CHINA NATURAL RESOURCES INC
Form 6-K
December 05, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 6-K

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REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of December 2008.

Commission File Number 0-26046

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China Natural Resources, Inc.

(Translation of registrant's name into English)

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Room 2205, 22/F, West Tower, Shun Tak Centre,

168-200 Connaught Road C., Sheung Wan, Hong Kong

(Address of principal executive offices)

Indicate by check mark whether the registrant files of will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F þ Form 40-F ¨

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ¨

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ¨

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12b3-2(b) under the Securities Exchange Act of 1934.
Yes ¨ No þ.

If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12b3-2(b): 82-_____.

Effective Date of Action by Written Consent of Members

As previously reported in the Company s definitive information statement relating to its 2008 annual meeting of members, on October 31, 2008, Feishang Mining Holdings Limited, the holder of 11,980,593 common shares (constituting approximately 61.1% of the Company s outstanding common shares as of the record date), executed a written consent in lieu of meeting of members to (a) elect Li Feilie and Ng Kin Sing as Class I Directors for a term ending immediately following the registrant s 2011 annual meeting of members, (b), ratify and approve all emoluments to directors heretofore fixed by the Board of Directors, (c) empower the Board of Directors to fix future emoluments to directors without further approval by members; and, in the Board s discretion, to amend or repeal Article 80 of the Company s Articles and Memorandum of Association accordingly and (d) ratify the appointment of GHP Horwath, P.C. as the Company s independent registered public accounting firm for the year ending December 31, 2008.

The written consent in lieu of meeting of members provides that the actions taken will become effective not less than 20 days following the date that the Company s definitive information statement is first disseminated to members.

This Current Report is filed to disclose that the actions taken by members on October 31, 2008 became effective on December 1, 2008. The date these actions became effective is also deemed to be the date of the Company s 2008 annual meeting of members.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunder duly authorized.

CHINA NATURAL RESOURCES, INC.

By: /s/ Li Feilie
Li Feilie

President and Chief Executive Officer

Date: December 5, 2008