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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 Wednesday, 5 May 2010 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 extension of the exercise periods of all of the outstanding 28,000,000 share options granted on 2 June 2005 (the “**June 2005 Share Options**”) by the Company under the share option scheme adopted by the Company on 30 June 2004 (the “**Share Option Scheme**”) and having a current exercise price of HK\$1.077 per ordinary share of HK\$0.05 each in the share capital of the Company (“**Shares**”) and all of the outstanding 5,000,000 share options granted on 28 December 2005 (the “**December 2005 Share Options**”, and together with the June 2005 Share Options, the “**Share Options**”) by the Company under the Share Option Scheme and having a current exercise price of HK\$1.057 per Share by three years from their current expiry dates on 1 June 2010 and 27 December 2010 to 1 June 2013 and 27 December 2013 respectively, be and is hereby approved; **AND THAT** the directors of the Company (the “**Directors**”) be and are hereby authorised on behalf of the Company to do all such acts and to enter into all such agreements and arrangements and to take all such actions in connection therewith or arising therefrom as the Directors may consider necessary, desirable or expedient in order to give effect to the aforementioned extension of the exercise periods of the Share Options.”

ORDINARY RESOLUTION NO. 2

“**THAT** Mr. Tian Yuchuan be and is hereby re-elected as a director of the Company with immediate effect.”

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

Hong Kong, 20 April 2010

*Head Office and
Principal Place of Business:*
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 adjournment thereof) should 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 is 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. Sun Xinguo; Ms. Li So Mui; Mr. Qiu Yiyong; Mr. Tian Yuchuan and Mr. Zeng Chen, the non-executive directors are Mr. Kong Dan; Mr. Mi Zengxin; Mr. Wong Kim Yin; Mr. Zhang Jijing and Ms. Yap Chwee Mein (alternate to 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.