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CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

PROFIT WARNING

This announcement is made by the Company pursuant to rule 13.09(1) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

Based on information currently available to the Board in the preparation of the 2012 Final Results, the Board wishes to inform holders of the Company's shares and securities and potential investors that the Group is expected to record a significant loss for the year ended 31 December 2012. The expected loss is principally attributable to, in addition to the reasons disclosed in the First Profit Warning, the following reasons:

- (A) as a result of an expected increase in the decline in the results of CITIC Dameng for the year ended 31 December 2012 as compared with the year ended 31 December 2011 as announced by CITIC Dameng on 1 February 2013, the amount of the Group's proportionate share in the loss expected to be recorded by CITIC Dameng will be greater; and
- (B) as a result of the prevailing share price of CITIC Dameng relative to the carrying amount of the Group's investment in CITIC Dameng and the negative effect of current weak prices for manganese and manganese products, the Board has conducted an assessment of the Group's investment in CITIC Dameng and consider it prudent to make a non-cash provision in respect of such investment. The non-cash impairment loss is expected to be substantial but should not have a material adverse effect on the Group's cash flows.

The Board remains of the view that manganese is a strategic resource important in a number of industries, not least the steel industry in the PRC, and expects demand and prices for manganese and manganese products to improve in the medium to long term. The Company still holds positive views on its investment in CITIC Dameng and believes the performance of CITIC Dameng will turnaround when the market improves.

Holders of the Company's shares and securities and potential investors are advised to exercise caution when dealing in the shares and securities of the Company.

This announcement is made by CITIC Resources Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") pursuant to rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap.571, Law of Hong Kong) (the "**SFO**").

Reference is made to the announcement of the Company dated 21 December 2012 (the “**First Profit Warning**”) and, in particular, the Company’s assessment of any impairment loss in the value of the Group’s investment in CITIC Dameng Holdings Limited (“**CITIC Dameng**”).

Based on information currently available to the board of directors of the Company (the “**Board**”) in the preparation of the final results of the Group for the year ended 31 December 2012 (the “**2012 Final Results**”), the Board wishes to inform holders of the Company’s shares and securities and potential investors that the Group is expected to record a significant loss for the year ended 31 December 2012. The expected loss is principally attributable to, in addition to the reasons disclosed in the First Profit Warning, the following reasons:

- (A) as a result of an expected increase in the decline in the results of CITIC Dameng for the year ended 31 December 2012 as compared with the year ended 31 December 2011 as announced by CITIC Dameng on 1 February 2013, the amount of the Group’s proportionate share in the loss expected to be recorded by CITIC Dameng will be greater; and
- (B) as a result of the prevailing share price of CITIC Dameng relative to the carrying amount of the Group’s investment in CITIC Dameng and the negative effect of current weak prices for manganese and manganese products, the Board has conducted an assessment of the Group’s investment in CITIC Dameng and consider it prudent to make a non-cash provision in respect of such investment. The non-cash impairment loss is expected to be substantial but should not have a material adverse effect on the Group’s cash flows.

The Board remains of the view that manganese is a strategic resource important in a number of industries, not least the steel industry in the People’s Republic of China (the “**PRC**”), and expects demand and prices for manganese and manganese products to improve in the medium to long term. The Company still holds positive views on its investment in CITIC Dameng and believes the performance of CITIC Dameng will turnaround when the market improves.

The Company is still in the process of preparing and completing the 2012 Final Results and the information contained in this announcement is a preliminary assessment made by the Board based on the latest management accounts of the Group which are subject to audit by the independent auditors of the Company (the “**Auditors**”) and not based on any figures or information that have been audited or reviewed by the Auditors. Holders of the Company’s shares and securities and potential investors are advised to read carefully the Company’s announcement of the 2012 Final Results which is expected to be published before the end of February 2013.

Holders of the Company’s shares and securities and potential investors are advised to exercise caution when dealing in the shares and securities of the Company.

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

Hong Kong, 1 February 2013

As at the date hereof, the executive directors of the Company are Mr. Zeng Chen; Mr. Guo Tinghu and Ms. Li So Mui, the non-executive directors are Mr. Ju Weimin; Mr. Qiu Yiyong; Mr. Tian Yuchuan; Mr. Wong Kim Yin and Mr. Zhang Jijing, and the independent non-executive directors are Mr. Fan Ren Da, Anthony; Mr. Gao Pei Ji, Mr. Hu Weiping and Mr. Ngai Man.