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CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

VOLUNTARY DISCLOSURE

NON-BINDING TERM SHEET

COKING COAL OFFTAKE FROM AND GRANT OF US\$40 MILLION WORKING CAPITAL FACILITY TO BULLER COAL LIMITED

CRA, a wholly-owned subsidiary of the Company, has entered into a non-legally binding Term Sheet with Bathurst relating to the supply of coking coal by Buller, a wholly-owned subsidiary of Bathurst, to CACT, a wholly-owned subsidiary of CRA, and the provision of a secured working capital facility of up to US\$40 million by CRA to Buller.

The Company wishes to emphasise that the Term Sheet is non-legally binding and the Possible Transactions are subject to, among other things, further negotiations between the parties, due diligence, board approvals of the parties and the agreement and signing of the Formal Agreements. Therefore, the terms and conditions of the Formal Agreements may or may not be agreed and the Possible Transactions may or may not materialise. Additionally, the terms of the Formal Agreements, if signed, may deviate from those set out in the Term Sheet.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

INTRODUCTION

On 6 May 2011, CITIC Resources Australia Pty Limited (“**CRA**”), a wholly-owned subsidiary of CITIC Resources Holdings Limited (the “**Company**”), entered into a term sheet (the “**Term Sheet**”) with Bathurst Resources Limited (“**Bathurst**”) concerning, among other things, the supply of coking coal by Buller Coal Limited (“**Buller**”) from the Buller Coal Project to CITIC Australia Commodity Trading Pty Limited (“**CACT**”) and the provision of a working capital facility by CRA to Buller (the “**Possible Transactions**”).

The Term Sheet is non-legally binding. CRA shall conduct due diligence on, among other things, the Buller Coal Project, and CRA and Bathurst shall have further negotiations to discuss formal agreements (the “**Formal Agreements**”) relating to the supply of coking coal by Buller to CACT and the provision of the working capital facility by CRA to Buller.

DETAILS OF TERM SHEET

Date:

6 May 2011

Parties:

- (A) Bathurst Resources Limited. After having made reasonable enquiries, and to the best of the information, knowledge and belief of the directors of the Company; Bathurst is independent of and not connected to the chief executive, directors or substantial shareholders of the Company or its subsidiaries.
- (B) CITIC Resources Australia Pty Limited, a wholly-owned subsidiary of the Company.

Coal Supply

It is proposed that Buller supply and CACT take 30% of the annual production of the Buller Coal Project for a period of 5 years from the first shipment of coal from the Buller Coal Project.

Marketing Rights

It is proposed that Buller grant to CACT the exclusive marketing rights with respect to, among others, specific customers in the People's Republic of China (the "PRC") for a period of 5 years from the first shipment of coal from the Buller Coal Project.

Working Capital Facility and Security

It is proposed that CRA provide a working capital facility to Buller up to a maximum amount of US\$40 million (HK\$312 million) for a term of 5 years from the date of first drawdown of the facility.

It is also proposed that a fixed and floating charge be granted by Buller to CRA over the Buller Coal Project which will be subordinated to the vendor financing granted to Bathurst but which ranks *pari passu* to credit facilities extended to Bathurst and Buller by other offtakers or trading companies.

Non-Legally Binding

The Term Sheet is non-legally binding.

Due Diligence and Formal Agreements

CRA shall conduct due diligence on, among other things, the Buller Coal Project, and CRA and Bathurst shall have further negotiations to discuss the Formal Agreements.

INFORMATION ON CRA AND CACT

CRA, a wholly-owned subsidiary of the Company, is an investment holding company.

CACT is a wholly-owned subsidiary of CRA and operates in Australia. It is an international trading company with an emphasis on trade between Australia and the PRC. It is a significant exporter of bulk commodities, focusing on base metals and mineral resources, including aluminium ingots, iron ore, alumina and coal, and imports into Australia commodities and manufactured products such as vehicle and industrial batteries, tyres, alloy wheels and various metals such as steel and aluminium extrusion products.

INFORMATION ON BATHURST, BULLER AND BULLER COAL PROJECT

Bathurst (ABN 125 679 469) is listed on the Australian Securities Exchange and the New Zealand Stock Exchange.

Buller is a wholly-owned subsidiary of Bathurst. It is the owner and developer of the Buller Coal Project, a coking coal project located in the Buller Coalfield in the South Island of New Zealand with JORC resource of 47.1 million tonnes.

GENERAL

The Company wishes to emphasise that the Term Sheet is non-legally binding and the Possible Transactions are subject to, among other things, further negotiations between the parties, due diligence, board approvals of the parties and the agreement and signing of the Formal Agreements. Therefore, the terms and conditions of the Formal Agreements may or may not be agreed and the Possible Transactions may or may not materialise. Additionally, the terms of the Formal Agreements, if signed, may deviate from those set out in the Term Sheet.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

For the purpose of this announcement, unless otherwise specified, amounts in US\$ have been converted into HK\$ or vice versa at the rate of US\$1 = HK\$7.8 for illustration purposes only. No representation is made that any amounts in US\$ or HK\$ have been or could have been or can be converted at the above rate or at any other rates or at all.

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

Hong Kong, 6 May 2011

As at the date hereof, the executive directors of the Company are Mr. Sun Xinguo; Mr. Zeng Chen; Mr. Guo Tinghu and Ms. Li So Mui, the non-executive directors are Mr. Mi Zengxin; 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 and Mr. Ngai Man.