



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 (the “**Meeting**”) of CITIC Resources Holdings Limited (the “**Company**”) will be held at Pacific Place Conference Centre, Fuji Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 20 March 2007 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

Resolution No. 1

“**THAT** the subscription agreement dated 9 February 2007 (the “**Subscription Agreement**”) made between the Company and Keentech Group Limited (“**Keentech**”) for the subscription of 130,000,000 new shares of HK\$0.05 each (the “**Subscription Shares**”) in the share capital of the Company by Keentech at the consideration of HK\$2.46 per Subscription Share, a copy of which has been produced to the Meeting and marked “A” and signed by the Chairman of the Meeting for the purposes of identification be and is hereby approved and the execution, delivery and performance by the Company of the Subscription Agreement be and are hereby ratified, confirmed and approved AND THAT the directors of the Company (the “**Directors**”) be and are hereby authorised to do on behalf of the Company whatever they may consider necessary, desirable or expedient for the purposes of, or in connection with, the performance and implementation of the Subscription Agreement and the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement and generally to do all acts and deeds and execute all agreements and documents required or contemplated by the Subscription Agreement or otherwise and to make such amendments thereto as the Directors may consider necessary, desirable or expedient.”

Resolution No. 2

“**THAT** the authorised share capital of the Company of HK\$300,000,000 divided into 6,000,000,000 shares of HK\$0.05 each (“**Shares**”) be and is hereby increased to HK\$500,000,000 divided into 10,000,000,000 Shares by the creation of an additional 4,000,000,000 Shares, which Shares shall on their issue rank pari passu in all respects with existing issued Shares.”

Resolution No. 3

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with shares of HK\$0.05 each (“**Shares**”) in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible under the terms of any warrants of the Company; (iii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of Shares under any option scheme or similar arrangement for the grant or issue of Shares or rights to acquire Shares, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of shareholders of the Company in a general meeting; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the existing holders of Shares on the register maintained by the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

Resolution No. 4

“**THAT** subject to the passing of Resolution No. 3 set out in the notice convening this Meeting, the general mandate granted to the directors of the Company to allot, issue and deal with shares of HK\$0.05 each (“**Shares**”) in the share capital of the Company pursuant to Resolution No. 3 set out in the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority of the repurchase mandate granted by shareholders of the Company at the annual general meeting of the Company held on 26 June 2006.”

By Order of the Board
CITIC Resources Holdings Limited
Li So Mui
Company Secretary

Dated: 5 March 2007, Hong Kong

Head Office and Principal Place of Business in Hong Kong:
Suites 3001-3006
30/F, One Pacific Place
88 Queensway
Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead in accordance with the bye-laws of the Company. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the Meeting is enclosed.
- (3) 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 such power or 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 were 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 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.