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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **CITIC Resources 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, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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## CITIC RESOURCES HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

(Stock Code: 1205)

**PROPOSALS FOR  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE SHARES OF THE COMPANY,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of CITIC Resources Holdings Limited to be held at Pacific Place Conference Centre, Mont Blanc Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 26 June 2009 at 3:00 p.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to 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 holding the Annual General 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 Annual General Meeting (or any adjournment thereof) should you so wish.

Hong Kong, 30 April 2009

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Pacific Place Conference Centre, Mont Blanc Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 26 June 2009 at 3:00 p.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time
“Companies Act”	the Companies Act 1981 of the laws of Bermuda
“Company”	CITIC Resources Holdings Limited, a company incorporated in Bermuda, Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate granted to the Directors to exercise the powers of the Company to repurchase Shares pursuant to and in accordance with the Repurchase Resolution

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## DEFINITIONS

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“Repurchase Proposal”	the proposal to grant a general mandate to the Directors to exercise the powers of the Company during the period as set out in the Repurchase Resolution to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution referred to as in resolution No. 4A set out in the notice of Annual General Meeting contained in this circular to consider and, if thought fit, approve the Repurchase Proposal
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholders”	holders of Shares
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with a primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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### **CITIC RESOURCES HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 1205)

*Executive Directors:*

Mr. KONG Dan (*Chairman*)  
Mr. MI Zengxin (*Vice Chairman*)  
Mr. SHOU Xuancheng (*Vice Chairman*)  
Mr. SUN Xinguo (*President and Chief Executive Officer*)  
Ms. LI So Mui  
Mr. QIU Yiyong  
Mr. ZENG Chen  
Mr. ZHANG Jijing

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Directors:*

Mr. MA Ting Hung  
Mr. WONG Kim Yin  
Ms. YAP Chwee Mein (*Alternate to Mr. WONG Kim Yin*)

*Head Office and*

*Principal Place of Business:*  
Suites 3001-3006  
30/F, One Pacific Place  
88 Queensway  
Hong Kong

*Independent Non-executive Directors:*

Mr. FAN Ren Da, Anthony  
Mr. NGAI Man  
Mr. TSANG Link Carl, Brian

30 April 2009

*To Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE SHARES OF THE COMPANY,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the granting to the Directors of general mandates to repurchase Shares and allot and issue Shares up to 10% and 20% respectively of the issued share capital of the Company as at the date of the respective resolutions and the re-election of retiring Directors by Shareholders and the notice of Annual General Meeting.

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## LETTER FROM THE BOARD

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### **GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 27 June 2008, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information in respect of the Repurchase Proposal is set out in Appendix I to this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,046,567,038 Shares. Subject to the passing of the Repurchase Resolution in accordance with resolution No. 4A set out in the notice of Annual General Meeting contained in this circular and on the basis that no further Shares are issued or no Shares are repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Resolution to repurchase a maximum of 604,656,703 Shares representing not more than 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution.

### **GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 27 June 2008, a general mandate was given by the Company to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew such general mandate at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,046,567,038 Shares. Subject to the passing of the resolution to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company in accordance with resolution No. 4B set out in the notice of Annual General Meeting contained in this circular and on the basis that no further Shares are issued or no Shares are repurchased prior to the Annual General Meeting, the Company will be allowed to issue a maximum of 1,209,313,407 Shares representing not more than 20% of the issued share capital of the Company as at the date of passing of the resolution No. 4B in the notice of Annual General Meeting.

Two ordinary resolutions will be proposed at the Annual General Meeting respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution and adding to such general mandate so granted to the Directors any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution.

### **RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors are Mr. Kong Dan; Mr. Mi Zengxin; Mr. Shou Xuancheng; Mr. Sun Xinguo; Ms. Li So Mui; Mr. Qiu Yiyong; Mr. Zeng Chen and Mr. Zhang Jijing, the non-executive Directors are Mr. Ma Ting Hung; Mr. Wong Kim Yin and Ms. Yap Chwee Mein (alternate to Mr. Wong Kim Yin), and the independent non-executive Directors are Mr. Fan Ren Da, Anthony; Mr. Ngai Man and Mr. Tsang Link Carl, Brian.

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## LETTER FROM THE BOARD

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Pursuant to bye-laws 87(1) and 87(2) of the Bye-laws, Mr. Mi Zengxin; Ms. Li So Mui; Mr. Ma Ting Hung; Mr. Fan Ren Da, Anthony and Mr. Ngai Man will retire by rotation at the Annual General Meeting. Mr. Ma Ting Hung (“**Mr. Ma**”) will not offer himself for re-election at the Annual General Meeting due to other business and personal commitments and accordingly will cease to be a Director on conclusion of the Annual General Meeting. Mr. Ma has confirmed that he has no disagreement with the Board and there are no other matters in respect of his retirement that need to be brought to the attention of Shareholders. The Board would like to express its gratitude to Mr. Ma for his valued contribution to the development of the Group during his tenure of director’s office. All retiring directors, except Mr. Ma, are eligible and will offer themselves for re-election at the Annual General Meeting. The details and brief biography of each of Mr. Mi Zengxin; Ms. Li So Mui; Mr. Fan Ren Da, Anthony and Mr. Ngai Man are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed to Shareholders in respect of ordinary business to be considered at the Annual General Meeting, including re-election of retiring Directors, and special business to be considered at the Annual General Meeting, being the ordinary resolutions proposed to approve the Repurchase Proposal, the general mandate for Directors to issue new Shares and the extension of the general mandate to issue new Shares.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to Suites 3001-3006, 30/F, One Pacific Place, 88 Queensway, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General 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 Annual General Meeting (or any adjournment thereof) should you so wish.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors believe that the granting to the Directors of general mandates to repurchase Shares and to allot and issue Shares and the re-election of retiring Directors by Shareholders are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions set out in the notice of Annual General Meeting contained in this circular.

Yours faithfully  
For and on behalf of the Board  
**CITIC Resources Holdings Limited**  
**Sun Xinguo**  
*Chief Executive Officer*

This Appendix I serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Resolution, the approval of which will grant a general mandate to the Directors to exercise the power of the Company during the period as set out in the Repurchase Resolution to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution.

## **1. SHARE REPURCHASE RULES**

The Share Repurchase Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(a) Shareholders' Approval**

The Share Repurchase Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase.

### **(b) Source of Funds**

Share repurchases must be made out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

### **(c) Maximum Number of Shares to be Repurchased and Subsequent Issue**

The shares to be repurchased by a company must be fully-paid up. A maximum of 10% of the existing issued share capital of a company as at the date of passing the relevant resolution may be repurchased on the Stock Exchange and a company may not, without the prior approval of the Stock Exchange, issue new shares or announce a proposed new issue of shares for a period of 30 days immediately following a share repurchase whether on the Stock Exchange or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue securities, which were outstanding prior to the repurchase).

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,046,567,038 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or no Shares are repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Resolution to repurchase a maximum of 604,656,703 Shares representing not more than 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution.

### 3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and Shareholders as a whole. Share repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders as a whole.

### 4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with memorandum of association of the Company, the Bye-laws and the applicable laws of Bermuda. Pursuant to the Companies Act, the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, the profits that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a share repurchase may only be paid out of either the profits that would otherwise be available for dividend or distribution, or the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the 2008 annual report of the Company in the event that the Repurchase Proposal were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to an extent it would, in the circumstances, have a material adverse effect on the working capital requirements or gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

### 5. SHARES PRICES

The highest and lowest prices at which Shares have traded on the Stock Exchange during each of the twelve complete months prior to the Latest Practicable Date and for the month of April 2009 up to the Latest Practicable Date were as follows:

		Share price (HK\$)	
		Highest	Lowest
<b>2008</b>	April	3.716	2.650
	May	4.381	3.521
	June	4.205	3.270
	July	3.650	2.670
	August	2.730	1.670
	September	1.900	1.070
	October	1.280	0.390
	November	0.940	0.440
	December	1.080	0.570
<b>2009</b>	January	1.210	0.750
	February	0.960	0.800
	March	1.110	0.730
	April (up to the Latest Practicable Date)	1.300	0.930



## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make Share repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such mandate is approved by Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

## 7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following interests in Shares were recorded in the register kept by the Company pursuant to Section 336(1) of the SFO:

Name of substantial Shareholders	Nature of interest	Number of Shares held as long positions	Percentage of existing issued share capital of the Company	Percentage of existing issued share capital of the Company if the Repurchase Mandate were exercised in full
CITIC Group	Corporate	3,266,416,123 <sup>(1)</sup>	54.02	60.02
CITIC Projects Management (HK) Limited	Corporate	2,516,002,330 <sup>(2)</sup>	41.61	46.23
Keentech Group Limited	Corporate	2,516,002,330 <sup>(3)</sup>	41.61	46.23
CITIC Australia Pty Limited	Corporate	750,413,793 <sup>(4)</sup>	12.41	13.79
Temasek Holdings (Private) Limited	Corporate	693,776,341 <sup>(5)</sup>	11.47	12.75
Temasek Capital (Private) Limited	Corporate	443,267,500 <sup>(6)</sup>	7.33	8.15
Seletar Investments Pte. Ltd.	Corporate	443,267,500 <sup>(7)</sup>	7.33	8.15
Baytree Investments (Mauritius) Pte. Ltd.	Corporate	443,267,500 <sup>(8)</sup>	7.33	8.15

Notes:

- (1) The figure represents an attributable interest of CITIC Group through its interest in CITIC Projects Management (HK) Limited (“**CITIC Projects**”) and CITIC Australia Pty Limited (“**CA**”). CITIC Group is a company established in the PRC.
- (2) The figure represents an attributable interest of CITIC Projects through its interest in Keentech Group Limited (“**Keentech**”). CITIC Projects, a company incorporated in the British Virgin Islands, is a direct wholly-owned subsidiary of CITIC Group.
- (3) Keentech, a company incorporated in the British Virgin Islands, is a direct wholly-owned subsidiary of CITIC Projects.
- (4) CA, a company incorporated in Australia, is a direct wholly-owned subsidiary of CITIC Group.
- (5) The figure represents an attributable interest of Temasek Holdings (Private) Limited (“**Temasek Holdings**”) through its interest in Temasek Capital (Private) Limited (“**Temasek Capital**”) and an indirect interest in Ellington Investments Pte. Ltd. (“**Ellington**”) which holds 250,508,841 Shares representing 4.14% of the total issued share capital of the Company. Temasek Holdings is a company incorporated in Singapore. Ellington, a company incorporated in Singapore, is an indirect wholly-owned subsidiary of Temasek Holdings.
- (6) The figure represents an attributable interest of Temasek Capital through its interest in Seletar Investments Pte. Ltd. (“**Seletar**”). Temasek Capital, a company incorporated in Singapore, is a direct wholly-owned subsidiary of Temasek Holdings.
- (7) The figure represents an attributable interest of Seletar through its interest in Baytree Investments (Mauritius) Pte. Ltd. (“**Baytree**”). Seletar, a company incorporated in Singapore, is a direct wholly-owned subsidiary of Temasek Capital.
- (8) Baytree, a company incorporated in Mauritius, is a direct wholly-owned subsidiary of Seletar.

In the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, an obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code may arise.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code. The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company.

## 8. SHARES REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars (as required by the Listing Rules) of the Directors who will retire by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting:

**Mr. Mi Zengxin**, aged 58, is a Vice Chairman of the Company. He has been an Executive Director of the Company since 2004. He is also a director of several subsidiaries of the Group. Mr. Mi is responsible for the strategic development of the Group. He holds a Master's Degree in Science from Beijing University of Science and Technology. He is an executive director and a vice president of CITIC Group, the chairman of CITIC USA Holdings Limited and CA, the chairman and a non-executive director of Asia Satellite Telecommunications Holdings Limited (Stock Code: 1135) listed on the Main Board of the Stock Exchange, and a director of CITIC United Asia Investments Limited. He also holds executive management positions in several other subsidiaries of CITIC Group. Mr. Mi has over 25 years' experience in multi-national business, corporate management and various industries.

There is no service contract between the Company and Mr. Mi. He has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. His remuneration is fixed in accordance with the performance of the Company. He elected not to receive any fee from the Company for the year ended 31 December 2008.

As at the Latest Practicable Date, Mr. Mi holds options entitling him to subscribe for 10,000,000 Shares. Save as aforesaid, Mr. Mi does not have any other interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Mi does not hold, and has not held, any other positions within the Group and is not connected with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Mr. Mi has not held any directorship in any other listed public company in the last three years.

Save as disclosed above, Mr. Mi has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

**Ms. Li So Mui**, aged 54, joined in 2000 as an Executive Director and the Company Secretary of the Company. She is also a director of several subsidiaries of the Group. Ms. Li is responsible for the financial management and general administration of the Group. She holds a Master's Degree in Business Administration and is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Association of International Accountants. Ms. Li has over 31 years' experience in the accounting and banking field.

There is a service contract between the Company and Ms. Li. She has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. Her remuneration is fixed in her service contract with reference to the prevailing market conditions, her contribution to the Company and the performance of the Company. She received a remuneration of HK\$4,025,000 for the year ended 31 December 2008.

As at the Latest Practicable Date, Ms. Li has a personal interest of 1,150,000 Shares within the meaning of Part XV of the SFO which represents approximately 0.02% of the total Shares in issue and holds options entitling her to subscribe for 4,000,000 Shares. Save as aforesaid, Ms. Li does not have any other interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Li does not hold, and has not held, any other positions within the Group and is not connected with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Ms. Li has not held any directorship in any other listed public company in the last three years.

Save as disclosed above, Ms. Li has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with her re-election pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

**Mr. Fan Ren Da, Anthony**, aged 48, joined in 2000 as an Independent Non-executive Director of the Company. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. He holds a Master's Degree in Business Administration from the USA. He is the chairman and managing director of AsiaLink Capital Limited. Prior to that, he held senior positions with various international financial institutions. Mr. Fan is an independent non-executive director of Uni-President China Holdings Ltd. (Stock Code: 220), Raymond Industrial Limited (Stock Code: 229), Chinney Alliance Group Limited (Stock Code: 385), Renhe Commercial Holdings Company Limited (Stock Code: 1387) and Hong Kong Resources Holdings Company Limited (Stock Code: 2882), all listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Roly International Holdings Limited ("**Roly International**") listed on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") from July 2002 to August 2007. Roly International was voluntarily delisted from SGX-ST in April 2007.

There is no service contract between the Company and Mr. Fan. He has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. He received a director's fee of HK\$276,000 for the year ended 31 December 2008. The fee is in line with that paid by the Company to other independent non-executive Directors.

As at the Latest Practicable Date, Mr. Fan does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fan does not hold, and has not held, any other positions within the Group and is not connected with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Mr. Fan has not held any directorship in any other listed public company in the last three years.

Save as disclosed above, Mr. Fan has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

**Mr. Ngai Man**, aged 63, joined in 2006 as an Independent Non-executive Director of the Company. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. He has been a senior adviser to the Chairmen of Charoen Pokphand Group and Chia Tai Group since 1988. He is also a director of Longtime Company Limited and Orient Telecom & Technology Holdings Limited. Mr. Ngai has over 36 years' experience in various industries in South-east Asia including telecommunications, trading, hotels and leisure, petrochemicals, real estate and agriculture. In 1995, he was recognised as an "honorary citizen" by the Shenzhen Municipal Government.

There is no service contract between the Company and Mr. Ngai. He has no fixed term of service with the Company but is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. He received a director's fee of HK\$276,000 for the year ended 31 December 2008. The fee is in line with that paid by the Company to other independent non-executive Directors.

As at the Latest Practicable Date, Mr. Ngai does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ngai does not hold, and has not held, any other positions within the Group and is not connected with any Directors, substantial or controlling Shareholders, or senior management of the Company.

Save as disclosed above, Mr. Ngai has not held any directorship in any other listed public company in the last three years.

Save as disclosed above, Mr. Ngai has confirmed that there are no other matters that need to be brought to the attention of Shareholders in connection with his re-election pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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## CITIC RESOURCES HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

(Stock Code: 1205)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of CITIC Resources Holdings Limited (the “**Company**”) will be held at Pacific Place Conference Centre, Mont Blanc Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 26 June 2009 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the report of the directors and the independent auditors’ report for the year ended 31 December 2008.
2. To re-elect directors and authorise the board of directors to fix their remuneration.
3. To re-appoint auditors and authorise the board of directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.05 each (“**Shares**”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of shareholders of the Company in a general meeting.”

B. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in Resolution No. 4A set out in the notice convening this meeting) of all the powers of the Company to allot, issue and deal with additional Shares (as defined in Resolution No. 4A set out in the notice convening this meeting) in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares; (iii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of Shares under any option scheme or similar arrangement for the grant or issue of Shares or rights to acquire Shares, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) “**Rights Issue**” means an offer of Shares open for a period fixed by the directors of the Company to the existing shareholders of the Company on the register maintained by the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”
- C. “**THAT** subject to the passing of resolutions Nos. 4A and 4B set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional Shares (as defined in Resolution No. 4A set out in the notice convening this meeting) in the share capital of the Company pursuant to resolution No. 4B set out in the notice convening this meeting be and is hereby increased by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to resolution No. 4A set out in the notice convening this meeting, provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said resolution.”

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

Hong Kong, 30 April 2009

*Head Office and Principal Place of Business:*

Suites 3001-3006  
30/F, One Pacific Place  
88 Queensway  
Hong Kong



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## NOTICE OF ANNUAL GENERAL MEETING

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Notes:

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies 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 Annual General 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 Annual General 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 Annual General 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 Annual General Meeting (or any adjourned 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 Annual General 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 is present at the Annual General Meeting personally 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) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the above ordinary resolutions will be taken by poll.
- (6) With regard to item no. 2 in the notice convening this meeting, the board of directors of the Company proposes that the retiring directors who will offer themselves for re-election, namely, Mr. Mi Zengxin; Ms. Li So Mui; Mr. Fan Ren Da, Anthony and Mr. Ngai Man be re-elected as directors of the Company. The details of the said retiring directors are set out in Appendix II to the circular to shareholders of the Company dated 30 April 2009.

*As at the date hereof, the executive directors of the Company are Mr. Kong Dan; Mr. Mi Zengxin; Mr. Shou Xuancheng; Mr. Sun Xinguo; Ms. Li So Mui; Mr. Qiu Yiyong; Mr. Zeng Chen and Mr. Zhang Jijing, the non-executive directors of the Company are Mr. Ma Ting Hung; Mr. Wong Kim Yin and Ms. Yap Chwee Mein (alternate to Mr. Wong Kim Yin), and the independent non-executive directors of the Company are Mr. Fan Ren Da, Anthony; Mr. Ngai Man and Mr. Tsang Link Carl, Brian.*