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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, 10 September 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 entering into of a share subscription agreement between Guinan Dameng International Resources Limited (“**Guangxi Dameng BVI**”) and CITIC Dameng Holdings Limited (“**CITIC Dameng Holdings**”) on 12 August 2010 (the “**CDH Subscription Agreement**”, a copy of which is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purposes), pursuant to which Guangxi Dameng BVI will subscribe for, and CITIC Dameng Holdings will allot and issue, 1,460,535 shares of HK\$0.10 each in the share capital of CITIC Dameng Holdings (the “**CDH Subscription**”) at the aggregate subscription price of the Hong Kong dollar equivalent of RMB463,280,000 calculated in accordance with the average of the central parity exchange rates for Renminbi to Hong Kong dollar as announced by the People’s Bank of China for the week before the date which is two business days (as defined in the CDH Subscription Agreement) prior to the date of completion of the CDH Subscription plus HK\$16,995,000 and otherwise on the terms and subject to the conditions of the CDH Subscription Agreement, and the transactions contemplated thereby and the agreements and/or documents necessary for and/or incidental to the performance and completion of the CDH Subscription be and are hereby ratified, confirmed and 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, 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 CDH Subscription Agreement as the Directors may consider necessary, desirable or expedient in order to give effect to the transactions contemplated under the CDH Subscription Agreement.”

ORDINARY RESOLUTION NO. 2

“**THAT** the entering into of a transfer 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 12 August 2010 (the “**JVCo Interest Acquisition Agreement**”, a copy of which is marked “B” and produced to the Meeting and signed by the chairman of the Meeting for identification purposes), pursuant to which CITIC Dameng Investments has agreed to acquire the 34.5% interest in the equity of 中信大錳礦業有限責任公司 (CITIC Dameng Mining Industries Limited) held by Guangxi Dameng (the “**JVCo Interest Acquisition**”) at a consideration of RMB463,280,000 and otherwise on the terms and subject to the conditions of the JVCo Interest Acquisition Agreement, and the transactions contemplated thereby and the agreements and/or documents necessary for and/or incidental to the performance and completion of the JVCo Interest Acquisition be and are hereby ratified, confirmed and approved; **AND THAT** the Directors be and are hereby authorised on behalf of the Company 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 JVCo Interest Acquisition Agreement as the Directors may consider necessary, desirable or expedient in order to give effect to the transactions contemplated under the JVCo Interest Acquisition Agreement.”

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

Hong Kong, 26 August 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.