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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

THE CDH SHARE OPTION SCHEME

AND

CONNECTED TRANSACTION DEED OF TAX INDEMNITY TO BE ISSUED IN FAVOUR OF THE CDH GROUP

POLL RESULTS OF SPECIAL GENERAL MEETING

At the Special General Meeting held on 27 October 2010, ordinary resolutions were duly passed by way of a poll vote approving (1) the Spin-off; (2) the CDH Share Option Scheme; and (3) the Deed of Tax Indemnity.

Reference is made to the circular dated 12 October 2010 (the “**Circular**”) issued by CITIC Resources Holdings Limited (the “**Company**”) regarding the 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, the CDH Share Option Scheme and the Deed of Tax Indemnity to be issued in favour of the CDH Group. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

The Company is pleased to announce the poll results passed by Shareholders and Independent Shareholders, as the case may be, in respect of the ordinary resolutions proposed at the Special General Meeting held on 27 October 2010 as follows:

| RESOLUTIONS | | Number of Votes (%) | |
|-------------|--|----------------------------|--------------------|
| | | For | Against |
| 1 | To approve the Spin-off | 3,386,114,833 (100.00%) | 0 (0.00%) |
| 2 | To approve the CDH Share Option Scheme | 3,385,239,333 (99.97%) | 875,500 (0.03%) |
| 3 | To approve the Deed of Tax Indemnity | 935,749,210 (100.00%) | 0 (0.00%) |

As more than 50% of the votes were cast in favour of each of the above resolutions, the resolutions were duly passed as ordinary resolutions.

As at the date of the Special General Meeting, the issued and fully paid up share capital of the Company comprised 6,050,567,038 Shares.

In relation to resolutions No. 1 and No. 2 proposed at the Special General Meeting, the total number of Shares entitling the holders to attend and vote for or against such resolutions was 6,050,567,038.

In relation to resolution No. 3 proposed at the Special General Meeting, the total number of Shares entitling the holders to attend and vote for or against the resolution was 2,782,650,915 Shares. Keentech and CA and their respective associates (holding in aggregate 3,267,916,123 Shares) abstained from voting in respect of resolution No. 3.

Saved as disclosed above, there was no restriction on any Shareholders casting votes on any of the resolutions at the Special General Meeting and there were no Shares entitling the holders thereof to attend and vote only against all or any of the resolutions at the Special General Meeting.

The share registrar of the Company in Hong Kong, Tricor Tengis Limited, acted as scrutineer for the purpose of taking votes at the Special General Meeting.

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

Hong Kong, 27 October 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.