

IMPORTANT

If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.
THIS DOCUMENT IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY OF THE PERSON(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR RIGHTS SHARES ADDITIONAL TO THOSE PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM. APPLICATIONS MUST BE RECEIVED BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 10 JUNE 2011.

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Dealings in the shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") operated by HKSCC and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of this form of application for excess Rights Shares, together with a copy of the rights issue prospectus dated Thursday, 26 May 2011 (the "Prospectus") and the related provisional allotment letter have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong and have been, or as soon as reasonably practicable after the date hereof will be, delivered to the Registrar of Companies in Bermuda for filing as required under the Companies Act 1981 of Bermuda. The Registrar of Companies in Hong Kong, the Securities and Futures Commission of Hong Kong and the Registrar of Companies in Bermuda take no responsibility for the contents of any of these documents.

It should be noted that the Shares have been dealt with on an ex-rights basis since Wednesday, 18 May 2011 and that the Rights Shares are expected to be dealt with in their nil-paid form from Monday, 30 May 2011 to Tuesday, 7 June 2011, both days inclusive. Any dealings in the Shares from now and up to 5:00 p.m. on the third Business Day after the Acceptance Date (which is expected to be Wednesday, 15 June 2011), being the time and date by which all the conditions to which the Rights Issue is subject are required to be fulfilled before the Rights Issue becomes unconditional and when the right of the Underwriter to terminate the Underwriting Agreement is to lapse, and any dealings in the Rights Shares in their nil-paid form between Monday, 30 May 2011 and Tuesday, 7 June 2011, both days inclusive, are accordingly subject to the risk that the Rights Issue may not proceed. If the Rights Issue fails to proceed, the application monies received will be refunded to the applicants without interest by means of cheques to be posted by ordinary mail at the risk of such applicants on or about Monday, 20 June 2011. Shareholders and potential investors should therefore exercise caution when dealing in the Shares or the Rights Shares in their nil-paid form and, if they are in any doubt about their position, they should consult their professional adviser(s).

Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. This form of application for excess Rights Shares and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)
(Stock Code: 1205)

**RIGHTS ISSUE OF 1,815,170,111 RIGHTS SHARES AT HK\$1.38 EACH
ON THE BASIS OF THREE (3) RIGHTS SHARES
FOR EVERY TEN (10) SHARES HELD ON THE RECORD DATE**

FORM OF APPLICATION FOR EXCESS RIGHTS SHARES

Name(s) and address of the Qualifying Shareholder(s)

Application can only be made by
the Qualifying Shareholder(s)
named here.

The Directors,
CITIC Resources Holdings Limited

Dear Sirs,

I/We, being the registered holder(s) named above of shares in CITIC Resources Holdings Limited (the "Company"), hereby irrevocably apply for _____ excess Rights Shares at the issue price of HK\$1.38 per Rights Share under the above Rights Issue in respect of which I/we enclose a separate remittance in favour of "CITIC Resources Holdings Limited – Excess Application Account" for HK\$ _____ and crossed "Account Payee Only" being payment in full on application for the above number of excess Rights Shares.

I/We hereby request you to allot such excess Rights Shares applied for, or any smaller number as determined by the Directors, to me/us and to send by ordinary mail at my/our risk to the address shown above my/our share certificate(s) for the number of excess Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors.

I/We hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and the provisional allotment letter referred to therein and subject to the memorandum of association and bye-laws of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such Rights Shares.

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) (all joint applicants must sign)

Date: _____, 2011 Contact telephone no.: _____

This form should be completed and lodged, together with payment as to HK\$1.38 per Rights Share for the total number of excess Rights Shares applied for, with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited (the "Registrar"), at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to be received by not later than 4:00 p.m. on Friday, 10 June 2011. All remittances must be made in Hong Kong dollars. Cheques must be drawn on a bank account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "CITIC Resources Holdings Limited – Excess Application Account" and crossed "Account Payee Only".

Completion and return of this form of application for excess Rights Shares together with a cheque or cashier's order in payment for the excess Rights Shares which are the subject of this form, will constitute a representation and warranty that the cheque or cashier's order will be honoured on first presentation. All cheques and cashier's orders for the application of excess Rights Shares will be presented for payment immediately following receipt and all interest earned on such monies, if any, will be retained for the use and benefit of the Company. If the cheque or cashier's order accompanying the application is not honoured on first presentation, the application for excess Rights Shares is liable to be rejected.

You will be notified of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque to be posted by ordinary mail to you on or about Monday, 20 June 2011, at your risk. If the number of excess Rights Shares allotted to you is less than that applied for, the surplus subscription monies will, without interest, also be refunded to you by means of a cheque to be posted by ordinary mail to you on or about Monday, 20 June 2011, at your risk. Any such cheques will be drawn in favour of the person(s) named on this form.

No person receiving a form of application for excess Rights Shares in any jurisdiction other than Hong Kong may treat it as an offer or an invitation to apply for excess Rights Shares, unless in the relevant jurisdiction such an offer or invitation to apply for the excess Rights Shares could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to make an application for excess Rights Shares to satisfy himself/herself/itself, before exercising any rights to subscribe for the excess Rights Shares, as to the observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for the excess Rights Shares if it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

No action (including registration or filing under any applicable legislation of any jurisdiction other than Hong Kong and Bermuda) has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus, the provisional allotment letter and the form of application for excess Rights Shares in any jurisdiction other than Hong Kong. Accordingly, no provisional allotment of Rights Shares will be made to the Excluded Shareholders and no provisional allotment letter or form of application for excess Rights Shares will be sent to the Excluded Shareholders.

By completing, signing and submitting this excess application form, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its head office and principal place of business in Hong Kong, at Suites 3001-3006, 30/F, One Pacific Place, 88 Queensway, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the Registrar at its address set out above.

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
No receipt will be given
For office use only

Application number	Number of excess Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$