



# CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(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, Mont Blanc Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 27 June 2008 at 3:30 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

#### Resolution No.1

- (a) “**THAT** sales of iron ore by CITIC Australia Commodity Trading Pty. Ltd. (“**CACT**”) to CITIC Metal Company Limited (“**CITIC Metal**”) for the two years ending 31 December 2009 in accordance with the terms of the cooperation agreement dated 5 April 2007 (the “**Cooperation Agreement**”) and made between CACT and CITIC Metal subject to the increased annual caps defined as the Revised Iron Ore Transactions Caps in the circular issued by the Company on 10 June 2008 be and are hereby approved.”

#### Resolution No.2

- (b) “**THAT** the extension of the term of the Cooperation Agreement (as defined in Resolution No.1 of this notice) by one year to 31 December 2010 and the entering into of iron ore sales by CITIC Australia Commodity Trading Pty. Ltd. with CITIC Metal Company Limited during the year ending 31 December 2010 in accordance with the terms of the Cooperation Agreement subject to the annual cap defined as the New Iron Ore Transactions Cap in the circular issued by the Company on 10 June 2008 be and are hereby approved.”

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

Dated: 10 June 2008, 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 instead of him. 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, a form of proxy, together with any 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 returned to the head office and principal place of business of the Company 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). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting if you so wish.
- (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. 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. Wong Kim Yin, and the independent non-executive directors are Mr. Fan Ren Da, Anthony; Mr. Ngai Man and Mr. Tsang Link Carl, Brian.*