

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

PROPOSED AMENDMENTS TO BYE-LAWS AND ADOPTION OF NEW BYE-LAWS

This announcement is made by the Company pursuant to rule 13.51(1) of the Listing Rules.

The Directors propose to amend the Bye-laws to (i) reflect amendments to the Listing Rules relating to, among other things, the bye-laws or equivalent constitutional documents of listed issuers and certain amendments to the Listing Rules which came into effect on 1 January 2012 and 1 April 2012 respectively, (ii) reflect certain amendments to the Companies Act introduced by the Companies Amendment (No. 2) Act 2011 which became operative on 18 December 2011 and (iii) to incorporate certain housekeeping amendments. The Directors also propose to adopt a new set of Bye-laws containing, subject to their approval, the aforementioned proposed amendments and all amendments made to the Bye-laws previously.

The proposed amendments to the Bye-laws and the proposed adoption of the new Bye-laws are subject to the approval of Shareholders by way of special resolutions at the forthcoming AGM.

A circular containing, among other things, details of the proposed amendments to the Bye-laws and a notice convening the AGM will be despatched to the Shareholders in due course.

This announcement is made by CITIC Resources Holdings Limited (the “**Company**”) pursuant to rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The directors of the Company (the “**Directors**”) propose to amend the bye-laws of the Company (the “**Bye-laws**”) to (i) reflect amendments to the Listing Rules relating to, among other things, the bye-laws or equivalent constitutional documents of listed issuers and certain amendments to the Listing Rules which came into effect on 1 January 2012 and 1 April 2012 respectively, (ii) reflect certain amendments to the Companies Act 1981 of the laws of Bermuda (the “**Companies Act**”) introduced by the Companies Amendment (No. 2) Act 2011 which became operative on 18 December 2011 and (iii) to incorporate certain housekeeping amendments. The Directors also propose to adopt a new set of Bye-laws containing, subject to their approval, the aforementioned proposed amendments and all amendments made to the Bye-laws previously.

The principal proposed amendments to the Bye-laws are as follows:

- (a) to reflect the requirements of the applicable code provisions in the Corporate Governance Code set out in Appendix 14 to the Listing Rules regarding the length of notice for general meetings;
- (b) to remove prohibitions on the provision of financial assistance for the purchase of shares of the Company in line with the Companies Amendment (No. 2) Act 2011;
- (c) to provide for all resolutions at general meetings of the Company to be decided by poll (other than resolutions that relate purely to a procedural or administrative matter) as required by the Listing Rules;
- (d) to allow the public to inspect the register of members of the Company without charge;
- (e) to exclude a Director from voting (and forming part of the quorum) on any resolution at board meetings in respect of any proposal concerning another company in which such Director or his associates (as defined in the Listing Rules) are interested as a shareholder notwithstanding that such interest is less than 5% of the issued shares of any class of shares or the voting rights of such company;
- (f) to require a physical board meeting in lieu of written resolutions where a Director or substantial shareholder of the Company has a conflict of interest in a matter to be considered by the board of Directors (the “**Board**”) which the Board has determined to be material;
- (g) to allow the Company to declare dividends or distributions when recording a profit, notwithstanding that the Company may carry a negative retained earnings balance; and
- (h) other amendments to better align with the wordings in the Companies Act and the Listing Rules.

The proposed amendments to the Bye-laws and the proposed adoption of the new Bye-laws are subject to the approval of shareholders of the Company (“**Shareholders**”) by way of special resolutions at the forthcoming annual general meeting of the Company (the “**AGM**”).

A circular containing, among other things, details of the proposed amendments to the Bye-laws and a notice convening the AGM will be despatched to Shareholders in due course.

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

Hong Kong, 27 March 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.