



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

Website: www.citicresources.com

(Stock Code: 1205)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of CITIC Resources Holdings Limited (the "Company") will be held at Aberdeen Room, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 June 2004 at 3:15 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

No. 1

1. "THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting approval for the listing of, and permission to deal in, the shares of HK\$0.05 each (the "Shares") in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the new share option scheme (the "Scheme", the rules of which are contained in the document marked "A" produced to the meeting and for the purposes of identification is signed by the Chairman of the meeting), the adoption of the Scheme be and is hereby approved and any director of the Company be and is hereby authorised to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to implement and give full effect to the Scheme including but without limitation to the generality of the foregoing:

- (A) power and authority to administer the Scheme and grant options under the Scheme in accordance with its terms;
- (B) the right to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited relating to modification and/or amendment of the Scheme; and
- (C) the right to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options granted under the Scheme provided always that the total number of Shares subject to the Scheme, when aggregated with any Shares subject to any other share option schemes of the Company, shall not exceed 10 per cent. of the relevant class of the issued share capital of the Company as at the date of passing of this ordinary resolution, but the Company may seek approval of its shareholders in general meeting to renew the 10 per cent. limit under the Scheme provided that the maximum number of Shares which may be issued upon exercise of all outstanding options granted under the Scheme and any other share option schemes of the Company shall not exceed 30 per cent. of the relevant class of the issued share capital of the Company from time to time."

No. 2

2. "THAT conditional upon the passing of the ordinary resolution specified as Resolution No. 1 ("Resolution No. 1") set out in the notice convening this meeting, the existing share option scheme of the Company which was adopted by the Company on 21 August 1997 be terminated with effect from the date on which Resolution No. 1 shall become unconditional."

By Order of the Board

Li So Mui

Company Secretary

Hong Kong, 29 April 2004

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed.
3. Where there are joint holders of a share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the meeting personally or by proxy, then one of the holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
4. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the head office and principal place of business of the Company in Hong Kong situated at Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy as indicated above, this form of proxy will be deemed to have been revoked.

As at the date hereof, the board of directors of the Company is comprised of ten directors, of whom eight are executive directors, namely, Mr. Kwok Viem, Peter, Mr. Ma Ting Hung, Ms. Li So Mui, Mr. Mi Zengxin, Mr. Qiu Yiyong, Mr. Sun Xinguo, Mr. Zeng Chen and Mr. Zhang Jijing, and two are independent non-executive directors, namely Mr. Fan Ren Da, Anthony and Mr. Tsang Link Carl, Brian.