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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 Aspiration Meeting Room, Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 6 December 2013 at 3:20 p.m. (or, if later, immediately following the conclusion of the special general meeting of the Company convened pursuant to the notice of the Company dated 4 November 2013 and to be held at 3:00 p.m. at the same location and on the same date as the Meeting) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

#### **RESOLUTION**

“**THAT** the grant of share options to Mr. Kwok Peter Viem (the “**Share Options**”) under the share option scheme adopted by the Company on 30 June 2004 to subscribe for 400,000,000 ordinary shares of HK\$0.05 each in the share capital of the Company (the “**Shares**”) at the exercise price of HK\$1.77 per Share, details of which are set out in the circular of the Company dated 21 November 2013, be and is hereby approved, confirmed and ratified and the board of directors of the Company (the “**Board**”) or a duly authorised committee of the Board or any one or more directors of the Company authorised by the Board or any committee thereof be and are hereby authorised to do any acts or things or to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in order to give effect to the grant of the Share Options.”

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

Hong Kong, 21 November 2013

*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 a proxy or, if holding two or more shares of the Company, more than one proxy 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 in person 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 in person 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.

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