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CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

CONTINUING CONNECTED TRANSACTIONS

CITIC Dameng JV, an indirect non wholly-owned subsidiary of the Company, has entered into the Relevant Contracts with Guangxi Dameng, a substantial shareholder of CITIC Dameng JV, and the Guangxi Dameng Associates, which constitute or will constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Details of the Relevant Contracts, the Continuing Connected Transactions and the Annual Caps for year ending 31 December 2007 are set out in this announcement.

The Continuing Connected Transactions are subject to the reporting, announcement and annual review requirements of Chapter 14A of the Listing Rules but are exempt from the independent shareholders' approval requirements of Rule 14A.35 of the Listing Rules.

BACKGROUND

CITIC Dameng JV is an indirect non wholly-owned subsidiary of the Company and is engaged in the mining and processing of manganese and sale of manganese products.

Guangxi Dameng owns 40% of the equity of CITIC Dameng JV, and each of the Guangxi Dameng Associates is an associate of Guangxi Dameng.

CITIC Dameng JV has entered into the Relevant Contracts with Guangxi Dameng and the Guangxi Dameng Associates pursuant to which CITIC Dameng JV will, amongst other things, purchase raw materials and consumable goods from or sell manganese products and raw materials to Guangxi Dameng and the Guangxi Dameng Associates in the ordinary course of its business. Such transactions constitute or will constitute continuing connected transactions for the Company under the Listing Rules.

Details of the Relevant Contracts, the Continuing Connected Transactions and the Annual Caps for the year ending 31 December 2007 are set out below in this announcement.

DESCRIPTION OF RELEVANT CONTRACTS AND CONTINUING CONNECTED TRANSACTIONS

(A) Daxin Guinan CCT

(1) Daxin Guinan Contract details

Date:

15 November 2007

Parties:

(a) CITIC Dameng JV

(b) Daxin Guinan

Subject matter:

Purchase of sulphuric acid and steam from and sale of sulphur, materials, water and electricity to Daxin Guinan by CITIC Dameng JV.

(2) Annual Cap

In relation to the purchase of sulphuric acid and steam from Daxin Guinan, the Annual Cap is RMB41,900,000 (HK\$41,900,000).

In relation to the sale of sulphur, materials, water and electricity to Daxin Guinan, the Annual Cap is RMB23,400,000 (HK\$23,400,000).

The Annual Caps are determined by reference to anticipated future demand of CITIC Dameng JV for and projected future prices of sulphuric acid and steam and an assumed sustained demand for sulphur, materials, water and electricity by Daxin Guinan particularly in the PRC market and the potential price of sulphur, materials, water and electricity.

(B) Guangxi Dameng CCT

(1) Guangxi Dameng Contract

Date:

15 November 2007

Parties:

(a) CITIC Dameng JV

(b) Guangxi Dameng

Subject matter:

Sale of natural discharge manganese dioxide by CITIC Dameng JV to Guangxi Dameng.

(2) Annual Cap

In relation to the sale of natural discharge manganese dioxide, the Annual Cap is RMB5,300,000 (HK\$5,300,000). The Annual Cap is determined by reference to anticipated future sales of natural discharge manganese dioxide and an assumed sustained demand for natural discharge manganese dioxide particularly in the PRC market and the potential price of natural discharge manganese dioxide.

(C) Guangxi Guilin Dameng CCT

(1) Guangxi Guilin Dameng Contract details

Date:

15 November 2007

Parties:

(a) CITIC Dameng JV

(b) Guangxi Guilin Dameng

Subject matter:

Purchase of electrolytic manganese metal from, sale of manganese carbonate powder and metallurgical manganese powder to and provision of services including mine selection, powder milling and manganese carbonate powder processing to Guangxi Guilin Dameng by CITIC Dameng JV.

(2) Annual Cap

In relation to the purchase of electrolytic manganese metal from Guangxi Guilin Dameng, the Annual Cap is RMB62,000,000 (HK\$62,000,000).

In relation to the sale of manganese carbonate powder and metallurgical manganese powder to Guangxi Guilin Dameng, the Annual Cap is RMB12,260,000 (HK\$12,260,000).

In relation to the provision of services including mine selection, powder milling and manganese carbonate powder processing to Guangxi Guilin Dameng, the Annual Cap is RMB1,740,000 (HK\$1,740,000).

The Annual Caps are determined by reference to anticipated future demand of CITIC Dameng JV for and projected future prices of electrolytic manganese metal and projected future sales of manganese carbonate powder and metallurgical manganese powder and an assumed sustained demand for manganese carbonate powder particularly in the PRC market and the potential price of manganese carbonate powder and metallurgical manganese powder.

(D) Guangxi Liuzhou CCT

(1) Guangxi Liuzhou Contract details

Date:

15 November 2007

Parties:

(a) CITIC Dameng JV

(b) Guangxi Liuzhou

Subject matter:

Purchase of negative plate from and sale of metallurgical manganese ore and second grade manganese sand to Guangxi Liuzhou by CITIC Dameng JV.

(2) Annual Caps

In relation to the purchase of negative plate from Guangxi Liuzhou, the Annual Cap is RMB1,700,000 (HK\$1,700,000).

In relation to the sale of metallurgical manganese ore and second grade manganese sand to Guangxi Liuzhou, the Annual Cap is RMB17,100,000 (HK\$17,100,000).

The Annual Caps are determined by reference to anticipated future demand of CITIC Dameng JV for and projected future prices of negative plate and to historical sales and assumed sustained demand for metallurgical manganese ore and second grade manganese sand produced by CITIC Dameng JV particularly in the PRC market and the potential price of metallurgical manganese ore and second grade manganese sand.

(E) Nanning Battery Plant CCT

(1) Nanning Battery Plant Contract details

Date:

15 November 2007

Parties:

(a) CITIC Dameng JV

(b) Nanning Battery Plant

Subject matter:

Purchase of packaging bags for manganese products produced by CITIC Dameng JV from Nanning Battery Plant.

(2) Annual Cap

In relation to the purchase of packaging bags, the Annual Cap is RMB8,200,000 (HK\$8,200,000). The Annual Cap is determined by reference to anticipated future demand of CITIC Dameng JV for and projected future prices of packaging bags.

TERMS OF THE RELEVANT CONTRACTS AND ANNUAL CAPS

The terms of the Relevant Contracts have been negotiated on an arm's length basis and the Continuing Connected Transactions are and will be conducted on normal commercial terms and subject to prevailing market prices. Each of the Relevant Contracts is a new agreement and effective up to and including 31 December 2007. CITIC Dameng JV is currently reviewing the amount and value of the Continuing Connected Transactions it expects to conduct with Guangxi Dameng and the Guangxi Dameng Associates beyond 1 January 2008. Once this review has been finalised, CITIC Dameng JV will assess the amount of the required annual caps and, following which, new contracts are expected to be entered into between CITIC Dameng JV and Guangxi Dameng and the Guangxi Dameng Associates. The Directors, including the independent non-executive Directors, are of the view that the Continuing Connected Transactions are and will be entered into on normal commercial terms and in the ordinary course of business of CITIC Dameng JV and the terms of the Relevant Contracts and the amount of the Annual Caps are fair and reasonable and the Continuing Connected Transactions are in the interests of the Company and Shareholders as a whole.

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The sale of products such as sulphur, materials, water, electricity, natural discharge manganese dioxide, manganese carbonate powder, metallurgical manganese powder, metallurgical manganese ore and second grade manganese sand and the provision of processing services to Guangxi Dameng and the Guangxi Dameng Associates have a positive contribution to the operating revenue of CITIC Dameng JV and increase the number of purchasers and customers and demand for CITIC Dameng JV's products and services at market prices. In relation to sulphuric acid, steam, electrolytic manganese metal, negative plate and packaging bags which CITIC Dameng JV acquires from the Guangxi Dameng Associates, the Guangxi Dameng Associates have proven to be a reliable supplier to CITIC Dameng JV at competitive prices which are important to the continuing operations and business of CITIC Dameng JV.

INFORMATION ON THE COMPANY

The Company is a diversified energy and natural resources investment holding company and has interests in oil, aluminium smelting, coal, import and export of commodities and manganese business through its subsidiaries. The current principal operating businesses of the Group are located in Australia, the PRC and Indonesia.

The Company has a 60% interest in CITIC Dameng JV which is held through a 80% non wholly-owned subsidiary of the Company.

The Continuing Connected Transactions are consistent with the Group's business strategy and objectives.

INFORMATION ON GUANGXI DAMENG

Guangxi Dameng is a state-owned limited liability company established under the laws of the PRC. The principal business activities of Guangxi Dameng and its subsidiaries include mining, selection, refining and processing of manganese and the sale of parts for motor vehicles.

IMPLICATIONS UNDER THE LISTING RULES

CITIC Dameng JV is an indirect non wholly-owned subsidiary of the Company.

Guangxi Dameng owns 40% of the equity of CITIC Dameng JV and is a substantial shareholder of CITIC Dameng JV, and each of the Guangxi Dameng Associates is an associate of Guangxi Dameng. Accordingly, Guangxi Dameng and each of the Guangxi Dameng Associates is a connected person under the Listing Rules and the Continuing Connected Transactions constitute or will constitute continuing connected transactions for the Company under the Listing Rules.

The annual amounts payable by or to CITIC Dameng JV under each of the Relevant Contracts by reference to the Annual Caps will be more than 0.1% but will not exceed 2.5% of the relevant percentage ratios applicable to continuing connected transactions under Chapter 14A of the Listing Rules. The Continuing Connected Transactions are subject to the reporting, announcement and annual review requirements of Chapter 14A of the Listing Rules but are exempt from the independent shareholders' approval requirements of Rule 14A.35 of the Listing Rules.

It is expected that CITIC Dameng JV will continue with the Continuing Connected Transactions beyond the financial year ending 31 December 2007 and the Company will comply with the announcement, annual review and independent shareholders' approval requirements of Chapter 14A of the Listing Rules when applicable.

DEFINITIONS

The following defined terms are used in this announcement:

“Annual Caps”	in respect of each Continuing Connected Transaction, the maximum value of the annual sales or purchases of such Continuing Connected Transaction for the year ending 31 December 2007 as set out in this announcement and, where the context admits, all of such Annual Caps
“associates”	has the meaning given to it in the Listing Rules
“CITIC Dameng JV”	CITIC Dameng Mining Industries Limited (中信大錳礦業有限責任公司), a sino-foreign equity joint venture established in Chongzuo City, Guangxi Zhuang Autonomous Region, the PRC
“Company”	CITIC Resources Holdings Limited
“connected person”	has the meaning given to it in the Listing Rules
“Continuing Connected Transactions”	the Daxin Guinan CCT, the Guangxi Dameng CCT, the Guangxi Guilin Dameng CCT, the Guangxi Liuzhou CCT and the Nanning Battery Plant CCT
“Daxin Guinan”	大新桂南化工有限責任公司 (Daxin Guinan Chemical Industrial Limited), a company incorporated in the PRC and an associate of Guangxi Dameng
“Daxin Guinan CCT”	the continuing connected transactions between CITIC Dameng JV and Daxin Guinan pursuant to the Daxin Guinan Contract

“Daxin Guinan Contract”	the contract dated 15 November 2007 and made between CITIC Dameng JV and Daxin Guinan in respect of the Daxin Guinan CCT
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guangxi Dameng”	廣西大錳錳業有限公司 (Guangxi Dameng Manganese Industry Co., Ltd.), a PRC state-owned limited liability company and a substantial shareholder of CITIC Dameng JV
“Guangxi Dameng Associates”	Daxin Guinan, Guangxi Guilin Dameng, Guangxi Liuzhou and Nanning Battery Plant
“Guangxi Dameng CCT”	the continuing connected transactions between CITIC Dameng JV and Guangxi Dameng pursuant to the Guangxi Dameng Contract
“Guangxi Dameng Contract”	the contract dated 15 November 2007 and made between CITIC Dameng JV and Guangxi Dameng in respect of the Guangxi Dameng CCT
“Guangxi Guilin Dameng”	廣西桂林大錳錳業投資有限責任公司 (Guangxi Guilin Dameng Manganese Investment Co., Ltd.), a company incorporated in the PRC and an associate of Guangxi Dameng
“Guangxi Guilin Dameng CCT”	the continuing connected transactions between CITIC Dameng JV and Guangxi Guilin Dameng pursuant to the Guangxi Guilin Dameng Contract
“Guangxi Guilin Dameng Contract”	the contract dated 15 November 2007 and made between CITIC Dameng JV and Guangxi Guilin Dameng in respect of the Guangxi Guilin Dameng CCT
“Guangxi Liuzhou”	廣西柳州大錳機電設備製造有限公司 (Guangxi Liuzhou Dameng Machinery & Electronic Equipment Manufacturer Co., Ltd.), a company incorporated in the PRC and an associate of Guangxi Dameng
“Guangxi Liuzhou CCT”	the continuing connected transactions between CITIC Dameng JV and Guangxi Liuzhou pursuant to the Guangxi Liuzhou Contract
“Guangxi Liuzhou Contract”	the contract dated 15 November 2007 and made between CITIC Dameng JV and Guangxi Liuzhou in respect of the Guangxi Liuzhou CCT
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nanning Battery Plant”	南寧市電池廠 (Nanning Battery Plant), a company incorporated in the PRC and an associate of Guangxi Dameng

“Nanning Battery Plant CCT”	the continuing connected transactions between CITIC Dameng JV and Nanning Battery Plant pursuant to the Nanning Battery Plant Contract
“Nanning Battery Plant Contract”	the contract dated 15 November 2007 and made between CITIC Dameng JV and Nanning Battery Plant in respect of the Nanning Battery Plant CCT
“PRC”	the People’s Republic of China (excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Relevant Contracts”	the Daxin Guinan Contract, the Guangxi Dameng Contract, the Guangxi Guilin Dameng Contract, the Guangxi Liuzhou Contract and the Nanning Battery Plant Contract
“Shareholder(s)”	holder(s) of shares of HK\$0.05 each in the Company
“substantial shareholder”	has the meaning given to it in the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

In this announcement, amounts in RMB have been converted into HK\$ or vice versa at the rates of RMB1=HK\$1 for illustration purposes only. No representation is made that any amounts in RMB or HK\$ have been or could have been or can be converted at the above rates or at any other rates or at all.

By order of the Board
CITIC Resources Holdings Limited
Sun Xinguo
Chief Executive Officer

Hong Kong, 20 November 2007

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