of the PRC.

Save as disclosed herein, as at the date of this announcement, (a) Mr. Chen does not have any relationship with any directors, senior management or substantial shareholders of the Company, and (b) there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Chen did not hold any other directorships in any listed public companies in the last three years.

Pursuant to a letter of appointment dated 21 December 2007 entered into between the Company and Mr. Chen, (i) the appointment of Mr. Chen is for an initial term of one year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company, and (ii) Mr. Chen shall be entitled to an annual remuneration of HK\$1,365,000.00 which comprises an annual basic salaries of HK\$1,040,000.00 and an annual allowance of HK\$325,000.00. Mr. Chen's remuneration was fixed with reference to his duties and responsibilities with the Company, his performance, the overall progress of the business of the Company as well as the Company's remuneration policy. Mr. Chen shall be entitled to a discretionary bonus payment to be decided by the Board of the Company from time to time.

As at the date of this announcement and pursuant to Part XV of the SFO, Mr. Chen is beneficially interested in 35,000,000 underlying Shares in respect of the share options granted by the Company pursuant to the Share Option Scheme, representing approximately 0.57% of the issued share capital of the Company as at the date of this announcement. Save as disclosed herein, as at the date of this announcement, Mr. Chen does not have any other interest in Shares within the meaning of Part XV of the SFO.

By Order of the Board
China Mining Resources Group Limited
Chen Shou Wu
Executive Director

Hong Kong, 5 June 2009

As at the date of this announcement, the board of directors of the Company comprises Dr. You Xian Sheng, Mr. Chen Shou Wu, Mr. Wang Hui and Mr. Yeung Kwok Kuen as executive directors, Mr. Lam Ming Yung as non-executive director, Mr. Chan Sze Hon, Mr. Chu Kang Nam, Mr. Goh Choo Hwee and Mr. Lin Xiang Min as independent non-executive directors.