The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)
Website: www.citicresources.com
(Stock Code: 1205)

PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES,

CONNECTED TRANSACTION RELATING TO KEENTECH SUBSCRIPTION,

RENEWAL OF GENERAL MANDATE AND

RESUMPTION OF TRADING IN SHARES

Placing Agents





Placing and Subscription Agreement

On 9 February 2007, USI, the Company and the Placing Agents entered into the Placing and Subscription Agreement, pursuant to which the Placing Agents will procure purchasers to acquire, on a best efforts basis, and USI will sell, the Placing Shares at the Placing Price of HK\$2.46 per Placing Share.

The Placing Shares represent 13.20% of the issued share capital of the Company as at the Last Trading Day. The Placing Price represents (i) a discount of 5.02% to the closing price of HK\$2.59 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a premium of 2.93% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the five trading days immediately prior to and including the Last Trading Day; and (iii) a premium of 2.93% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the ten trading days immediately prior to and including the Last Trading Day.

Pursuant to the Placing and Subscription Agreement, USI has conditionally agreed to subscribe for the Top-Up Subscription Shares which are equal to the number of Placing Shares at a price equal to the Placing Price. The Top-Up Subscription Shares will represent 11.66% of the issued share capital of the Company as enlarged by the issue of the Top-Up Subscription Shares.

Keentech Subscription Agreement

On 9 February 2007, the Company and Keentech entered into the Keentech Subscription Agreement, pursuant to which Keentech will subscribe for the Keentech Subscription Shares at the Keentech Subscription Price.

The Keentech Subscription Shares represent 3.01% of the issued share capital of the Company as at the Last Trading Day. The Keentech Subscription Price of HK\$2.46 represents (i) a discount of 5.02% to the closing price of HK\$2.59 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a premium of 2.93% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the five trading days immediately prior to and including the Last Trading Day; and (iii) a premium of 2.93% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the ten trading days immediately prior to and including the Last Trading Day.

Immediately after completion of the Top-Up Subscription and the Keentech Subscription, Keentech will hold 39.66% of the issued share capital of the Company as enlarged by the issue of the Top-Up Subscription Shares and the Keentech Subscription Shares.

Connected Transaction

Keentech is a connected person of the Company under the Listing Rules. The Keentech Subscription is a connected transaction for the Company under the Listing Rules and requires the approval of the Independent Shareholders.

A circular containing, among other things, further details relating to the Keentech Subscription, a letter from the Independent Board Committee, a letter from an independent financial adviser to the Independent Board Committee and the Independent Shareholders and a notice convening the SGM to approve the Keentech Subscription will be despatched to Shareholders as soon as practicable.

Renewal of General Mandate

It is proposed that the General Mandate in favour of the Directors to issue new Shares shall be renewed subject to the approval of the Independent Shareholders at the SGM.

Use of Proceeds

The aggregate net proceeds from the Top-Up Subscription and the Keentech Subscription are estimated to be about HK\$1,683 million. The Company intends to use such proceeds to finance, or contribute to the financing of, future acquisitions including the acquisition of the Potential Assets should the Company elect to exercise the Purchase Right, repay existing indebtedness of the Company and as general working capital.

Suspension and Resumption of Trading

Trading in the Shares was suspended at the request of the Company from 9:30 a.m. on 9 February 2007 pending the release of this announcement. The Company has applied for the resumption of trading in the Shares with effect from 9:30 a.m. on 12 February 2007.

PLACING AND SUBSCRIPTION AGREEMENT DATED 9 FEBRUARY 2007

Parties:

- (a) USI;
- (b) the Company; and
- (c) the Placing Agents.

The Placing Shares:

570,000,000 existing Shares, representing 13.20% of the issued share capital of the Company as at the Last Trading Day, to be placed by the Placing Agents on a best efforts basis.

Placement to:

Not less than six professional, institutional and/or individual investors to be procured by the Placing Agents.

Placing Price:

HK\$2.46 per Placing Share

The Placing Price represents (i) a discount of 5.02% to the closing price of HK\$2.59 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a premium of 2.93% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the five trading days immediately prior to and including the Last Trading Day; and (iii) a premium of 2.93% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the ten trading days immediately prior to and including the Last Trading Day.

The Placing Price was determined after arm's length negotiations between USI, the Company and the Placing Agents, and the Board considers the Placing Price to be fair and reasonable.

Rights:

The Placing Shares are sold free from any lien, charge, encumbrance or third-party right and will receive all rights, dividends and distributions declared, paid or made in respect thereof on or after the date of completion of the Placing.

Independence of the Placing Agents and the placees:

The Placing Agents and the places to be procured by the Placing Agents are independent of and not connected with the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules).

Completion of the Placing:

On or before 13 February 2007 (or such later date as USI and the Placing Agents may mutually agree).

Subscriber:		
USI		
Issuer:		

Number of Top-Up Subscription Shares to be subscribed for:

570,000,000 new Shares which are equal to the number of Placing Shares, representing 13.20% of the issued share capital of the Company as at the Last Trading Day, and 11.66% of the issued share capital of the Company as enlarged by the issue of the Top-Up Subscription Shares.

Top-Up Subscription Price:

The Company

HK\$2.46 per Top-Up Subscription Share, which is the same as the Placing Price.

The Company will bear all the costs and expenses incurred by itself in respect of the Placing and the Top-Up Subscription and will reimburse USI for all costs and expenses incurred by it in relation to the Placing and the Top-Up Subscription.

Ranking of the Top-Up Subscription Shares:

The Top-Up Subscription Shares, when fully paid, will rank pari passu in all respects with the Shares in issue on the completion date of the Top-Up Subscription including the right to any dividends or distributions after the date of allotment.

Conditions of the Top-Up Subscription:

The Top-Up Subscription is conditional upon:

- (1) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Top-Up Subscription Shares (and such listing and permission not being subsequently revoked prior to the delivery of definitive share certificate(s) representing the Top-Up Subscription Shares:
- (2) completion of the Placing having occurred pursuant to the terms of the Placing and Subscription Agreement; and
- (3) if necessary, the Bermuda Monetary Authority granting its permission for the issue and the allotment of the Top-Up Subscription Shares.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Top-Up Subscription Shares.

Completion of the Top-Up Subscription:

Completion of the Top-Up Subscription will take place upon the fulfillment of all conditions listed above. The Top-Up Subscription must be completed on or before 23 February 2007, being 14 days from the date of the Placing and Subscription Agreement or such later date as shall be mutually agreed between the Company and USI.

Lock-up:

Pursuant to the Placing and Subscription Agreement,

- (a) USI has undertaken to the Placing Agents that (except for the sale of the Placing Shares) for a period of 90 days from 13 February 2007 (or such other date as USI and the Placing Agents may agree in writing), it will not and will procure that none of its nominees and companies controlled by it and trusts associated with it (whether individually or together and whether directly or indirectly) will (i) offer, lend, pledge, issue, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares (including the Top-Up Subscription Shares) or any interests therein beneficially owned or held by USI or any securities convertible into or exercisable or exchangeable for or substantially similar to any such Shares or interests, (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such Shares, whether any such transaction described in (i) or (ii) is to be settled by delivery of Shares or such other securities, in cash or otherwise or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii), unless with the prior written consent of the Placing Agents (such consent not to be unreasonably withheld or delayed); and
- (b) the Company has undertaken to the Placing Agents that for a period of 90 days from 13 February 2007 (or such other date as USI and the Placing Agents may agree in writing), the Company will not (except (i) for the issue and allotment of the Top-Up Subscription Shares or (ii) for the issue and allotment of Shares pursuant to the Keentech Subscription Agreement at a price no less than the Placing Price or (iii) pursuant to (A) the terms of any employee share option scheme of the Company or (B) any outstanding subscription warrants or (C) any bonus or scrip dividend or similar arrangements which provide for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with its bye-laws or (D) the conversion of outstanding convertible bonds or (E) the issue or the grant of any securities or rights entitling the holder thereof to subscribe for Shares of which the Placing Agents have actual notice as at the date of this Agreement): (1) allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares, (2) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (1), or (3) announce any intention to enter into or effect any such transaction described in (1) or (2), unless with the prior written consent of the Placing Agents (such consent not to be unreasonably withheld or delayed).

KEENTECH SUBSCRIPTION AGREEMENT DATED 9 FEBRUARY 2007

Top-Up Subscription Shares and the Keentech Subscription Shares.

Agreement and all transactions contemplated thereby;

Subscriber:

The Company

Keentech Subscription Shares:

Keentech Subscription Price:

HK\$2.46 per Keentech Subscription Share

Keentech

Issuer:

Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a premium of 2.93% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the five trading days immediately prior to and including the Last Trading Day; and (iii) a premium of 2.93% to the average closing price of HK\$2.39 per Share as quoted on the Stock Exchange for the ten trading days immediately prior to and including the Last Trading Day.
The Keentech Subscription Price was determined after arm's length negotiations between Keentech and the Company, and the Board (excluding the Independent Board Committee) considers the Keentech Subscription Price to be fair and reasonable.
Each of the Company and Keentech will bear its own costs and expenses incurred in respect of the Keentech Subscription.
Ranking of the Keentech Subscription Shares:
The Keentech Subscription Shares, when fully paid, will rank pari passu in all respects with the Shares in issue on the completion date of the Keentech Subscription including the right to any dividends or distributions after the date of allotment.
Conditions of the Keentech Subscription:
The Keentech Subscription is conditional upon:

130,000,000 new Shares, representing 3.01% of the issued share capital of the Company as at the Last Trading Day, 2.66% of the issued share capital of the Company as enlarged by the issue of the Top-Up Subscription Shares and 2.59% of the issued share capital of the Company as enlarged by the issue of the

The Keentech Subscription Price represents (i) a discount of 5.02% to the closing price of HK\$2.59 per

(1) all consents and approvals (if any) of the Stock Exchange, any relevant governmental or regulatory authorities (including the Bermuda Monetary Authority) and other relevant third parties which are necessary and essential for the entering into and the implementation of the Keentech Subscription

- (2) the approval of the Keentech Subscription Agreement and the transactions contemplated thereby by the Independent Shareholders at the SGM by resolution passed in accordance with the Listing Rules; and
- (3) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Keentech Subscription Shares (and such listing and permission not being subsequently revoked prior to the delivery of definitive share certificate(s) representing the Keentech Subscription Shares).

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Keentech Subscription Shares.

Completion of the Keentech Subscription:

Completion of the Keentech Subscription will take place upon the fulfillment of all conditions listed above. The Keentech Subscription must be completed on or before 9 August 2007 or such later date as shall be mutually agreed between the Company and Keentech.

CONNECTED TRANSACTION

Keentech is a substantial shareholder of the Company, holding 43.08% of the issued share capital of the Company as at the Last Trading Day and a connected person of the Company under the Listing Rules. The Keentech Subscription is a connected transaction for the Company under the Listing Rules and requires the approval of the Independent Shareholders.

The voting of the Independent Shareholders to approve the Keentech Subscription will be taken on a poll at the SGM. The SGM will be convened as soon as practicable at which all necessary resolutions will be proposed to approve, among other things, the Keentech Subscription Agreement and the transactions contemplated thereby.

The Company will form an Independent Board Committee to advise the Independent Shareholders on whether the Keentech Subscription is fair and reasonable. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders on the terms of the Keentech Subscription.

A circular containing, among other things, further details relating to the Keentech Subscription, a letter from the Independent Board Committee and a letter from an independent financial adviser to the Independent Board Committee and the Independent Shareholders will be despatched to Shareholders within 21 days after the publication of this announcement.

RENEWAL OF GENERAL MANDATE

The Board proposes to seek the approval of the Independent Shareholders at the SGM to renew the General Mandate so as to grant the Directors a general mandate to allot, issue and deal in Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM and any Shares repurchased by the Company.

CHANGES TO THE SHAREHOLDING AS A RESULT OF THE PLACING, THE TOP-UP SUBSCRIPTION AND THE KEENTECH SUBSCRIPTION

The shareholding structure of the Company before the Placing, after the Placing but before the Top-Up Subscription and the Keentech Subscription, after the Placing and the Top-Up Subscription but before the Keentech Subscription, and after the Placing, the Top-Up Subscription and the Keentech Subscription are as follows:

Shareholding Structure

			Immediately after the Placing but before the Top-Up		Immediately after the Placing and the Top-Up		the Placing, the Top-Up		
N 401 1 11				Subscription and the		Subscription but before the		Subscription and the	
Name of Shareholder		At present Keentech Subscription		Keentech Subscription		Keentech Subscription			
	No of Shares	%	No of Shares	%	No of Shares	%	No of Shares	%	
CITIC Group (1)	2,610,594,381	60.46	2,610,594,381	60.46	2,610,594,381	53.41	2,740,594,381	54.61	
CITIC Projects (2)	1,860,180,588	43.08	1,860,180,588	43.08	1,860,180,588	38.06	1,990,180,588	39.66	
Keentech (3)	1,860,180,588	43.08	1,860,180,588	43.08	1,860,180,588	38.06	1,990,180,588	39.66	
CITIC Australia Pty Limited									
("CA") ⁽⁴⁾	750,413,793	17.38	750,413,793	17.38	750,413,793	15.35	750,413,793	14.95	
USI (5)	572,966,000	13.27	2,966,000	0.07	572,966,000	11.72	572,966,000	11.42	
Mr. Kwok Peter Viem (5)	572,966,000	13.27	2,966,000	0.07	572,966,000	11.72	572,966,000	11.42	
Mr. Ma Ting Hung (5)	572,966,000	13.27	2,966,000	0.07	572,966,000	11.72	572,966,000	11.42	
New placees	_	_	570,000,000	13.20	570,000,000	11.66	570,000,000	11.36	
Other public Shareholders	1,134,624,000	26.27	1,134,624,000	26.27	1,134,624,000	23.21	1,134,624,000	22.61	
Total Shares outstanding	4,318,184,381	100.00	4,318,184,381	100.00	4,888,184,381	100.00	5,018,184,381	100.00	

Note:

- (1) The figure represents an attributable interest of CITIC Group through its interest in CITIC Projects and CA. CITIC Group is a company incorporated in the PRC.
- (2) The figure represents an attributable interest of CITIC Projects through its interest in Keentech. CITIC Projects, a company incorporated in the British Virgin Islands, is a direct wholly-owned subsidiary of CITIC Group.
- (3) Keentech, a company incorporated in the British Virgin Islands, is a direct wholly-owned subsidiary of CITIC Projects.
- (4) CA, a company incorporated in Australia, is a direct wholly-owned subsidiary of CITIC Group.
- (5) The figure represents an attributable interest of each of Mr. Kwok Peter Viem and Mr. Ma Ting Hung respectively as the beneficial owner of 50% each of USI.

FUND RAISING DURING THE PAST 12 MONTHS

The Company has not raised any funds from the issuance of equity securities in the 12 months immediately preceding this announcement.

REASON FOR THE PLACING, THE TOP-UP SUBSCRIPTION AND THE KEENTECH SUBSCRIPTION, AND THE USE OF PROCEEDS

Assuming full issue of the Top-Up Subscription Shares and the Keentech Subscription Shares, the total subscription monies payable by USI and Keentech will be about HK\$1,722 million. After deducting the commission, professional fees and other expenses incurred by the Company (or in respect of which the Company is liable for) in relation to the Placing, the Top-Up Subscription and the Keentech Subscription, the aggregate net proceeds are estimated to be about HK\$1,683 million and the net placing price per new Share will be HK\$2.40.

The Company intends to use such proceeds to finance, or contribute to the financing of, future acquisitions in the natural resources and energy sectors including the acquisition of the Potential Assets should the Company elect to exercise the Purchase Right pursuant to the MOU, repay existing indebtedness of the Company and as general working capital. Shareholders and potential investors should note that the Company is conducting a review of the Potential Assets but no decision has been made by the Company whether or not to exercise the Purchase Right. The Company will make such further announcement as appropriate in respect of any development concerning the Purchase Right.

The Directors have considered other fund raising methods but, having assessed the current gearing of the Company and the potential future funding requirements, consider the Top-Up Subscription and the Keentech Subscription to be the most beneficial fund raising method for the Company. In addition, the Placing and the Top-Up Subscription will assist in broadening the shareholder base and may help to increase market liquidity in the Shares.

The Board (excluding the Independent Board Committee) consider that the terms and conditions of the Keentech Subscription are fair and reasonable and on normal commercial terms and in the interests of the Group and Shareholders as a whole.

PRINCIPAL ACTIVITIES OF THE COMPANY

The Company is an integrated provider of key energy resources and commodities with business interests in aluminium smelting, coal mining, import and export of commodities, manganese mining and processing as well as in the exploration and development of oil and gas. The oil and gas sector is becoming an area in which the Company has a particular focus having recently acquired a 51% participating interest in, and assumed operatorship of, the Seram Island Non-Bula Block in Indonesia. The current principal operating businesses of the Group are located in Australia, the PRC and Indonesia.

SUSPENSION AND RESUMPTION OF TRADING

Trading in the Shares was suspended at the request of the Company from 9:30 a.m. on 9 February 2007 pending the release of this announcement. The Company has applied for the resumption of trading in the Shares with effect from 9:30 a.m. on 12 February 2007.

DEFINITIONS

As used in this announcement, the following words and phrases have the same meanings assigned:

"Board" the board of Directors

"CITIC Group, a company established in the PRC

"CITIC Projects" CITIC Projects Management (HK) Limited, a company incorporated

in the British Virgin Islands

"Citigroup" Citigroup Global Markets Asia Limited, a licensed corporation under

the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which is independent of and not connected with the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries or their respective associates

"Company" CITIC Resources Holdings Limited, a company incorporated in

Bermuda with limited liability and the Shares of which are listed on

the Stock Exchange

"Director(s)" the directors of the Company

"General Mandate" the general mandate granted by Shareholders to the Directors to issue

new Shares at the special general meeting of the Company held on

26 June 2006

"Group" the Company and its subsidiaries

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

"Independent Board Committee" an independent committee of the Board (comprising all the

independent non-executive Directors) which has been established by the Board for the purpose of advising the Independent

Shareholders on the Keentech Subscription

"Independent Shareholders" Shareholders other than Keentech and its associates as defined in

the Listing Rules

"Keentech" Keentech Group Limited, a company incorporated in the British

Virgin Islands

"Keentech Subscription" the conditional subscription by Keentech of the Keentech

Subscription Shares pursuant to the Keentech Subscription

Agreement

"Keentech Subscription Agreement" the subscription agreement dated 9 February 2007 between Keentech

and the Company in respect of the Keentech Subscription

"Keentech Subscription Price" the subscription price of HK\$2.46 per Keentech Subscription Share "Keentech Subscription Shares" 130,000,000 new Shares to be subscribed for by Keentech pursuant to the Keentech Subscription Agreement "Last Trading Day" 8 February 2007, being the last trading day before the suspension of trading of Shares on the Stock Exchange on 9 February 2007 the Rules Governing the Listing of Securities on the Stock Exchange "Listing Rules" "MOU" the legally binding memorandum of understanding dated 27 October 2006 entered into between the Company and CITIC Group pursuant to which the Company has been granted the Purchase Right (as disclosed in the Company's announcement dated 1 November 2006) "Placing" the placement of the Placing Shares to independent placees at the Placing Price Citigroup and UBS "Placing Agents" the placing and subscription agreement dated 9 February 2007 "Placing and Subscription Agreement" between USI, the Company and the Placing Agents in respect of the Placing and the Top-Up Subscription "Placing Price" the placing price of HK\$2.46 per Placing Share "Placing Shares" 570,000,000 existing Shares "Potential Assets" the Kazakhstan oil assets (as defined in the Company's announcement dated 26 October 2006) "Purchase Right" means the right granted by CITIC Group to the Company pursuant to the MOU to purchase the Potential Assets (as disclosed in the Company's announcement dated 1 November 2006). "PRC" The People's Republic of China "SGM" the special general meeting of the Company to be held for the purposes of, among other things, considering and, if thought fit, passing, with or without modifications, the resolution approving (i) the Keentech Subscription Agreement and the transactions contemplated thereby; and (ii) the renewal of General Mandate "Shares" ordinary shares of HK\$0.05 each in the share capital of the Company "Shareholders" holder(s) of Shares "Stock Exchange" The Stock Exchange of Hong Kong Limited

"Top-Up Subscription" the conditional subscription by USI of the Top-Up Subscription Shares pursuant to the Placing and Subscription Agreement "Top-Up Subscription Price" the top-up subscription price of HK\$2.46 per Top-Up Subscription Share, which is the same as the Placing Price "Top-Up Subscription Shares" 570,000,000 new Shares to be subscribed for by USI pursuant to the Placing and Subscription Agreement "USI" United Star International Inc., a company incorporated in the British Virgin Islands "UBS" UBS AG, a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which is independent of and not connected with the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries or their respective associates

By Order of the Board
CITIC Resources Holdings Limited
Kwok Peter Viem

Hong Kong dollars, the lawful currency of Hong Kong

Chairman

Hong Kong, 9 February 2007

"HK\$"

"%"

As at the date hereof, the executive directors of the Company are Mr. Kwok Peter Viem; Mr. Ma Ting Hung; Mr. Shou Xuancheng; Mr. Sun Xinguo; Ms. Li So Mui; Mr. Mi Zengxin; Mr. Qiu Yiyong; Mr. Zeng Chen and Mr. Zhang Jijing, and the independent non-executive directors are Mr. Fan Ren Da, Anthony; Mr. Ngai Man and Mr. Tsang Link Carl, Brian.

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

per cent