
IMPORTANT

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular, together with the enclosed second 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.

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CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 27 APRIL 2011
IN RESPECT OF
RE-ELECTION OF RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular to Shareholders dated 27 April 2011. The notice convening the Annual General Meeting of CITIC Resources Holdings Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 22 June 2011 at 3:00 p.m. is set out on pages 11 to 14 of that circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed Second Form of Proxy (as defined herein) 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 Second 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, 26 May 2011

LETTER FROM THE BOARD



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

Executive Directors:

Mr. SUN Xinguo (*Vice Chairman*)
Mr. ZENG Chen
(President and Chief Executive Officer)
Mr. GUO Tinghu
Ms. LI So Mui

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Mr. MI Zengxin (*Chairman*)
Mr. QIU Yiyong
Mr. TIAN Yuchuan
Mr. WONG Kim Yin
Mr. ZHANG Jijing

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. GAO Pei Ji
Mr. NGAI Man

26 May 2011

To Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 27 APRIL 2011
IN RESPECT OF
RE-ELECTION OF RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular to Shareholders dated 27 April 2011 (the “**Circular**”) which contains, among other things, information relating to the re-election of retiring Directors at the Annual General Meeting to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 22 June 2011 at 3:00 p.m. Shareholders’ attention is particularly drawn to Appendix II of the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information regarding Mr. Guo Tinghu (“**Mr. Guo**”) and Mr. Gao Pei Ji (“**Mr. Gao**”) both of whom are required to retire at the Annual General Meeting and, being eligible, will stand for re-election as Directors at the Annual General Meeting.

Unless the context requires otherwise, capitalised terms used in this supplemental circular shall have same meaning ascribed thereto in the Circular.

RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS

Mr. Guo and Mr. Gao were appointed as Directors with effect from 1 May 2011 (the “**Appointments**”) by the Board pursuant to Bye-law 86(2). Bye-law 86(2) empowers the Board to appoint any person as a Director to fill a casual vacancy on the Board or as an addition to the Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company or until the next following annual general meeting of the Company, whichever shall be earlier, and such Director shall be eligible for election at that meeting. Accordingly, Mr. Guo and Mr. Gao will retire at the Annual General Meeting and, each being eligible, will offer himself for re-election at the Annual General Meeting.

The details and brief biography of each of Mr. Guo and Mr. Gao are set out in the Appendix to this supplemental circular.

SECOND FORM OF PROXY

As the Appointments were effected on 1 May 2011, the form of proxy (the “**First Form of Proxy**”) enclosed with the Circular sent to Shareholders earlier does not contain a separate resolution for the re-election of each of Mr. Guo and Mr. Gao as required. Therefore, a revised form of proxy (the “**Second Form of Proxy**”) for use at the Annual General Meeting is enclosed with this supplemental circular.

Whether or not you are able to attend the Annual General Meeting and whether or not you have lodged the First Form of Proxy, you are requested to complete and return the enclosed Second Form of Proxy in accordance with the instructions printed thereon to Suites 3001-3006, 30/F, One Pacific Place, 88 Queensway, Hong Kong (the “**Head Office**”) 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) (the “**Closing Time**”). Completion and return of the Second 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.

A Shareholder who has not lodged the First Form of Proxy with the Head Office is requested to lodge the Second Form of Proxy only if he or she wishes to appoint proxies to attend the Annual General Meeting on his or her behalf.

LETTER FROM THE BOARD

Shareholders should note that:

- (a) if only the First Form of Proxy is lodged with the Head Office at or prior to the Closing Time, the First Form of Proxy, if correctly completed and signed, will be treated as a valid form of proxy;
- (b) if only the Second Form of Proxy is lodged with the Head Office at or prior to the Closing Time, the Second Form of Proxy, if correctly completed and signed, will be treated as a valid form of proxy; or
- (c) if both the First Form of Proxy and the Second Form of Proxy are lodged with the Head Office at or prior to the Closing Time and:
 - (i) if the First Form of Proxy is invalid for whatever reason, the Second Form of Proxy, if correctly completed and signed, will be treated as a valid form of proxy;
 - (ii) if the Second Form of Proxy is invalid for whatever reason, the First Form of Proxy, if correctly completed and signed, will be treated as a valid form of proxy; or
 - (iii) if both forms are correctly completed and signed, the Second Form of Proxy will be treated as a valid form of proxy and shall be deemed to supersede and replace the First Form of Proxy.

The proxy so appointed by a Shareholder under the First Form of Proxy will be entitled at his/her discretion to vote or to abstain at the Annual General Meeting on resolutions no. 2(e) and 2(f) as set out in the Second Form of Proxy and any resolution properly put to the Annual General Meeting.

The proxy so appointed by a Shareholder under the Second Form of Proxy will be entitled at his/her discretion to vote or to abstain at the Annual General Meeting on any resolution properly put to the Annual General Meeting.

RECOMMENDATION

The Directors consider the re-election of Mr. Guo and Mr. Gao as referred to in this supplemental circular to be in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of the re-election of Mr. Guo and Mr. Gao as Directors.

Yours faithfully,
For and on behalf of the Board
CITIC Resources Holdings Limited
Zeng Chen
President and Chief Executive Officer

The following are the particulars (as required by the Listing Rules) of Mr. Guo and Mr. Gao:

- (a) **Mr. Guo**, aged 49, was appointed an executive director of the Company in May 2011. He is also a director of several subsidiaries of the Company. He is responsible for the business development and operations of the Group. Mr. Guo holds a Bachelor of Engineering Degree from Northeastern University in Shenyang and a Master's Degree in Engineering from Central Iron and Steel Research Institute in Beijing, the PRC. He is the managing director of CITIC Australia Pty Limited, a wholly-owned subsidiary of CITIC Group. Mr. Guo has over 22 years' experience in business operations and trading in various commodities.

There is no service contract between the Company and Mr. Guo. However, there is a service contract between a subsidiary of the Company (the "**Subsidiary**") and Mr. Guo, of which he is also a director. He has no fixed term of service with the Company but, if he is re-elected a Director at the Annual General Meeting, is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. Mr. Guo is entitled to receive a director's fee of HK\$150,000 p.a. The fee is in line with that paid by the Company to other executive Directors. He is also entitled to receive an annual remuneration of HK\$2,800,000 from the Subsidiary. His remuneration has been determined by reference to prevailing market conditions, his position and responsibilities in the Group. Mr. Guo may at the discretion of the Subsidiary receive an annual bonus in addition to his normal remuneration. Bonus awards are determined by reference to, amongst other factors, the operating results and requirements of the Group and Mr. Guo's contribution to the performance of the Group.

- (b) **Mr. Gao**, aged 64, was appointed an independent non-executive director of the Company in May 2011. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Gao holds a LL.M. Degree from the Law School of University of California, Berkeley. He has been admitted to practice law in the PRC since 1984. He is a foreign legal consultant to Clifford Chance, Hong Kong office, providing advisory services to the firm on issues in relation to the PRC. He was a former partner of Clifford Chance from which he retired in 2007. Prior to joining Clifford Chance in 1993, Mr. Gao was a deputy director of C&C Law Office in the PRC for nine years. Mr. Gao has extensive and diversified experience in general practice, including banking and finance, direct investment, international trade, construction contracts, arbitration and litigation in relation to financial matters, and insolvency.

There is no service contract between the Company and Mr. Gao. He has no fixed term of service with the Company but, if he is re-elected a Director at the Annual General Meeting, is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. He is entitled to receive a director's fee of HK\$350,000 p.a. The fee is determined on the same basis as that paid by the Company to other independent non-executive Directors.

As at the date of this supplemental circular, neither Mr. Guo nor Mr. Gao has any interests in Shares or other securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Guo and Mr. Gao do not hold, and have not held, any other positions within the Group and are not connected with any Directors, substantial or controlling Shareholders or senior management of the Company.

Save as disclosed above, Mr. Guo and Mr. Gao have not in the last three years held any directorship in any other public company the securities of which are listed on any securities market in Hong Kong or overseas.

There is no information relating to Mr. Guo or Mr. Gao that is required to be disclosed pursuant to rules 13.51(2)(h) to (w) of the Listing Rules nor are there other matters that need to be brought to the attention of Shareholders in connection with their re-election.