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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 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION NO. 1

“**THAT** the entering into of a cooperation agreement dated 11 October 2013 by CITIC Australia Commodity Trading Pty Limited (“**CACT**”) with 中信金屬有限公司 (CITIC Metal Company Limited) (“**CITIC Metal**”) (the “**2014 Cooperation Agreement**”), a copy of which is produced to the Meeting and for the purpose of identification initialled by the chairman of the Meeting, and the sale of iron ore, coal, alumina and other commodities by CACT to CITIC Metal pursuant to the 2014 Cooperation Agreement during the three years ending 31 December 2016 subject to the annual caps as more particularly described in the circular issued by the Company on 4 November 2013 be and are hereby confirmed, ratified and approved.”

ORDINARY RESOLUTION NO. 2

“**THAT** Mr. Kwok Peter Viem be and is hereby re-elected a director of the Company with immediate effect.”

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

Hong Kong, 4 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.
- (5) The above ordinary resolutions will be taken by poll.

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.