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## **CITIC RESOURCES HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 1205)

### **GRANT OF SHARE OPTIONS**

#### **Grant of Share Options**

On 6 November 2013, the Board (with Mr. Kwok abstaining) resolved that the Company grant to Mr. Kwok share options to, subject to acceptance by Mr. Kwok and satisfaction of the conditions described below, subscribe for 400,000,000 Shares at an exercise price of HK\$1.77 per Share.

As Mr. Kwok is a Director, the grant of the Share Options was also approved by the independent non-executive Directors on 6 November 2013.

#### **Conditions**

The grant of the Share Options is conditional upon the following:

- (a) the approval of Shareholders at the Special General Meeting as required by the Note to rule 17.03(4) of the Listing Rules and Note (1) to rule 17.03(3) of the Listing Rules respectively and the rules of the Share Option Scheme as the number of Shares issuable to Mr. Kwok upon the exercise of the Share Options:
  - (i) exceeds 1% of all Shares in issue as at the Date of Grant; and
  - (ii) together with all Shares issued or issuable under all share options already granted under the Share Option Scheme, exceeds the Scheme Mandate Limit; and
- (b) the re-election of Mr. Kwok as a Director at the Prior Special General Meeting.

#### **Special General Meeting**

The Special General Meeting will be convened for the purpose of allowing Shareholders to consider and, if thought fit, approve the grant of the Share Options.

#### **Circular**

A circular containing information relating to the grant of the Share Options and notice of the Special General Meeting is expected to be despatched to Shareholders on or before 21 November 2013.

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### SUMMARY OF THE PRINCIPAL TERMS OF THE SHARE OPTIONS

A summary of the principal terms of the Share Options is set out below:

|  |   |   |
|--|---|---|
| Date of Grant  | : | 6 November 2013   |
| Number of Shares issuable upon exercise of the Share Options | : | 400,000,000 Shares, representing 5.08% of all Shares in issue as at the date of this announcement   |
| Exercise price per Share upon exercise of the Share Options  | : | HK\$1.77 per Share, which exceeds the higher of (i) HK\$1.09, the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the Date of Grant; (ii) HK\$1.08, the average closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) HK\$0.05, the nominal value per Share |
| Validity period of the Share Options                         | : | 5 years from the Date of Grant  |
| Vesting period of the Share Options                          | : | (i) 50% of the Share Options shall vest and be exercisable with effect from the first anniversary of the Date of Grant; and<br><br>(ii) the remaining 50% of the Share Options shall vest and be exercisable with effect from the second anniversary of the Date of Grant.  |

## **SPECIAL GENERAL MEETING**

The Special General Meeting will be convened for the purpose of allowing Shareholders to consider and, if thought fit, approve the grant of the Share Options.

As Mr. Kwok has a material interest in the grant of the Share Options, Mr. Kwok and his associates, to the extent they hold any Shares, are required to abstain from voting in respect of the resolution to approve the grant of the Share Options at the Special General Meeting. As at the date of this announcement, save for Mr. Kwok's interest in the Share Options, Mr. Kwok and his associates do not have a notifiable interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **CIRCULAR**

A circular containing information relating to the grant of the Share Options and notice of the Special General Meeting is expected to be despatched to Shareholders on or before 21 November 2013.

## **DEFINITIONS**

Unless otherwise stated, the following terms shall have the following meanings in this announcement:

|                                 |   |
|---------------------------------|---|
| “associate”                     | has the meaning ascribed to it under the Listing Rules  |
| “Board”                         | the board of Directors  |
| “Bye-laws”                      | the bye-laws of the Company (as amended from time to time)  |
| “Company”                       | CITIC Resources Holdings Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange  |
| “Date of Grant”                 | 6 November 2013, being the date on which the Share Options were conditionally granted by the Board  |
| “Director(s)”                   | the director(s) of the Company  |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the People's Republic of China   |
| “Listing Rules”                 | the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)  |
| “Mr. Kwok”                      | Mr. Kwok Peter Viem   |
| “Prior Special General Meeting” | the special general meeting of the Company to 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. and at which Mr. Kwok is required to retire, and will seek re-election, as a Director pursuant to Bye-law 86(2) |
| “Scheme Mandate Limit”          | 431,688,438 Shares, being the maximum number of Shares that can be issued in respect of share options granted under the Share Option Scheme   |

|                           |  |
|---------------------------|--|
| “Share Option Scheme”     | the share option scheme adopted by the Company on 30 June 2004   |
| “Share Options”           | the share options conditionally granted to Mr. Kwok under the Share Option Scheme to subscribe for up to 400,000,000 Shares, the principal terms of which are set out in the paragraph headed “Summary of the Principal Terms of the Share Options” in this announcement |
| “Shareholders”            | holders of Shares  |
| “Shares”                  | ordinary shares of HK\$0.05 each in the share capital of the Company   |
| “Special General Meeting” | the special general meeting of Shareholders to be convened for the purpose of allowing Shareholders to consider and, if thought fit, approve the grant of the Share Options  |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong  |
| “%”                       | per cent.  |

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

Hong Kong, 6 November 2013

*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.*