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## IMPORTANT

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in South East Asia Wood Industries Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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## **SOUTH EAST ASIA WOOD INDUSTRIES HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

### **PROPOSED CHANGE OF COMPANY NAME**

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A notice convening a special general meeting of South East Asia Wood Industries Holdings Limited to be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 31 October 2002 at 3:00 p.m., is set out on page 4 of this circular. Whether or not you are able to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting (or any adjourned meeting thereof) should you wish to do so.

7 October 2002

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## LETTER FROM THE BOARD

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### **SOUTH EAST ASIA WOOD INDUSTRIES HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

*Executive Directors:*

Mr. Kwok Viem, Peter (*Chairman*)  
Mr. Ma Ting Hung (*Vice Chairman*)  
Ms. Li So Mui  
Mr. Qiu Yiyong  
Mr. Sun Xinguo  
Mr. Tian Yuchuan  
Mr. Zheng Jijing

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Independent Non-Executive Directors:*

Mr. Fan Ren Da, Anthony  
Mr. Tsang Link Carl, Brian

*Head office:*

Room 2602, 26th Floor  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

7 October 2002

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME**

The Board of Directors (the “Board”) of South East Asia Wood Industries Holdings Limited (the “Company”) has proposed that the English name of the Company be changed to “CITIC Resources Holdings Limited” and that the Company adopts the Chinese name “中信資源控股有限公司” (the “Proposal”) for identification purpose only in place of 東南亞木業集團有限公司.

### **REASONS**

China International Trust and Investment Corporation (“CITIC”) is a state-owned enterprise incorporated in the People’s Republic of China. Since its incorporation in 1979, it has developed into an international conglomerate engaging in a wide array of activities ranging from financial services to telecommunications as well as resources.

CITIC, through Keentech Group Limited (“Keentech”), its indirect wholly owned subsidiary, has held an indirect interest in the Company since 20 April 2001. This interest recently increased to about 41.26% of the total issued share capital of the Company as a result of Keentech’s conversion of HK\$1,000,000,000 floating rate convertible loan notes (the “Convertible Loan Notes”) into 1,176,470,588 shares of HK\$0.05 each of the Company (the “Shares”).

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## LETTER FROM THE BOARD

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The Board believes that a change of the Company's name to "CITIC Resources Holdings Limited" is in the interests of the Company and its shareholders as a whole as it reflects the closer association between the Company and CITIC which should allow the Company to capitalise on the reputation of CITIC.

The Directors also consider that the proposed name change better reflects the business intentions of the Company which, in addition to having interests in the wood industry, will also explore investment opportunities in other natural resources.

### CONDITIONS

The Proposal is subject to the passing of a special resolution by the shareholders of the Company at a special general meeting (the "Special General Meeting") to be convened by the Company and the approval by the Registrar of Companies in Bermuda.

If approved, the new company name will be effective on the date when it is entered by the Registrar of Companies in Bermuda into the register in place of the existing name of the Company. Thereafter, the Company will comply with the necessary filing procedures in Hong Kong.

### EFFECTS

The Proposal will have no impact on the existing contracts, business, or day to day operations of the Company. Further, the proposed change of name will not affect any rights of the shareholders of the Company. All existing share certificates bearing the existing name of the Company, "South East Asia Wood Industries Holdings Limited", will continue to be legal and valid evidence of title to the Shares stated thereon and shall remain legal and valid for trading and settlement purposes.

An announcement will be made by the Company when the change of name becomes effective.

### SPECIAL GENERAL MEETING

A notice convening the Special General Meeting, which will be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 31 October 2002 at 3:00 p.m. to approve the Proposal and a form of proxy for use at the Special General Meeting are enclosed. Whether or not shareholders intend to attend the meeting, they are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it as soon as possible to the Company at Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong, and in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting (or any adjournment thereof). Delivery of a form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting thereof should they so wish.

### RECOMMENDATION

For the reasons explained above, the Directors recommend you to vote in favour of the special resolution to be proposed at the Special General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Peter Kwok Viem**  
*Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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### **SOUTH EAST ASIA WOOD INDUSTRIES HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “Special General Meeting”) of South East Asia Wood Industries Holdings Limited (the “Company”) will be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 31 October 2002 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a Special Resolution of the Company:

#### **SPECIAL RESOLUTION**

“THAT subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed to “CITIC Resources Holdings Limited” and that the Company do adopt the Chinese name “中信資源控股有限公司” for identification purpose only.”

By Order of the Board  
**Peter Kwok Viem**  
*Chairman*

Hong Kong, 7 October 2002

#### **NOTES:**

1. A member of the Company entitled to attend and vote at the Special General Meeting is entitled to appoint one or more proxies to attend and vote in his stead in accordance with the bye-laws of the Company. A proxy need not be a member of the Company.
2. A form of proxy for use at the Special General Meeting (or any adjournment thereof) is enclosed with the circular to shareholders of the Company.
3. To be valid, the form of proxy, together with the power of attorney or other authority if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company at Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting (or any adjourned meeting thereof) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the Special General Meeting (or any adjourned meeting thereof) should they so wish.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.