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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)**

**APPOINTMENT OF A DIRECTOR,  
RESIGNATION OF DIRECTORS, DEPUTY CHAIRMAN,  
CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER  
AND QUALIFIED ACCOUNTANT,  
CHANGE OF AN AUTHORISED REPRESENTATIVE,  
APPOINTMENT OF A MEMBER OF AUDIT COMMITTEE  
AND NOMINATION COMMITTEE  
AND CHANGE OF MEMBERS OF REMUNERATION COMMITTEE**

**RESIGNATION OF DIRECTORS, DEPUTY CHAIRMAN, CHIEF EXECUTIVE OFFICER,  
CHIEF FINANCIAL OFFICER AND QUALIFIED ACCOUNTANT**

The board of directors (the “**Board**”) of China Mining Resources Group Limited (the “**Company**”) announces that Mr. Chen Shou Wu (“**Mr. Chen**”) has rendered his letter of resignation and would resign as an executive director of the Company with effect from 1 March 2014 in order to pursue other business interests. Mr. Chen would also resign as the deputy chairman, the chief executive officer and the chief investment officer of the Company, all with effect from 1 March 2014.

The Board also announces that Mr. Yeung Kwok Kuen (“**Mr. Yeung**”) has rendered his letter of resignation and would resign as an executive director of the Company with effect from 1 March 2014 in order to pursue other business interests. Mr. Yeung would also resign as the chief financial officer and the qualified accountant of the Company and a member of remuneration committee of the Company, all with effect from 1 March 2014.

Mr. Chen and Mr. Yeung have both confirmed that they do not have any disagreement with the Board resulting in their resignation and that there are no other matters relating to their resignation which needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Chen and Mr. Yeung for their contribution during their term of office with the Company.

\* *For identification purpose only*

## **CHANGE OF AUTHORISED REPRESENTATIVE**

The Board announces that Mr. Yeung would be resigned as the authorised representative of the Company for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and for accepting service of process and notices on behalf of the Company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) all with effect from 1 March 2014.

The Board is also pleased to announce that Mr. Wang Hui, the executive director of the Company, would be appointed as the authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules and for accepting service of process and notices on behalf of the Company under Part XI of the Companies Ordinance all with effect from 1 March 2014.

## **APPOINTMENT OF A DIRECTOR, APPOINTMENT OF A MEMBER OF AUDIT COMMITTEE AND NOMINATION COMMITTEE AND CHANGE OF MEMBERS OF REMUNERATION COMMITTEE**

The Board is pleased to announce that Mr. Ngai Sai Chuen (“**Mr. Ngai**”) has been appointed as an independent non-executive director of the Company with effect from 1 March 2014. Mr. Ngai would also be appointed as a member of each of the audit committee, remuneration committee and nomination committee of the Company, all with effect from 1 March 2014.

The Board is also pleased to announce that Mr. Fang Yi Quan (“**Mr. Fang**”) would be appointed as a member of the remuneration committee of the Company with effect from 1 March 2014.

As from 1 March 2014, the audit committee of the Company comprises Mr. Chong Cha Hwa (chairman), Mr. Chu Kang Nam and Mr. Ngai Sai Chuen, the remuneration committee of the Company comprises Mr. Chong Cha Hwa (chairman), Mr. Chu Kang Nam, Mr. Ngai Sai Chuen and Mr. Fang Yi Quan and the nomination committee of the Company comprises Mr. Chong Cha Hwa (chairman), Mr. Chu Kang Nam and Mr. Ngai Sai Chuen.

### **Mr. Ngai Sai Chuen**

Mr. Ngai Sai Chuen (“**Mr. Ngai**”), aged 63. Mr. Ngai was awarded an associate degree by a college in the PRC in 1987. He worked for the railway system in Fuzhou for ten years from 1972. He then acted as a deputy section chief of Fujian People’s Government General Office until 1989. From 1989 to 1994, he acted as the general manager of a subsidiary company of China Fujian Corp for International Techno-Economic Corporation. He then acted as the department manager of Fujian Economy Consultation Company until 2004. Currently, he is a director of Jadford International Limited and acts as consultant of Space (Fujian) Information Technology Development Limited. During the period from 1 February 2010 to 17 February 2014, Mr. Ngai was an independent non-executive director of Buildmore International Limited (Stock Code: 108), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Pursuant to a letter of appointment dated 24 February 2014 entered into between the Company and Mr. Ngai, the appointment of Mr. Ngai 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. Mr. Ngai is entitled to an annual remuneration of HK\$180,000. Mr. Ngai's remuneration was fixed with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy. Save as disclosed, Mr. Ngai will not be entitled to any bonus payment.

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

As at the date of this announcement, Mr. Ngai does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO").

### **Mr. Fang Yi Quan**

Mr. Fang Yi Quan ("**Mr. Fang**"), aged 64, was appointed as an executive director of the Company on 23 November 2011. Mr. Fang is also a director of several subsidiaries of the Company.

Mr. Fang was graduated from Fujian Medical University in September 1974 and is a senior economist. Mr. Fang joined the PRC Communist Party in 1970 and was promoted as a military officer (軍官) to the Communist Party in the same year. Mr. Fang participated in People's Liberation Army from February 1968 to October 1999 and was honoured with Second Class (二等功) and Third Class (三等功) awards by the government of People's Republic of China. Mr. Fang has over 30 years of experience in management and his management effort has been recognised by the Chinese government over the years. During his service with the People's Liberation Army, Mr. Fang worked in Fujian Mingqing Pharmaceutical Factory (福建閩清製藥廠) of the People's Liberation Army as factory director, Party Secretary (黨委書記) and legal representative (法人代表). During his service, Fujian Mingqing Pharmaceutical Factory has received a number of awards from the People's Liberation Army General Logistic Department and Nanjun Military Region. From October 1999 to June 2011, Mr. Fang has been working for Fujian Jingxie Group Company (福建經協集團公司) as its group chairman, general manager and Party Secretary (黨委書記). In 1996, Mr. Fang was awarded the rank of senior colonel by the Central Military Commission.

Pursuant to a letter of appointment dated 23 November 2011, a supplemental letter dated 26 August 2013 and a renewal services contract dated 18 November 2013 entered into between the Company and Mr. Fang, (i) the appointment of Mr. Fang is for an initial term of one year, which is renewable for a further term of one year, 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, (ii) Mr. Fang shall be entitled to an annual remuneration of HK\$480,000 and (iii) Mr. Fang shall also be entitled to a discretionary bonus, share options under the share option 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.

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

As at the date of this announcement and pursuant to Part XV of the SFO, Mr. Fang is beneficially interested in 13,000,000 underlying shares of the Company in respect of the share options granted by the Company pursuant to the share option scheme of the Company, representing approximately 0.14% of the issued ordinary share capital of the Company as at the date of this announcement. Save as disclosed herein, as at the date of this announcement, Mr. Fang does not have any other interest in shares of the Company within the meaning of Part XV of the SFO.

The Board would like to take this opportunity to welcome Mr. Ngai to join the Board.

By order of the Board  
**China Mining Resources Group Limited**  
**Chen Shou Wu**  
*Deputy Chairman and Chief Executive Officer*

Hong Kong, 28 February 2014

*As at the date of this announcement, the Board comprises Mr. Chen Shou Wu, Mr. Wang Hui, Mr. Yeung Kwok Kuen and Mr. Fang Yi Quan as executive directors, Mr. Chong Cha Hwa, and Mr. Chu Kang Nam as independent non-executive directors.*