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## **CITIC RESOURCES HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 1205)

### **PROPOSED SPIN-OFF AND SEPARATE LISTING OF CITIC DAMENG HOLDINGS LIMITED ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**PUBLICATION OF PROSPECTUS AND DESPATCH TO QUALIFYING SHAREHOLDERS**

**QUALIFYING SHAREHOLDERS' ENTITLEMENT UNDER THE PREFERENTIAL OFFER**

**INDICATIVE OFFER PRICE RANGE**

This announcement is made pursuant to rule 13.09 of the Listing Rules.

#### **PUBLICATION OF THE PROSPECTUS OF CDH**

CDH has published the Prospectus in connection with the Proposed Spin-off. The Prospectus contains, among other things, details of the Global Offering including the number of CDH Shares available for subscription, the indicative offer price range for the CDH Shares, certain business and financial information relating to the CDH Group, CDH's profit forecast for the year ending 31 December 2010, a valuation of properties of the CDH Group as at 31 August 2010 and an independent technical review report in respect of the manganese operating mines of the CDH Group as of October 2010.

The Prospectus is available for viewing and downloading from the Stock Exchange's website at <http://www.hkexnews.hk> from Monday, 8 November 2010.

#### **QUALIFYING SHAREHOLDERS' ENTITLEMENT UNDER THE PREFERENTIAL OFFER**

Under the Preferential Offer, a total of 75,000,000 Reserved Shares are available for subscription by Qualifying Shareholders at the Final Offer Price. Qualifying Shareholders will be entitled to subscribe at the Final Offer Price on an assured basis of one Reserved Share for every 71 Shares held by them on the Record Date.

A BLUE Application Form, together with an electronic copy of the Prospectus on CD-ROMs will be despatched on Monday, 8 November 2010 to each Qualifying Shareholder entitled to apply for Reserved Shares.

### **OVER-ALLOTMENT OPTION**

CDH is expected to grant the Over-allotment Option to the underwriters of the International Offering. The Over-allotment Option is exercisable by the Joint Bookrunners (on behalf of the underwriters of the International Offering) to require CDH to allot and issue up to 112,500,000 additional CDH Shares at the Final Offer Price to cover over-allocations in the International Offering, if any.

### **INDICATIVE OFFER PRICE RANGE**

750,000,000 CDH Shares will be available for subscription in the Global Offering (assuming the Over-allotment Option is not exercised) and 862,500,000 CDH Shares will be available for subscription in the Global Offering (assuming the Over-allotment Option is exercised). The indicative offer price range per CDH Share in the Global Offering as set out in the Prospectus is, exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee, not less than HK\$2.10 and not more than HK\$2.75.

### **LISTING DATE**

Assuming completion of the Global Offering occurs in accordance with the current timetable, the CDH Shares are expected to commence dealing on the Main Board of the Stock Exchange on Thursday, 18 November 2010.

### **GENERAL**

**Any decision to apply for the CDH Shares in the Global Offering should be based solely on the information provided in the Prospectus.**

**As the Proposed Spin-off is still subject to certain conditions including, among other things, 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 Shares and other securities of the Company.**

## **INTRODUCTION**

This announcement is made pursuant to rule 13.09 of the Listing Rules.

Reference is made to the Proposed Spin-off as disclosed by the Company in its announcements dated 21 September 2010, 11 October 2010, 18 October 2010, 29 October 2010 and 1 November 2010 and circular dated 12 October 2010.

## **PUBLICATION OF THE PROSPECTUS OF CDH**

CDH has published the Prospectus in connection with the Proposed Spin-off. The Prospectus contains, among other things, details of the Global Offering including the number of CDH Shares available for subscription, the indicative offer price range for the CDH Shares, certain business and financial information relating to the CDH Group, CDH's profit forecast for the year ending 31 December 2010, a valuation of properties of the CDH Group as at 31 August 2010 and an independent technical review report in respect of the manganese operating mines of the CDH Group as of October 2010.

The Prospectus is available for viewing and downloading from the Stock Exchange's website at <http://www.hkexnews.hk> from Monday, 8 November 2010.

## **QUALIFYING SHAREHOLDERS' ENTITLEMENT UNDER THE PREFERENTIAL OFFER**

Under the Preferential Offer, a total of 75,000,000 Reserved Shares are available for subscription by Qualifying Shareholders at the Final Offer Price. Qualifying Shareholders will be entitled to subscribe at the Final Offer Price on an assured basis of one Reserved Share for every 71 Shares held by them on the Record Date.

A BLUE Application Form, together with an electronic copy of the Prospectus on CD-ROMs will be despatched on Monday, 8 November 2010 to each Qualifying Shareholder entitled to apply for Reserved Shares.

During normal business hours between 9:00 a.m. on Monday, 8 November 2010 and 12:00 noon on Thursday, 11 November 2010,

- (a) printed copies of the Prospectus are also available at the Hong Kong share registrar and transfer office of CDH, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for exclusive collection by Qualifying Shareholders;
- (b) Qualifying Shareholders may also collect printed copies of the Prospectus from the receiving banks, details of which are set out in the section headed "How to apply for Public Offer Shares and Reserved Shares" in the Prospectus; and
- (c) Qualifying Shareholders may contact Computershare Hong Kong Investor Services Limited on (852) 2862 8555, a hotline set up for the Preferential Offer.

## **OVER-ALLOTMENT OPTION**

CDH is expected to grant the Over-allotment Option to the underwriters of the International Offering. The Over-allotment Option is exercisable by the Joint Bookrunners (on behalf of the underwriters of the International Offering) to require CDH to allot and issue up to 112,500,000 additional CDH Shares at the Final Offer Price to cover over-allocations in the International Offering, if any.

Assuming that the Over-allotment Option is not exercised at all and without taking account of any CDH Shares to be issued upon the exercise of any CDH Share Options, the Company's percentage shareholding in CDH will, immediately upon completion of the Global Offering, be reduced from 52.40% to 39.30%.

Assuming that the Over-allotment Option is exercised in full and without taking account of any CDH Shares to be issued upon the exercise of any CDH Share Options, the Company's percentage shareholding in CDH will, immediately upon completion of the Global Offering, be reduced from 52.40% to 37.88%.

## **INDICATIVE OFFER PRICE RANGE**

750,000,000 CDH Shares will be available for subscription in the Global Offering (assuming the Over-allotment Option is not exercised) and 862,500,000 CDH Shares will be available for subscription in the Global Offering (assuming the Over-allotment Option is exercised). The indicative offer price range per CDH Share in the Global Offering as set out in the Prospectus is, exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee, not less than HK\$2.10 and not more than HK\$2.75.

If the Global Offering proceeds at an offer price which is within the above offer price range, the market capitalisation of CDH will be, upon completion of the Global Offering, between HK\$6,300.0 million and HK\$8,250.0 million (assuming the Over-allotment Option is not exercised and without taking account of any CDH Shares to be issued upon the exercise of any CDH Share Options); and between HK\$6,536.3 million and HK\$8,559.4 million (assuming the Over-allotment Option is exercised and without taking account of any CDH Shares to be issued upon the exercise of any CDH Share Options).

## LISTING DATE

Assuming completion of the Global Offering occurs in accordance with the current timetable, the CDH Shares are expected to commence dealing on the Main Board of the Stock Exchange on Thursday, 18 November 2010.

## GENERAL

**Any decision to apply for the CDH Shares in the Global Offering should be based solely on the information provided in the Prospectus.**

The Proposed Spin-off, including the listing of the CDH Shares on the Main Board of the Stock Exchange, remains subject to, among other things, the final decision of the Board and the board of directors of CDH, the determination of the Final Offer Price, the obligations of the Underwriters under the underwriting agreements among CDH and the Underwriters in respect of the Global Offering (the “**Underwriting Agreements**”) becoming and remaining unconditional and the Underwriting Agreements not being terminated in accordance with their terms on or before the dates and times specified therein. Accordingly, Shareholders and potential investors in Shares and other securities of the Company should be aware that there is no assurance that the Proposed Spin-off, and the separate listing of the CDH Shares, will take place or as to when it will take place.

**As the Proposed Spin-off is still subject to certain conditions including, among other things, 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 Shares and other securities of the Company.**

**This announcement is not and does not constitute an offer for sale of or a solicitation of any offer to purchase or subscribe for any securities in Hong Kong, the United States or elsewhere. No securities can be offered or sold in the United States unless registered or exempted from registration. The Proposed Spin-off will not be registered in the United States.**

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

## DEFINITIONS

Unless otherwise stated, terms and expressions defined in the circular of the Company dated 12 October 2010 shall have the same meaning when used in this announcement.

*All times and dates in this announcement refer to Hong Kong time and dates unless otherwise stated.*

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

Hong Kong, 8 November 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.*