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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, 27 October 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:**

- (a) the spin-off of CITIC Dameng Holdings Limited (“**CDH**”) to be effected through (i) a global offering comprising an offering of shares of CDH (the “**CDH Shares**”) to the public in Hong Kong for subscription and/or an international placing of the CDH Shares with professional and institutional and other investors (including a preferential offer of the CDH Shares to certain shareholders of the Company whose addresses on the register of members of the Company are in Hong Kong and such other jurisdictions as shall be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the “**Global Offering**”); and (ii) a separate listing of all CDH Shares in issue and to be issued pursuant to the Global Offering on the Main Board of The Stock Exchange of Hong Kong Limited, (the “**Spin-off**”); and
- (b) the entering into of those agreements and documents (including, but not limited to, the non-competition undertaking and the stock borrowing agreement) (the “**Spin-off Agreements**”) by the Company and its subsidiaries as shall be necessary or desirable in respect of or for the purposes of the Spin-off on such terms and in such form as shall be agreed or approved by the directors of the Company (the “**Directors**”), acting collectively or individually; and
- (c) the Directors, acting collectively or individually, be and are hereby authorised on behalf of the Company to sign such of the Spin-off Agreements and, as shall be required, any two Directors or a Director and the Secretary be and are hereby authorised to affix the common seal of the Company to such of the Spin-off Agreements as shall be required to be executed by the Company as a deed or under seal and to do all such other acts and deeds on behalf of the Company as shall in the discretion of the Directors, acting collectively or individually, be necessary or desirable in respect of or in connection with the Spin-off,

be and are hereby approved.”

ORDINARY RESOLUTION NO. 2

“**THAT** the rules of the share option scheme (the “**CDH Share Option Scheme**”) of CITIC Dameng Holdings Limited (“**CDH**”), a copy of which is produced to the Meeting marked “A” and for the purpose of identification signed by the chairman of the Meeting, the summaries of which are set out in the circular of the Company dated 12 October 2010, be and are hereby approved as the share option scheme of CDH and the directors of the Company be and are hereby authorised to approve any amendments to the rules of the CDH Share Option Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the CDH Share Option Scheme.”

ORDINARY RESOLUTION NO. 3

“**THAT** the entering into of a deed of tax indemnity (the “**Deed of Tax Indemnity**”) by Highkeen Resources Limited, an indirect wholly-owned subsidiary of the Company, for the purposes of and in connection with the spin-off of CITIC Dameng Holdings Limited (“**CDH**”) in favour of CDH in respect of certain tax liabilities of CDH and its subsidiaries, a copy of which is produced to the Meeting marked “B” and for the purpose of identification signed by the chairman of the Meeting, and the terms and conditions of which are more particularly described in the circular of the Company dated 12 October 2010, subject to such amendments thereto as any of the directors of the Company consider necessary or desirable, be and is hereby approved.”

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

Hong Kong, 12 October 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; 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.