

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement does not constitute an offer or invitation to subscribe for or purchase any securities nor is it calculated to invite any such offer or invitation. In particular, this announcement is not an offer of securities for sale in Hong Kong, the United States or elsewhere. Securities may not be offered or sold in the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States would be made by means of a prospectus that may be obtained from the issuer or selling security holder and that would contain detailed information about the company and management, as well as financial statements.

Certain information included in this announcement is subject to amendment and finalisation and approval of the Prospectus. In addition, unless otherwise stated, the historical financial information in this announcement is unaudited and, in the case of CDH, may differ from the audited financial information of CDH which will be included in the Prospectus. Holders of, and prospective investors in, the securities of the Company should therefore exercise caution in interpreting this information and when dealing in securities of the Company.



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

MAJOR TRANSACTION DEEMED DISPOSAL IN RELATION TO THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF CITIC DAMENG HOLDINGS LIMITED ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

NON-COMPETITION UNDERTAKING

ADOPTION OF THE CDH SHARE OPTION SCHEME

AND

CLOSURE OF REGISTER OF MEMBERS

PROPOSED SPIN-OFF

Reference is made to the Proposed Spin-off as disclosed by the Company in the 2008 Announcement and the 2010 Announcement.

On 23 July 2010, CDH submitted a further advance booking form for an application for the listing of, and permission to deal in, the CDH Shares already in issue and to be issued pursuant to the Global Offering (including the Over-allotment Option) on the Main Board of the Stock Exchange.

The Proposed Spin-off is expected to be effected by way of the Global Offering. Assuming completion of the Proposed Spin-off, the Group's interest in the issued share capital of CDH will be diluted to less than 50% and CDH will cease to be a subsidiary of the Company. However, the Company will still be a controlling shareholder of CDH upon completion of the Proposed Spin-off.

The Proposed Spin-off is conditional on, among other things, the following:

- (a) the approval of the Proposed Spin-off by Shareholders;
- (b) the publication of the Prospectus;
- (c) the Listing Committee granting approval for the listing of, and permission to deal in, all the CDH Shares in issue and to be issued pursuant to the Global Offering (and the exercise of the Over-allotment Option, if any) and any CDH Shares which may be issued pursuant to the exercise of the share options granted under the CDH Share Option Scheme; and
- (d) the underwriting agreements to be entered into among CDH and the Underwriters in respect of the Global Offering becoming and remaining unconditional (including, if relevant, as a result of the waiver of any conditions by the Joint Bookrunners (on behalf of the Underwriters)) and such underwriting agreements not being terminated in accordance with their terms on or before the dates and times specified therein.

The Proposed Spin-off constitutes a deemed disposal of the Group's equity interest in CDH and a major transaction for the Company and is subject to the reporting, announcement and shareholders' approval requirements of Chapter 14 of the Listing Rules.

As the Proposed Spin-off is subject to, among other things, the approval of Shareholders and the Listing Committee and the final decision of the Board and the board of directors of CDH, the Proposed Spin-off may or may not occur. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

NON-COMPETITION UNDERTAKING

As a result of the Proposed Spin-off, it is intended that the Company proposes to enter into a non-competition undertaking with CDH pursuant to which the Company will not, and will procure that its subsidiaries will not, compete with the Relevant Business whilst the Company is a controlling shareholder of CDH.

ADOPTION OF THE CDH SHARE OPTION SCHEME

In connection with the Proposed Spin-off, it is proposed that the CDH Share Option Scheme be adopted by CDH. As CDH is a subsidiary of the Company, the adoption of the CDH Share Option Scheme is conditional on the approval of Shareholders.

CIRCULAR

A circular containing, among other things, details of the Proposed Spin-off and the CDH Share Option Scheme, including the advice of the Independent Financial Adviser to the Independent Board Committee and Shareholders relating to the Proposed Spin-off, the recommendation of the Independent Board Committee to Shareholders relating to the Proposed Spin-off, and other necessary information and documents is expected to be despatched to Shareholders on or before 12 October 2010.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 25 October 2010 to Wednesday, 27 October 2010 (both days inclusive) for the purpose of determining Qualifying Shareholders and their assured entitlement to participate in the Preferential Offer and rights of Shareholders to vote at the SGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to qualify for the Preferential Offer and to vote at the SGM: (a) all transfers of Shares accompanied by the relevant certificates; and (b) all documents for the exercise of any share options under the share option scheme of the Company accompanied by the relevant exercise notices, must be lodged with Tricor Tengis Limited, the share registrar of the Company, no later than 4:30 p.m. on Friday, 22 October 2010 (or such later date as the Company may determine and announce).

PROPOSED SPIN-OFF

Reference is made to the Proposed Spin-off as disclosed by the Company in the 2008 Announcement and the 2010 Announcement.

On 23 July 2010, CDH submitted a further advance booking form for an application for the listing of, and permission to deal in, the CDH Shares already in issue and to be issued pursuant to the Global Offering (including the Over-allotment Option) on the Main Board of the Stock Exchange.

The Proposed Spin-off is expected to be effected by way of the Global Offering. Assuming completion of the Proposed Spin-off, the Group's interest in the issued share capital of CDH will be diluted to less than 50% and CDH will cease to be a subsidiary of the Company. However, the Company will still be a controlling shareholder of CDH upon completion of the Proposed Spin-off.

The Proposed Spin-off is conditional upon the fulfilment or waiver of the conditions set out in the paragraph headed "Conditions to the Proposed Spin-off" below.

Completion of the Proposed Spin-off will not affect the listing of the Shares on the Main Board of the Stock Exchange. The Shares will continue to be separately listed and traded on the Main Board of the Stock Exchange after completion of the Proposed Spin-off.

Structure of the Proposed Spin-off

At present, it is expected that the Global Offering will comprise (i) the Hong Kong Public Offering, being an offering of the CDH Shares to the public in Hong Kong for subscription; and (ii) the International Offering, being an international placing of the CDH Shares with certain professional and institutional and other investors. The Preferential Offer, being an offer to Qualifying Shareholders with assured entitlement to subscribe for Reserved Shares by way of preferred application (see "Preferential Offer" below for further details), at the Final Offer Price, will form part of the International Offering.

It is currently expected that CDH will grant to the underwriters of the International Offering the Over-allotment Option (exercisable by the Joint Global Coordinators on behalf of the underwriters of the International Offering) to require CDH to issue certain additional CDH Shares at the Final Offer Price to, among other things, cover over-allocations in the International Offering, if any.

The CDH Shares to be issued pursuant to the Global Offering (and upon the exercise of the Over-allotment Option, if any) will rank *pari passu* in all respects with all other CDH Shares in issue immediately prior to completion of the Global Offering (and the exercise of the Over-allotment Option, if any).

Further announcement(s) will be made by the Company and/or CDH to update Shareholders and investors of any significant development relating to the Proposed Spin-off and/or the Global Offering (including the final structure and size, the indicative price range and the Final Offer Price) as and when appropriate.

Dilution of the Group's interest in CDH upon completion of the Proposed Spin-off

Immediately upon completion of the Proposed Spin-off (and regardless of whether the Over-allotment Option is exercised), the Group's interest in the issued share capital of CDH will be diluted to less than 50% and CDH will cease to be a subsidiary of the Company. On the assumption that the Over-allotment Option is not exercised, it is currently expected that immediately after completion of the Proposed Spin-off: (i) 39.300% of the enlarged issued share capital of CDH will be held indirectly by the Company; (ii) 9.825% of the enlarged issued share capital of CDH will be held by Apexhill, an existing shareholder of CDH; (iii) 25.875% of the enlarged issued share capital of CDH will be held by Guangxi Dameng BVI; and (iv) 25.000% of the enlarged issued share capital of CDH will be held by successful applicants in the Global Offering.

The above percentage equity interests in CDH are indicative only and the final number and percentages will be published in the Prospectus.

Conditions to the Proposed Spin-off

As of the date of this announcement, the Board and the board of directors of CDH have not made a final decision as to whether and when the Global Offering will be launched.

In addition, the Proposed Spin-off is conditional on, among other things, the following:

- (a) the approval of the Proposed Spin-off by Shareholders;
- (b) the publication of the Prospectus;
- (c) the Listing Committee granting approval for the listing of, and permission to deal in, all the CDH Shares in issue and to be issued pursuant to the Global Offering (and the exercise of the Over-allotment Option, if any) and any CDH Shares which may be issued pursuant to the exercise of the share options granted under the CDH Share Option Scheme; and
- (d) the underwriting agreements to be entered into among CDH and the Underwriters in respect of the Global Offering becoming and remaining unconditional (including, if relevant, as a result of the waiver of any conditions by the Joint Bookrunners (on behalf of the Underwriters)) and such underwriting agreements not being terminated in accordance with their terms on or before the dates and times specified therein.

If any of these and other applicable conditions are not fulfilled or waived as appropriate, the Proposed Spin-off will lapse, and the Stock Exchange will be notified immediately and an announcement will be published by the Company and/or CDH as soon as practicable following such lapse.

Intended use of proceeds by CDH

CDH currently intends that the anticipated net proceeds from the Global Offering will be applied as follows:

- (a) approximately 55% of the net proceeds will be used to fund development and construction projects in the PRC and Gabon, West Africa to improve the production capacity of the CDH Group;
- (b) approximately 20% of the net proceeds will be used for the acquisition of mines and mining rights in relation to mines with identified mining resources;
- (c) approximately 15% of the net proceeds will be used to partially repay the principal amounts and interest accrued on the CDH Group's outstanding bank borrowings; and
- (d) approximately 10% of the net proceeds will be used for working capital and other general corporate purposes of the CDH Group.

The above intended use of proceeds from the Global Offering is indicative only and the application of the net proceeds of the Global Offering by CDH will be published in the Prospectus.

Preferential Offer

Subject to the Listing Committee granting approval for the listing of, and permission to deal in, the CDH Shares on the Main Board of the Stock Exchange, about 10% of the CDH Shares available under the Global Offering, representing the Reserved Shares, will be available for subscription by Qualifying Shareholders at the Final Offer Price under the Preferential Offer. The Reserved Shares will be offered under the International Offering. Qualifying Shareholders will be entitled to subscribe for the Reserved Shares on an assured basis. The final assured entitlement will depend on the number of Shares held by Qualifying Shareholders at 5:00 p.m. on the Record Date. The Company will publish an announcement on or after the Record Date confirming the Qualifying Shareholders' entitlement to the Reserved Shares.

With a view to maintaining at least the minimum prescribed percentage of CDH Shares in the hands of the public in compliance with the Listing Rules immediately after the Global Offering and to maximising the opportunity of the public to participate in the Global Offering, no Reserved Shares will be offered to connected persons of CDH or persons who will become connected persons of CDH immediately upon completion of the Global Offering to the extent that they are Qualifying Shareholders.

Qualifying Shareholders will be permitted to apply for a number of Reserved Shares which is less than, or equal to, their assured allotments under the Preferential Offer. A valid application in respect of a number of Reserved Shares less than, or equal to, a Qualifying Shareholder's assured allotment will be accepted in full, subject to the terms and conditions mentioned in the blue application form, which will be despatched to Qualifying Shareholders together with the Prospectus if the Global Offering proceeds. Where a Qualifying Shareholder applies for a number of Reserved Shares which is greater than his or her assured allotment, his or her assured allotment will be satisfied in full, subject as mentioned above, but the excess portion of such application will not be met and the excess application monies will be refunded. Qualifying Shareholders may, in addition to applying for the Reserved Shares, also apply for the CDH Shares under the Hong Kong Public Offering.

Shareholders should note that assured allotments to the Reserved Shares may not represent a multiple of a full board lot of CDH Shares (currently expected to be 1,000) or a whole number of CDH Shares and will be rounded down to the closest whole number if required, and that dealings in odd lots of CDH Shares may be at a price below the prevailing market price for full board lots of CDH Shares.

Entitlements to apply for the Reserved Shares will not be transferable and there will be no trading in nil paid entitlements on the Stock Exchange. Any CDH Shares issued pursuant to the Preferential Offer will be fully paid and rank pari passu in all respects with other CDH Shares then in issue and to be issued pursuant to the Hong Kong Public Offering, the International Offering and the exercise of the Over-allotment Option; if any.

To the extent permitted by Rule 13.36(2) of the Listing Rules, Overseas Shareholders will not be entitled to apply for any of the Reserved Shares. In addition, any Qualifying Shareholder holding Shares representing less than 2,000 Shares (one board lot of Shares) will not be entitled to apply for the Reserved Shares.

Qualifying Shareholders should note that any decision to apply for the Reserved Shares under the Preferential Offer should be based solely on information provided in the Prospectus.

Reasons for and benefits of the Proposed Spin-off

The reasons for and the benefits of the Proposed Spin-off include the following:

- (a) the Proposed Spin-off will create CDH as a pure-play investment opportunity that will enable investors to better understand both the Company and CDH as separate entities. The strategic focus and critical success factors are different for the Spin-off Business and the Company's business (energy and minerals with oil exploration and production as its largest business segment);
- (b) the Proposed Spin-off will allow both the Company and CDH to target their respective shareholder bases more effectively and improve capital allocation within each company;
- (c) the Proposed Spin-off will allow the management of both the Company and CDH to focus more effectively on their respective businesses and improve CDH's ability to recruit, motivate and retain key management personnel;
- (d) the Proposed Spin-off will provide greater aggregate debt capacity to both the Company and CDH because there will be greater clarity for credit profiling by financial institutions that wish to extend credit or financing to the Company or CDH; and
- (e) the Proposed Spin-off will deliver greater shareholder value to shareholders of both the Company and CDH, because (i) CDH will enjoy enhanced flexibility to grow its business free of actual or perceived constraints as a subsidiary, (ii) CDH will enjoy increased ability to make acquisitions by using its stock as an acquisition currency, and (iii) the Company will be able to enjoy greater shareholder value from the growth of CDH by maintaining a controlling interest in the CDH Group.

The Directors (except the independent non-executive Directors who will provide their recommendation after reviewing the letter from the Independent Financial Adviser) consider that the Proposed Spin-off and the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and Shareholders as a whole.

LISTING RULES IMPLICATIONS OF THE PROPOSED SPIN-OFF

In the event of completion of the Proposed Spin-off, the Group's interest in the issued share capital of CDH will be diluted to less than 50% and CDH will cease to be a subsidiary of the Company. As the percentage ratios under each of the applicable size tests in respect of the Proposed Spin-off are more than 25% (but less than 75%), the Proposed Spin-off constitutes a deemed disposal of the Group's equity interest in CDH and a major transaction for the Company and is subject to the reporting, announcement and shareholders' approval requirements of Chapter 14 of the Listing Rules.

No Shareholders are expected to have a material interest in the Proposed Spin-off and, therefore, no Shareholders will be required to abstain from voting on the resolution seeking shareholders' approval on the Proposed Spin-off at the SGM.

INFORMATION ON THE CDH GROUP

CDH was incorporated in Bermuda on 18 July 2005.

The CDH Group is engaged in the Spin-off Business, being the business of, among other things, exploration, mining and processing of manganese and the associated production and sale of manganese related products.

As at the date of this announcement, the Group holds an 80% equity interest in CDH. Assuming completion of the Reorganisation and the Proposed Spin-off respectively, the Group's equity interest in CDH will fall to 52.4% and, assuming the Over-allotment Option is not exercised, 39.3% respectively.

The following table shows the financials of the CDH Group which were included in the consolidated financial statements of the Group for the three years ended 31 December 2007, 2008 and 2009 and for the six months ended 30 June 2010.

(HK\$ million)

	31 December 2007	31 December 2008	31 December 2009	30 June 2010
	(audited)	(audited)	(audited)	(unaudited)
Net assets of the Group	7,171.4	9,325.3	9,770.0	9,642.9
which includes:				
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Net assets of the CDH Group	659.7	1,155.2	1,142.4	1,079.2
	for the year ended 31 December 2007	for the year ended 31 December 2008	for the year ended 31 December 2009	for the six months ended 30 June 2010
Of the Group:				
	(audited)	(audited)	(audited)	(unaudited)
Revenue	10,077.7	18,761.5	19,425.4	14,207.2
Net profit/(loss) before tax	731.0	(4,700.8)	151.3	368.6
Net profit after tax	521.4	463.4	148.5	207.8
Net profit attributable to Shareholders	282.8	204.3	115.7	167.5
which includes those of the CDH Group as follows:				
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue	1,684.5	2,862.9	2,086.4	1,287.4
Net profit before tax	416.1	431.1	75.3	84.0
Net profit after tax	393.9	399.8	63.7	70.4
Net profit attributable to Shareholders	175.8	191.4	38.9	40.6

FINANCIAL EFFECT OF THE PROPOSED SPIN-OFF ON THE GROUP

Assuming completion of the Proposed Spin-off, the financials of the CDH Group will cease to be consolidated into the financial statements of the Group and the Group will account for its interest in the CDH Group as an interest in an associate.

The Group will not receive any cash inflow from the Proposed Spin-off but may recognise a gain in its consolidated income statement as a result of the Proposed Spin-off. The Group has yet to determine the exact methodology to be adopted for the purpose of calculating the amount of the gain, if any, arising from the Proposed Spin-off and this may affect any gain or the amount of any gain to be recognised by the Group. However, assuming the Group is to calculate the gain by reference to the market capitalisation of CDH and based on the current estimated minimum market capitalisation of HK\$6,000 million for CDH and the current proposed structure and size of the Global Offering, the amount of the gain to the Group resulting from the Proposed Spin-off would be about HK\$1,700 million, assuming the Over-allotment Option is not exercised.

Shareholders and investors should note that the amount of the gain described above is solely for illustration only and may not be the amount of the actual gain, if any, that is recognised by the Group as a result of the Proposed Spin-off. In addition, the illustration does not represent any indication about the final structure or size of the Global Offering or the Final Offer Price. Accordingly, the actual gain to be recognised by the Group may be different from the illustration and will be affected by, among other things, the actual methodology adopted by the Group to calculate the amount of the gain, the value and the financial position of the CDH Group at the time of completion of the Global Offering, the final structure and size of the Global Offering, the actual Final Offer Price and the actual completion date of the Global Offering. Assuming the Proposed Spin-off is completed by 31 December 2010, any gain will be recognised in the financial results of the Group for the financial year ending 31 December 2010.

Upon completion of the Proposed Spin-off, CDH will cease to be a subsidiary of the Company. However, the Company will still be a controlling shareholder of CDH within the meaning of the Listing Rules.

Further information concerning the effect of the Proposed Spin-off on the earnings and assets and liabilities of the Group will be disclosed in the circular to be despatched to Shareholders in compliance with the requirements of the Listing Rules.

NON-COMPETITION UNDERTAKING

It is intended that after completion of the Proposed Spin-off, the CDH Group will continue to be principally engaged in the Spin-off Business, that is, the business of exploration, mining and processing of manganese and the associated production and sale of manganese related products. In order to clearly separate the businesses of the Group and the CDH Group after completion of the Proposed Spin-off, the Company proposes to enter into a non-competition undertaking with CDH pursuant to which the Company will not, and will procure that its subsidiaries will not, among other things, either on its own account or in conjunction with or on behalf of any person, firm or company, directly or indirectly, be interested or engaged in or acquire or hold any right or interest (in each case whether as a shareholder, partner, agent or otherwise) in any business which competes or may compete with the Relevant Business whilst the Company is a controlling shareholder of CDH.

ADOPTION OF THE CDH SHARE OPTION SCHEME

In connection with the Proposed Spin-off, it is proposed that the CDH Share Option Scheme be adopted by CDH. The purpose of the CDH Share Option Scheme is to enable CDH to grant share options to directors, employees and other selected participants as reward for their contributions to the CDH Group and to provide an incentive to them to continue to further develop the CDH Group.

The CDH Share Option Scheme shall take effect subject to:

- (a) the passing of a resolution by shareholders of CDH to approve and adopt the CDH Share Option Scheme and to authorise the board of directors of CDH to grant share options thereunder and to allot and issue CDH Shares pursuant to the exercise of such share options;
- (b) the passing of a resolution by Shareholders to approve the CDH Share Option Scheme;
- (c) the Listing Committee granting approval for the listing of, and permission to deal in, the CDH Shares to be allotted and issued pursuant to the exercise of any share options granted under the CDH Share Option Scheme (subject to an initial limit of 10% of the aggregate number of CDH Shares in issue on the Listing Date); and
- (d) the commencement of dealings in the CDH Shares on the Main Board of the Stock Exchange.

Further information on the terms of the CDH Share Option Scheme will be set out in the circular to be despatched to Shareholders.

INFORMATION ON THE GROUP

The Company is a diversified energy and natural resources investment holding company and through its subsidiaries has interests in aluminium smelting, coal, import and export of commodities, manganese mining and processing, and oil exploration, development and production. It is intended that the Retained Group will continue to be engaged in such businesses (other than the Spin-off Business) after completion of the Proposed Spin-off. For the financial year ended 31 December 2009, the consolidated profits before and after taxation of the Group amounted to HK\$151.3 million and HK\$148.5 million respectively and the consolidated net assets of the Group as at 31 December 2009 were HK\$9,770.0 million.

CDH and its subsidiaries carry on the Spin-off Business. CDH is an investment holding company and its principal asset is its current indirect 65.5% equity interest in the JVCo which it holds through its wholly-owned subsidiary, CITIC Dameng Investments. Upon completion of the Reorganisation, the JVCo will become an indirect wholly-owned subsidiary of CDH.

SPECIAL GENERAL MEETING

The SGM shall be convened for the purposes of allowing Shareholders to consider and, if thought fit, approve, among other things, the Proposed Spin-off and the CDH Share Option Scheme. As required under the Listing Rules, votes at the SGM shall be taken by way of a poll.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee will be formed to consider the Proposed Spin-off and to advise Shareholders whether the terms and conditions of the Proposed Spin-off are fair and reasonable and in the interests of the Company and Shareholders as a whole and to advise Shareholders how to vote at the SGM.

INDEPENDENT FINANCIAL ADVISER

The Independent Financial Adviser will be appointed to advise the Independent Board Committee and Shareholders whether the terms of the Proposed Spin-off are fair and reasonable and in the interests of the Company and Shareholders as a whole and to advise Shareholders how to vote at the SGM.

CIRCULAR

A circular containing, among other things, details of the Proposed Spin-off and the CDH Share Option Scheme, including the advice of the Independent Financial Adviser to the Independent Board Committee and Shareholders relating to the Proposed Spin-off, the recommendation of the Independent Board Committee to Shareholders relating to the Proposed Spin-off, and other necessary information and documents is expected to be despatched to Shareholders on or before 12 October 2010.

GENERAL

There is no assurance that the Proposed Spin-off (and the Global Offering) will take place or as to when it will take place. As of the date of this announcement, the Board and the board of directors of CDH have not made a final decision as to whether and when the Global Offering will be launched. The decisions of the Board and the board of directors of CDH to proceed with the Global Offering are also dependent on a number of factors, including but not limited to, the approval of Shareholders and the Listing Committee and prevailing market conditions.

As the Proposed Spin-off is subject to, among other things, the approval of Shareholders and the Listing Committee and the final decision of the Board and the board of directors of CDH, the Proposed Spin-off may or may not occur. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 25 October 2010 to Wednesday, 27 October 2010 (both days inclusive) for the purpose of determining Qualifying Shareholders and their assured entitlement to participate in the Preferential Offer and rights of Shareholders to vote at the SGM. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to qualify for the Preferential Offer and to vote at the SGM: (a) all transfers of Shares accompanied by the relevant certificates; and (b) all documents for the exercise of any share options under the share option scheme of the Company accompanied by the relevant exercise notices, must be lodged with Tricor Tengis Limited, the share registrar of the Company, no later than 4:30 p.m. on Friday, 22 October 2010 (or such later date as the Company may determine and announce).

EXPECTED TIMETABLE

Set out below is the expected timetable for ascertaining Qualifying Shareholders and their assured entitlements to participate in the Preferential Offer, rights of Shareholders to vote at the SGM and the last day for dealing in Shares cum-entitlement to the Preferential Offer.

2010

Last day for dealing in Shares cum-entitlement to the Preferential Offer Wednesday, 20 October

First day for dealing in Shares ex-entitlement to the Preferential Offer Thursday, 21 October

Latest time for lodging transfers of Shares to qualify for the Preferential Offer 4:30 p.m. on Friday, 22 October

Register of members of the Company closes (*Note*) Monday, 25 October to Wednesday, 27 October

Latest time for return of proxy forms in respect of the SGM 3:00 p.m. on Monday, 25 October

Record Date for determining the entitlement to the Preferential Offer and eligibility of members to attend and vote at the SGM (*Note*) Wednesday, 27 October

SGM 3:00 p.m. on Wednesday, 27 October

Register of members of the Company re-opens Thursday, 28 October

Note: The Company may determine another date for closure of the register of members of the Company and for determination of entitlements to the Preferential Offer, in which case a further announcement will be made to inform Shareholders.

All times above refer to Hong Kong time. The above timetable is tentative only and is subject to change depending on the final timetable of the Proposed Spin-off. Further announcements will be made by the Company as and when necessary.

DEFINITIONS

“2008 Announcement” the announcement of the Company dated 5 September 2008 in relation to the Proposed Spin-off

“2010 Announcement” the announcement of the Company dated 23 July 2010 in relation to the Proposed Spin-off

“Apexhill” Apexhill Investments Limited, a company incorporated in the British Virgin Islands with limited liability and which is directly wholly-owned by CITIC United Asia

“Board” the board of Directors

“CDH”	CITIC Dameng Holdings Limited, a company incorporated in Bermuda with limited liability and which, as at the date of this announcement, is indirectly owned as to 80.0% by the Company and, subject to completion of the Reorganisation and prior to completion of the Global Offering, will be indirectly owned as to 52.4% by the Company
“CDH Group”	CDH and its subsidiaries
“CDH Share Option Scheme”	the share option scheme proposed to be adopted by CDH which will take effect subject to, among other things, the approval of Shareholders at the SGM and commencement of dealings in the CDH Shares on the Main Board of the Stock Exchange as a result of the Proposed Spin-off
“CDH Shares”	shares in the share capital of CDH
“CITIC Dameng Investments”	CITIC Dameng Investments Limited, a company incorporated in the British Virgin Islands with limited liability and which is directly wholly-owned by CDH
“CITIC Group”	CITIC Group, a state-owned enterprise incorporated in the PRC
“CITIC United Asia”	CITIC United Asia Investments Limited, a company incorporated in Hong Kong with limited liability and which is indirectly wholly-owned by CITIC Group
“Company”	CITIC Resources Holdings Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Offer Price”	the final price per CDH Share fixed at a HK\$ amount (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee) at which the CDH Shares are to be offered pursuant to the Global Offering
“Global Offering”	the Hong Kong Public Offering and the International Offering
“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 company established in the PRC with limited liability

“Guangxi Dameng BVI”	Guinan Dameng International Resources Limited, a company incorporated in the British Virgin Islands with limited liability and which is an indirect wholly-owned subsidiary of Guangxi Dameng held through Huanan Dameng Investments Limited, a direct wholly-owned subsidiary of Guangxi Dameng incorporated in Hong Kong with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	the offer of the CDH Shares to the public in Hong Kong for subscription
“Independent Board Committee”	a committee of the Board comprising of the independent non-executive Directors other than Mr. Tsang Link Carl, Brian
“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company to advise the Independent Board Committee and Shareholders in relation to the Proposed Spin-off
“International Offering”	the international placing of the CDH Shares with certain professional and institutional and other investors (including the Preferential Offer)
“International Underwriting Agreement”	an international underwriting agreement to be signed by, among others, CDH and the underwriters of the International Offering
“Joint Bookrunners”	the joint bookrunners in respect of the Global Offering
“Joint Global Coordinators”	the joint global coordinators in respect of the Global Offering
“JVCo”	中信大錳礦業有限責任公司 (CITIC Dameng Mining Industries Limited), a sino-foreign equity joint venture established in the PRC and, as at the date of this announcement, owned as to 65.5% by CITIC Dameng Investments and as to 34.5% by Guangxi Dameng and which, assuming completion of the Reorganisation, will be 100% indirectly wholly-owned by CDH
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date of commencement of dealings in the CDH Shares on the Main Board of the Stock Exchange as a result of the Proposed Spin-off
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“major transaction”	has the meaning ascribed to it under the Listing Rules

“Over-allotment Option”	the option expected to be granted by CDH to the underwriters of the International Offering, pursuant to which CDH may be required by the Joint Global Coordinators (on behalf of the underwriters of the International Offering) to issue certain additional CDH Shares at the Final Offer Price to cover over-allocations in the International Offering
“Overseas Shareholders”	registered holders of Shares whose addresses entered in the register of members of the Company are, as of the Record Date, outside Hong Kong
“PRC”	the People’s Republic of China and, except where the context requires and only for the purposes of this announcement, references in this announcement to the PRC do not include Taiwan, Hong Kong and the Macau Special Administrative Region of the PRC
“Preferential Offer”	the preferential offer of the Reserved Shares to Qualifying Shareholders
“Proposed Spin-off”	the proposed spin-off of the Spin-off Business through the Global Offering and a separate listing of the CDH Shares on the Main Board of the Stock Exchange
“Prospectus”	the prospectus proposed to be issued by CDH in relation to the Global Offering
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date (other than Overseas Shareholders, if any, subject to compliance with the Listing Rules)
“Record Date”	Wednesday, 27 October 2010 (or such later date(s) as may be determined and announced by the Company), being the date for ascertaining Qualifying Shareholders who shall be entitled to assured allotments under the Preferential Offer
“Relevant Business”	the business of exploration, mining and processing of manganese and the associated production of manganese products, as well as the processing of non-manganese ferroalloy and trading of manganese commodities that the CDH Group engages in at the Listing Date
“Reorganisation”	the reorganisation of the CDH Group as described in the announcement of the Company dated 12 August 2010
“Reserved Shares”	the CDH Shares, representing about 10% of the CDH Shares available under the Global Offering (assuming that the Over-allotment Option is not exercised) to be offered pursuant to the Preferential Offer

“Retained Group”	the Group, after excluding the CDH Group
“SFC”	Securities and Futures Commission of Hong Kong
“SGM”	the special general meeting of Shareholders to be convened for the purposes of considering and, if thought fit, approving, among other things, the Proposed Spin-off and the CDH Share Option Scheme
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.05 each in the share capital of the Company
“Spin-off Business”	the business of, among other things, exploration, mining and processing of manganese and the associated production and sale of manganese related products carried on by the CDH Group
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Underwriters”	the underwriters in respect of the Global Offering
“United States”	the United States of America, its territories and possessions, any state of the United States, and the District of Columbia
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By Order of the Board
CITIC Resources Holdings Limited
Zeng Chen
Chief Executive Officer

Hong Kong, 21 September 2010

As at the date hereof, the executive directors of the Company are Mr. Sun Xinguo; Mr. Zeng Chen; Ms. Li So Mui; Mr. Qiu Yiyong and Mr. Tian Yuchuan, 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.