



## **CITIC RESOURCES HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

*Website: [www.citicresources.com](http://www.citicresources.com)*

(Stock Code: 1205)

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “Meeting”) of CITIC Resources Holdings Limited (the “Company”) will be held at Pacific Place Conference Centre, Tien Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 26 July 2005 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolutions set down below, all of which will be proposed as ordinary resolutions.

#### **RESOLUTION NO. 1**

**“THAT:**

- (a) the conditional grant of an option to Mr. Kwok Peter Viem (the “Kwok Option”) under the share option scheme adopted by the Company on 30 June 2004 (the “Scheme”) to subscribe for 45,683,116 ordinary shares of HK\$0.05 each in the share capital of the Company (the “Shares”) at the exercise price of HK\$1.08 per Share, details of which are set out in the circular of the Company dated 11 July 2005 (the “Circular”), be and is hereby approved, confirmed and ratified; and the directors of the Company (the “Directors”) or a duly authorised committee thereof be and are hereby authorised to do any acts or things or to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in order to give effect to the grant of the Kwok Option; and
- (b) the conditional grant of an option to Mr. Ma Ting Hung (the “Ma Option”) under the Scheme to subscribe for 45,683,116 Shares at the exercise price of HK\$1.08 per Share, details of which are set out in the Circular, be and is hereby approved, confirmed and ratified; and the Directors or a duly authorised committee thereof be and are hereby authorised to do any acts or things or to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in order to give effect to the grant of the Ma Option.”

#### **RESOLUTION NO. 2**

**“THAT** notwithstanding Rules 10.1(D), (E) and (I) of the Scheme (as defined in Resolution No. 1 as set out in this notice), the options granted under the Scheme on 2 June 2005 to the executive Directors (as defined in Resolution No. 1 as set out in this notice) in respect of an aggregate number of 53,633,768 Shares (as defined in Resolution No. 1 as set out in this notice), the Kwok Option and the Ma Option (each as defined in Resolution No. 1 as set out in this notice) and the options granted under the Scheme on 2 June 2005 to certain employees of and consultants to the Company and its subsidiaries in respect of an aggregate number of 22,000,000 Shares shall (to the extent not already exercised) lapse upon the expiration of 18 months after the date the holder thereof, for reasons other than death or dismissal or termination on the ground of misconduct, ceases to be a Director or an employee of or a consultant to the Company and its subsidiaries provided always that the board of Directors shall have the discretion to increase the period of 18 months (but not so as to extend the period of such option beyond its expiry date) subject to the approval of the independent non-executive Directors.”

By Order of the Board  
**Li So Mui**  
*Company Secretary*

Hong Kong, 11 July 2005

*Head Office and Principal Place of Business:*

Suites 3001-3006  
30/F, One Pacific Place  
88 Queensway  
Hong Kong

*Notes:*

- (1) Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his stead. Any such member who is a holder of two or more shares may appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
- (2) A form of proxy for use at the Meeting is enclosed herewith.
- (3) In order to be valid, the form of proxy together with the power of attorney 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 Suites 3001-3006, 30/F, One Pacific Place, 88 Queensway, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the Meeting (or any adjournment thereof) should they so wish. If a member who has lodged a form of proxy attends the Meeting, his form of proxy will be deemed to have been revoked.
- (4) If there are joint registered holders of a share in the Company, any one of such joint holders 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 be present at the Meeting personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the executive directors of the Company are Mr. Kwok Peter Viem; 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 the independent non-executive directors are Mr. Chan Mo Po, Paul; Mr. Fan Ren Da, Anthony and Mr. Tsang Link Carl, Brian.*

Please also refer to the published version of this announcement in The Standard.