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## **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, 13 March 2009 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

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

“**THAT** the entering into of a loan agreement among CITIC Resources Holdings Limited (the “**Company**”), Apexhill Investments Limited (“**Apexhill**”) and CITIC Dameng Investments Limited (“**CITIC Dameng Investments**”) on 4 February 2009 (the “**Loan Agreement**”), pursuant to which the Company and Apexhill shall advance to CITIC Dameng Investments the amounts of HK\$240 million (the “**CRH Portion**”) and HK\$60 million (the “**Apexhill Portion**”) respectively (collectively called the “**Loan**”) on the terms and subject to the conditions of the Loan Agreement, and the transactions contemplated thereby and of the agreements and/or documents necessary for and/or incidental to the performance and completion of the Loan be and are hereby ratified, confirmed and approved; **AND THAT** the Directors be and are hereby authorised on behalf of the Company to approve and implement the transactions contemplated under the Loan Agreement and to do all such acts, to enter into all such agreements, transactions and arrangements and to take all such actions in connection therewith or arising therefrom in relation to the transactions contemplated under the Loan Agreement as the Directors may consider necessary, desirable or expedient in order to give effect to the transactions contemplated under the Loan Agreement.”

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

“**THAT** the entering into of a capital increase agreement between CITIC Dameng Investments Limited (“**CITIC Dameng Investments**”) and 廣西大錳錳業有限公司 (Guangxi Dameng Manganese Industry Co., Ltd.) (“**Guangxi Dameng**”) on 4 February 2009 (the “**Capital Increase Agreement**”), pursuant to which CITIC Dameng Investments shall inject a total amount of RMB255.6 million in cash into 中信大錳礦業有限責任公司 (CITIC Dameng Mining Industries Limited) (“**CITIC Dameng Mining**”) for the purpose of increasing the registered capital of CITIC Dameng Mining from RMB500 million to RMB579.7 million (the “**Capital Increase**”) on the terms and subject to the conditions of the Capital Increase Agreement, and the transactions contemplated thereby and of the agreements and/or documents necessary for and/or incidental to the performance and completion of the Capital Increase be and are hereby ratified, confirmed and approved; **AND THAT** the Directors be and are hereby authorised on behalf of the Company to approve and implement the transactions

contemplated under the Capital Increase Agreement and to do all such acts, to enter into all such agreements, transactions and arrangements and to take all such actions in connection therewith or arising therefrom in relation to the transactions contemplated under the Capital Increase Agreement as the Directors may consider necessary, desirable or expedient in order to give effect to the transactions contemplated under the Capital Increase Agreement.”

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

Dated: 25 February 2009, 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 but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (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.
- (5) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the above ordinary resolutions will be taken by poll.

*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.*