
IMPORTANT

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.



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

GRANT OF SHARE OPTIONS

A letter from the Board (as defined in this circular) is set out on pages 3 to 8 of this circular.

A notice convening the Special General Meeting (as defined in this circular) 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 3:20 p.m. (or, if later, immediately following the conclusion of the Prior Special General Meeting (as defined in this circular)) is set out on pages 9 and 10 of this circular. Whether or not you are able to attend the Special 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 Special 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 Special General Meeting (or any adjournment thereof) should you so wish.

21 November 2013

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
INTRODUCTION	3
THE SHARE OPTIONS	4
SCHEME MANDATE LIMIT AND NUMBER OF SHARE OPTIONS ISSUED UNDER SHARE OPTION SCHEME	5
REASONS AND BENEFITS FOR THE GRANT OF THE SHARE OPTIONS	6
SHAREHOLDING STRUCTURE OF THE COMPANY	6
LISTING RULES IMPLICATIONS	7
SPECIAL GENERAL MEETING AND VOTING BY POLL	7
RESPONSIBILITY	8
RECOMMENDATION	8
 NOTICE OF SPECIAL GENERAL MEETING	 9

DEFINITIONS

In this circular, the following words and expressions shall have the following meanings unless the context requires otherwise:

“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified 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 to Mr. Kwok by the Board
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 November 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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 the 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 section headed “The Share Options” in the “Letter from the Board” set out in this circular

DEFINITIONS

“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 pursuant to the notice set out in this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

Executive Directors:

Mr. KWOK Peter Viem (*Chairman*)
Mr. ZENG Chen
(Vice Chairman 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. QIU Yiyong
Mr. TIAN Yuchuan
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. GAO Pei Ji
Mr. HU Weiping
Mr. NGAI Man

21 November 2013

To Shareholders

Dear Sir or Madam,

GRANT OF SHARE OPTIONS

INTRODUCTION

Reference is made to the announcement of the Company dated 6 November 2013 in relation to the grant of the Share Options.

This circular:

- (a) contains information relating to the grant of the Share Options;
- (b) sets out the recommendation of the Board in relation to the grant of the Share Options; and
- (c) contains the notice of the Special General Meeting at which Shareholders shall be asked to consider and, if thought fit, approve the resolution in respect of the grant of the Share Options.

LETTER FROM THE BOARD

THE SHARE OPTIONS

On 6 November 2013, the Board (with Mr. Kwok absent) 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.

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;
- (b) the re-election of Mr. Kwok as a Director at the Prior Special General Meeting; and
- (c) the Listing Committee of the Stock Exchange granting its approval to the listing of, and permission to deal in, any Shares issuable under the Share Options in excess of the Scheme Mandate Limit.

Principal Terms of the Share Options

The principal terms of the Share Options are as follows:

Date of Grant

6 November 2013

Exercise Price per Share

The exercise price payable in respect of each Share upon the exercise of the Share Options is HK\$1.77, which exceeds the higher of (i) HK\$1.09, the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Date of Grant; (ii) HK\$1.08, the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Date of Grant; and (iii) HK\$0.05, the nominal value per Share.

Number of Shares issuable upon the exercise of the Share Options

The maximum number of Shares that may be issued upon exercise in full of the Share Options is, subject to adjustment, 400,000,000 Shares, representing 5.08% of all Shares in issue as at the Latest Practicable Date, and 4.84% of all Shares in issue as at the Latest Practicable Date as enlarged by the issue of such Shares and all Shares issuable on exercise of all other outstanding share options.

LETTER FROM THE BOARD

Validity Period of the Share Options

The Share Options shall be valid from the Date of Grant and expire at 6:00 p.m. on the business day immediately preceding the fifth anniversary of the Date of Grant.

Vesting Period of the Share Options

The Share Options are subject to the following vesting conditions:

- (i) 50% of the Share Options shall vest and be exercisable with effect from the first anniversary of the Date of Grant; and
- (ii) the remaining 50% of the Share Options shall vest and be exercisable with effect from the second anniversary of the Date of Grant.

Performance Targets

No performance targets have been set as a condition to the exercise of the Share Options.

Ranking of Shares

Shares issued upon the exercise of the Share Options shall be allotted and issued in accordance with and subject to the provisions of the Bye-laws and will rank pari passu in all respects with all other fully paid Shares in issue as at the date on which Mr. Kwok is registered in the register of members of the Company as the holder of such Shares.

SCHEME MANDATE LIMIT AND NUMBER OF SHARE OPTIONS ISSUED UNDER SHARE OPTION SCHEME

The Scheme Mandate Limit is 431,688,438 Shares, being 10% of all Shares in issue as at the date of adoption of the Share Option Scheme.

As at the Latest Practicable Date:

- (a) 5,301,374 Shares are issuable under outstanding share options issued under the Share Option Scheme (excluding any Shares issuable under the Share Options). The Company has no other share options, warrants or convertible securities to subscribe for Shares;
- (b) 146,790,000 Shares have been issued in respect of exercised share options granted under the Share Option Scheme;
- (c) 279,597,064 Shares remain under the Scheme Mandate Limit (excluding any Shares issuable under the Share Options); and
- (d) 405,301,374 Shares in aggregate are issuable under the Share Options and all outstanding share options issued under the Share Option Scheme, which is less than 30% of all Shares in issue.

LETTER FROM THE BOARD

REASONS AND BENEFITS FOR THE GRANT OF THE SHARE OPTIONS

The purpose of the Share Option Scheme is to allow the Board to attract and retain, and provide additional incentive to, Directors and employees to work and promote the interests of the Company and the Group.

The Board has invited Mr. Kwok to return to be an executive Director and the chairman of the Board and of the Company, positions which he held from 2000 to 2007, in order to lend his extensive business and commercial knowledge and acumen to the Group. Mr. Kwok is a key member of the executive management of the Company going forward. He has overall responsibility for the strategic planning and corporate development of the Group and for driving the efforts of the Group to deliver an effective implementation of the Company's strategy to achieve the objectives of expanding the Group's businesses and core investments, improving the financial performance of the Group and return to Shareholders and enhancing shareholder value. The Share Options serve to provide an appropriate incentive to Mr. Kwok and align his interests to the financial performance of the Company and thereby the interests of the Company and Shareholders as a whole. Save for the vesting periods, there are no performance targets that have to be achieved in respect of the exercise of the Share Options. However, the exercise price payable in respect of each Share issuable upon the exercise of the Share Options is HK\$1.77 which represents a premium of (a) 62.39% to the closing price of the Shares of HK\$1.09 as stated in the Stock Exchange's daily quotations sheet on the Date of Grant; and (b) 63.89% to the average closing price of the Shares of HK\$1.08 as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Date of Grant. The Board (including all of the independent non-executive Directors) considers the Share Options strike a reasonable balance between incentivising and rewarding Mr. Kwok and the interests of the Company and Shareholders.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table shows the changes in the shareholding structure of the Company as at the Latest Practicable Date and the shareholding structure of the Company assuming the Share Options are exercised in full by Mr. Kwok (and all other outstanding share options issued under the Share Option Scheme are exercised in full):

	As at the Latest Practicable Date		Assuming full exercise of the Share Options (and all other outstanding share options issued under the Share Option Scheme)	
	No. of Shares	%	No. of Shares	%
中國中信集團有限公司 (CITIC Group Corporation)	4,674,547,697	59.41	4,674,547,697	56.50
Temasek Holdings (Private) Limited	901,909,243	11.46	901,909,243	10.90
Mr. Kwok	0	0.00	400,000,000	4.84
Other Directors	2,388,000	0.03	7,689,374	0.09
Public	2,289,682,209	29.10	2,289,682,209	27.67
Total	<u>7,868,527,149</u>	<u>100.00</u>	<u>8,273,828,523</u>	<u>100.00</u>

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

As Mr. Kwok is a Director, the grant of the Share Options has been approved by all of the independent non-executive Directors on 6 November 2013 in accordance with rule 17.04(1) of the Listing Rules.

In addition, as the number of Shares issuable to Mr. Kwok upon the exercise of the Share Options exceeds 1% of all Shares in issue as at the Date of Grant; and as the number of Shares issuable to Mr. Kwok upon the exercise of the Share Options, together with all Shares issued or issuable under all share options already granted under the Share Option Scheme, exceeds the Scheme Mandate Limit, the grant of the Share Options is conditional upon 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.

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.

Mr. Kwok did not attend the Board meeting at which the Board resolution to approve the grant of the Share Options was passed. In addition, as he 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 Latest Practicable Date, save for Mr. Kwok's interest in the Share Options, Mr. Kwok and his associates did 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).

So far as the Directors are aware, no Shareholder has a material interest in the grant of the Share Options.

SPECIAL GENERAL MEETING AND VOTING BY POLL

A notice convening the Special General Meeting is set out on pages 9 and 10 of this circular.

A form of proxy for use at the Special General Meeting is enclosed with this circular. Whether or not you are able to attend the Special 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 Special 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 Special General Meeting (or any adjournment thereof) should you so wish.

Pursuant to the Listing Rules, voting at the Special General Meeting shall be taken by way of a poll. Subject to any special rights or restrictions as to voting for the time being attached to any Shares by or in accordance with the Bye-laws, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder but so that no amount paid or credited as paid up on a Share in advance of calls or instalments is treated for the foregoing purposes as paid up on the Share. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

An announcement will be issued by the Company following the Special General Meeting to inform Shareholders of the results of the poll vote in respect of the matters put to Shareholders at the Special General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY

The issue of this circular has been approved by the Directors.

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company.

The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement contained herein misleading.

RECOMMENDATION

The Board (including all of the independent non-executive Directors but excluding Mr. Kwok) considers the grant of the Share Options to be in the interests of the Company and Shareholders as a whole and fair and reasonable so far as Shareholders are concerned. Accordingly, the Board (including all of the independent non-executive Directors but excluding Mr. Kwok) recommends Shareholders to vote in favour of the resolution relating to the grant of the Share Options set out in the notice of the Special General Meeting on pages 9 and 10 of this circular.

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

NOTICE OF SPECIAL GENERAL MEETING



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of CITIC Resources Holdings Limited (the “**Company**”) will 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 3:20 p.m. (or, if later, immediately following the conclusion of the special general meeting of the Company convened pursuant to the notice of the Company dated 4 November 2013 and to be held at 3:00 p.m. at the same location and on the same date as the Meeting) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

RESOLUTION

“**THAT** the grant of share options to Mr. Kwok Peter Viem (the “**Share Options**”) under the share option scheme adopted by the Company on 30 June 2004 to subscribe for 400,000,000 ordinary shares of HK\$0.05 each in the share capital of the Company (the “**Shares**”) at the exercise price of HK\$1.77 per Share, details of which are set out in the circular of the Company dated 21 November 2013, be and is hereby approved, confirmed and ratified and the board of directors of the Company (the “**Board**”) or a duly authorised committee of the Board or any one or more directors of the Company authorised by the Board or any committee thereof be and are hereby authorised to do any acts or things or to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in order to give effect to the grant of the Share Options.”

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

Hong Kong, 21 November 2013

Head Office and Principal Place of Business:

Suites 3001-3006

30/F, One Pacific Place

88 Queensway

Hong Kong

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (1) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or, if holding two or more shares of the Company, more than one proxy 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 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 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 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 Meeting (or any adjournment 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 Meeting, either in person 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 Meeting in person 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.

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.