



SOUTH CHINA RESOURCES, INC.

3/F Low Rise Pacific Star Bldg., Sen. Gil Puyat Ave. cor. Makati Ave., Makati City
Metro Manila, Philippines

May 27, 2011

The Disclosure Department

3/F Philippine Stock Exchange, Inc.

Ayala Triangle, Ayala Ave.

Makati City, Philippines 1226

Attention: **Ms. JANET A. ENCARNACION**
Head, Disclosure Department

Gentlemen:

The stockholders of the issuer (referred herein as the “Company”) at their annual meeting held on May 27, 2011, have re-elected the following Directors for the ensuing year:

Edgardo P. Reyes
Wilfrido P. Reyes
Belen R. Castro
Francisco M. Bayot, Jr.
Manuel G. Arteficio

Among the directors stated above, Mr. Manuel G. Arteficio and Mr. Francisco M. Bayot, Jr. are Independent Directors.

That at the same annual meeting, the accounting firm of Sycip Gorres Velayo & Co. was re-appointed as the Company’s external auditors for the fiscal year 2011 with Mr. John C. Ong being appointed as Engagement Partner.

That after the annual stockholders’ meeting, the Board of Directors at its organizational meeting re-elected the following Officers for the ensuing year:

Edgardo P. Reyes	-	Chairman
Wilfrido P. Reyes	-	President
Belen R. Castro	-	Vice President & Treasurer
Magilyn T. Loja	-	Corporate Secretary
David R. Baladad	-	Vice President for Operations and Compliance Officer
Zosimo L. Padro, Jr.	-	Vice President for Finance

and that the following Directors were designated members of the following Committees:

Executive Committee

Edgardo P. Reyes	-	Chairman
Wilfrido P. Reyes	-	Member
Manuel G. Arteficio	-	Member

Nomination & Remuneration Committee

Francisco M. Bayot, Jr.	-	Chairman
Wilfrido P. Reyes	-	Member
Belen R. Castro	-	Member

Audit Committee

Manuel G. Arteficio	-	Chairman
Edgardo P. Reyes	-	Member
Wilfrido P. Reyes	-	Member

That at the aforesaid annual meeting, at least two-thirds (2/3) of the stockholders of the registrant, at its annual stockholders meeting just adjourned, approved the amendments to the Company's By-Laws, in accordance with the recommendation of the Board of Directors, in order to make the same compliant with the Corporate Governance Guidelines for Companies Listed on the Philippine Stock Exchange and the Revised Code of Corporate Governance of the Securities and Exchange Commission. Among the changes made are the following:

- a. Amending the provision on special meetings of stockholders, providing for the contents of the written request for a special meeting of the stockholders;
- b. Amending the provision on the sending out of notices for regular and special meetings of stockholders;
- c. Amending the provision on the closing of transfer books and fixing of record date;
- d. Adding a provision on independent directors, which shall compose at least thirty percent (30%) of the Board of Directors;
- e. Adding a provision detailing the guidelines in the determination of the number of directorships which may be simultaneously held by directors;

- f. Adding a provision specifying the duties and responsibilities of directors;
- g. Amending the provision on the conduct of regular meetings of the Board of Directors, in order to allow the conduct thereof via teleconferencing or videoconferencing;
- h. Amending the provisions detailing the functions of the President, Chairman, and Chief Executive Officer, in order to clarify and properly delineate the same;
- i. Adding a provision requiring the appointment of a Compliance Officer;
- j. Adding an article providing for the creation of the following committees: Executive Committee, Audit Committee, and Nomination and Remuneration Committee; and
- k. Amendment of the provision on the external auditor, requiring the proper recording of the reason/s and date/s of the resignation, dismissal, or cessation from service of the external auditor.

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Yours faithfully,



DAVID R. BALADAD
Corporate Information Officer/
VP – Operations