



CITIC RESOURCES HOLDINGS LIMITED

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

26 May 2011

Dear Qualifying Shareholder(s),

In accordance with the terms set out in the rights issue prospectus dated Thursday, 26 May 2011 (the "Prospectus") despatched to Qualifying Shareholders of CITIC Resources Holdings Limited (the "Company"), the Directors have provisionally allotted to you Rights Shares on the basis of three (3) Rights Shares for every ten (10) Shares of HK\$0.05 each in the Company registered in your name as at the close of business on Wednesday, 25 May 2011 (the "Record Date") at HK\$1.36 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Terms defined in the Prospectus have the same meanings when used herein unless the context requires otherwise.

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. The Company will send copies of the Prospectus to the Excluded Shareholders, if any, for their information only, but the Company will not send any provisional allotment letter or form of application for excess Rights Shares to the Excluded Shareholders. In the case of the Rights Shares which would have been allotted to the Excluded Shareholders had they been Qualifying Shareholders, the Company shall use its reasonable endeavours to procure that all or as many as possible of such Rights Shares are sold on the Stock Exchange, in nil-paid form, at such a premium in excess of the expenses of sale as may reasonably be obtained as soon as practicable after the commencement of dealings in the nil-paid Rights Shares but before the latest time for dealings in the nil-paid Rights Shares. Any net proceeds of sale of the nil-paid Rights Shares, after deduction of expenses, will be distributed in Hong Kong dollars to the Excluded Shareholders according to their respective entitlements on the Record Date, except that any individual amounts of HK\$100 or less will be retained for the use and benefit of the Company. Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders and which are not sold, and Rights Shares provisionally allotted but not accepted, will be available for excess application by applicants using the accompanying form of application for excess Rights Shares subject to and in accordance with the terms of such form of application for excess Rights Shares.

No person receiving a provisional allotment letter or 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 the Rights Shares or excess Rights Shares, unless in the relevant jurisdiction such an offer or invitation to apply for Rights Shares or 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 the Rights Shares or excess Rights Shares to satisfy himself/herself/itself, before exercising any rights to subscribe for the provisionally allotted Rights Shares or 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 Rights Shares or excess Rights Shares if it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid after the date of allotment and issue of the Rights Shares.

PROCEDURE FOR ACCEPTANCE

To take up your provisional allotment, you must lodge the whole of this provisional allotment letter intact with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (the "Registrar") together with a remittance for the full amount payable on acceptance of the number of Rights Shares provisionally allotted to you as set out in Box C, so as to be received by not later than 4:30 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 – Provisional Allotment Account" and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment on the terms of this provisional allotment letter and the Prospectus and subject to the memorandum of association and bye-laws of the Company.

It should be noted that unless this provisional allotment letter, together with the appropriate remittance for the amount shown in Box C, has been physically received as described above by not later than 4:00 p.m. on Friday, 10 June 2011, whether by the original allottee or any person in whose favour the rights have been validly transferred, that your provisional allotment and all rights hereunder will be deemed to have been declined and will be cancelled.

EXCESS RIGHTS SHARES

If you wish to apply for any Rights Shares in addition to your provisional allotment hereunder, you must complete and sign the accompanying form of application for excess Rights Shares as indicated thereon and lodge it, together with a separate remittance for the full amount payable on application in respect of the excess Rights Shares applied for, with the Registrar 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". It should be noted that the allotment of excess Rights Shares will be made by the Directors on a fair and reasonable basis but applicants are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

TRANSFER

If you wish to transfer all of your Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this provisional allotment letter to the person(s) to or through whom you are transferring your Rights Shares. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this provisional allotment letter intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Registrar so as to be received by not later than 4:00 p.m. on Friday, 10 June 2011. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you under this provisional allotment letter or to transfer all or part of your rights to more than one person to subscribe for the Rights Shares provisionally allotted under this provisional allotment letter, this original provisional allotment letter must be surrendered by not later than 4:30 p.m. on Wednesday, 1 June 2011 to the Registrar, who will cancel this original provisional allotment letter and issue new provisional allotment letter(s) in the denomination(s) required. This provisional allotment letter contains full information regarding the procedures to be followed if you wish to accept only part of your provisional allotment or if you wish to transfer all or part of your provisional allotment.

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that under the Underwriting Agreement, if at any time prior to 5:00 p.m. on the third Business Day after the Acceptance Date (which is expected to be Wednesday, 15 June 2011):

- (a) there shall develop, occur, exist or come into effect:
 - (i) any new law or regulation or any change or prospective change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong, Singapore, Bermuda or any other place in which any member of the Group conducts or carries on business; or
 - (ii) any change or prospective change in, or any event or series of events resulting or likely to result in any change in local, national or international financial, political, military, industrial, economic, currency or (whether or not sui generis with any of the foregoing) market conditions; for this purpose but without limiting the generality of the foregoing a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America shall be an event resulting or likely to result in a change in currency conditions; or
 - (iii) any change or prospective change in the conditions of local, national or international securities markets (including but without limitation, the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise); or
 - (iv) any material change in the business or in the financial or trading position or prospects of the Group; or
 - (v) any act of God, war, riot, public disorder, any outbreak or escalation of hostilities, declaration of emergency, calamity, crisis, epidemic, terrorism or any event or a series of events beyond the control of the Underwriter; or
 - (vi) any suspension in the trading of the Shares on the Stock Exchange; or
 - (vii) any litigation against any member of the Group by a third party; or
 - (viii) any moratorium on commercial banking activities having been declared by the PRC, Hong Kong or Singapore authorities, which, in the reasonable opinion of the Underwriter:
 - (x) is likely to have a material adverse effect on the Company or the Group or the Rights Issue; or
 - (y) is likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares taken up; or
 - (z) is so material as to make it inadvisable or inexpedient for the Company to proceed with the Rights Issue; or
- (b) there comes to the notice of the Underwriter:
 - (i) any matter or event showing any of the representations and warranties or any undertakings of the Company under the Underwriting Agreement to be untrue or misleading or as having been breached in any respect; or
 - (ii) any change or development involving a prospective change in Hong Kong taxation or exchange control which will or may materially and adversely affect the Group or a material proportion of the existing Shareholders in their capacity as such,

then and in any such case the Underwriter may (but shall not be bound to), upon giving notice to the Company, terminate the Underwriting Agreement with immediate effect. If the Underwriting Agreement is terminated, the Rights Issue will not proceed.

It should also be noted that the Rights Issue is conditional upon the following:

- (a) all necessary approvals, permits, waivers, consents and authorisations having been obtained for the Rights Issue, the provisional allotment and allotment of the Rights Shares;
- (b) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) listing of, and permission to deal in, all the Rights Shares, in their nil-paid form and fully-paid forms, and such listing not being revoked prior to 5:00 p.m. on the day which is the third Business Day after the Acceptance Date (which is expected to be Wednesday, 15 June 2011);
- (c) the delivery on or before the Posting Date of (i) one signed copy of each of the Rights Issue Documents to the Underwriter and the Stock Exchange and (ii) certified true copies of responsibility letters in respect of the Rights Issue Documents signed by all of the Directors in a form satisfactory to the Underwriter;
- (d) the filing and registration on or prior to the Posting Date of one signed copy of each of the Rights Issue Documents (and all other documents required to be attached) with the Registrar of Companies in Hong Kong, complying with the requirements of the Companies Ordinance;
- (e) the filing on or prior to or as soon as reasonably practicable after the Posting Date of one signed copy of each of the Rights Issue Documents (and all other documents required to be attached thereto) with the Registrar of Companies in Bermuda, complying with the requirements of the Companies Act 1981 of Bermuda;
- (f) the posting of the Rights Issue Documents to the Qualifying Shareholders on or before the Posting Date (or such later date as the Underwriter may agree with the Company); and
- (g) the Underwriting Agreement becoming unconditional by and not being terminated by the Underwriter prior to 5:00 p.m. on the day which is the third Business Day after the Acceptance Date (which is expected to be Wednesday, 15 June 2011) (or such later date as the Underwriter may agree with the Company).

In the event that any of the above conditions is not satisfied on or before the time and dates specified in the Underwriting Agreement, the Underwriting Agreement shall, save in respect of certain provisions therein, terminate and the obligations of the Company and the Underwriter shall cease and be null and void upon such termination and none of the Company and the Underwriter shall, save in respect of certain provisions and any right or liability accrued under the Underwriting Agreement before such termination, have any right against or liability towards the other arising out of or in connection with the Underwriting Agreement.

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 despatched 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).

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders for the 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 any cheque or cashier's order is dishonoured on first presentation, this provisional allotment letter is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES FOR RIGHTS SHARES

It is expected that certificates for the Rights Shares in their fully-paid form will be despatched by ordinary mail to those Qualifying Shareholders or their transferees who have paid for and have accepted the Rights Shares, at such persons' risk on or about Monday, 20 June 2011. Where any entitlement to Rights Shares in fully-paid form exceeds one board lot, it is proposed, the relevant Qualifying Shareholders or their transferees will receive one share certificate for the allotment of Rights Shares.

GENERAL

Lodgement of this provisional allotment letter with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for Shares.

This provisional allotment letter and any acceptance of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong.

Further copies of the Prospectus giving details of the Rights Issue are available at the head office and principal place of business of the Company in Hong Kong, at Suites 3001-3006, 30/F, One Pacific Place, 88 Queensway, Hong Kong and the Registrar, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong during normal business hours.

By completing, signing and submitting this provisional allotment letter, 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 acceptance of the provisional allotment of 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.

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



CITIC RESOURCES HOLDINGS LIMITED

中信資源控股有限公司

(於百慕達註冊成立之有限公司)
(股份代號：1205)

敬啟者：

茲根據寄發予中信資源控股有限公司(「本公司」)合資格股東日期為2011年5月26日(星期四)的供股章程(「章程」)所載條款，董事已按在2011年5月25日(星期三)(「記錄日期」)營業時間結束時登記在閣下名下持有本公司十(10)股每股面值0.05港元的股份可獲配三(3)股供股股份的基準，以每股供股股份1.38港元的價格，向閣下暫定配發供股股份。閣下在記錄日期持有的股份總數載列於甲欄。閣下獲暫定配發的供股股份數目載列於乙欄。除文義另有所指外，章程所界定的詞彙與本函件所採用者具有相同涵義。

本公司並無採取任何行動(包括根據香港和百慕達以外任何司法權區的任何適用法例進行登記或存檔)，以批准在香港以外任何司法權區發售供股股份或派發章程、暫定配額通知書和額外供股股份申請表格；故除股東將不會獲暫定配發任何供股股份。本公司將向除股東(如有)寄發章程，惟僅供其參考之用，但不會向除股東寄發任何暫定配額通知書或額外供股股份申請表格。至於在除股東若能成為合資格股東的情況下原應可獲配發的供股股份，在未繳股款供股股份開始買賣但在未繳股款供股股份最後買賣期前，在可行情況下，本公司將盡適當努力促使所有或儘可能多的未繳股款供股股份盡快以合理價格獲得出售開支的溢價在聯交所出售。有關出售未繳股款供股股份所得款項淨額(經扣除開支)將會根據在記錄日期除股東各自獲享配額的比例以港元向彼等分派，惟100港元或以下的款項將由本公司保留自用，利益歸本公司所有。原應暫定配發予除股東並且未予出售的供股股份和已暫定配發但未獲接納的供股股份，在額外供股股份申請表格條款的規限下，將可供申請人以隨附的額外供股股份申請表格申請認購。

在香港以外任何司法權區獲暫定配額通知書或額外供股股份申請表格的任何人士，概不得將之視為申請供股股份或額外供股股份的要約或邀請，除非在有關司法權區在毋須遵守任何登記或其他法律或監管規定的情況下，可合法提出該項申請供股股份或額外供股股份的要約或邀請。香港境外的任何人士如欲為其本身申請供股股份或額外供股股份，則有責任在行使認購暫定配發供股股份或額外供股股份的任何權利前確保已就此遵守所有有關司法權區的法律和法規，包括取得任何政府或其他同意，和就此繳付該司法權區規定繳納的任何稅項和徵稅。倘本公司相信接納供股股份或額外供股股份的申請將違反任何司法權區適用的證券或其他法律或法規，則本公司保留拒絕接納任何供股股份或額外供股股份申請的權利。

供股股份(經配發、發行和繳足股款後)將在各方面均與屆時已發行股份享有同等權益。繳足股款供股股份的持有人將有權收取在供股股份配發和發行日期後可能派發、作出或派付的一切未來股息和分派。

接納手續

閣下如欲接納暫定配額，須在不遲於2011年6月10日(星期五)下午四時正將本暫定配額通知書整份，連同丙欄所示接納暫定配發予閣下的供股股份數目時須繳付的全部股款，送交本公司的香港股份過戶登記處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘中心26樓(「過戶登記處」)。全部股款須以港元支付。支票必須由香港持牌銀行的銀行戶口開出，而銀行本票必須由香港的持牌銀行發出，並註明抬頭人為「CITIC Resources Holdings Limited – Provisional Allotment Account」，和以「只准入抬頭人賬戶」劃線方式開出。該等付款將構成按本暫定配額通知書與章程的條款，並在本公司的組織章程大綱和細則的規限下接納暫定配額。

務請注意，除非本暫定配額通知書連同丙欄所示的應繳股款在不遲於2011年6月10日(星期五)下午四時正，由原有的承承人或獲有效轉讓供股權的任何人士按上文所述交回，否則閣下的暫定配額和一切有關權利將視作已被放棄並被註銷。

額外供股股份

閣下如欲申請認購閣下所獲暫定配發以外的任何供股股份，必須按隨附的額外供股股份申請表格的指示將表格填妥和簽署，連同就所申請認購額外供股股份須在申請時全數繳付的獨立股款，須在不遲於2011年6月10日(星期五)下午四時正交回過戶登記處。全部股款必須以港元支付。支票必須由香港持牌銀行的銀行戶口開出，而銀行本票必須由香港的持牌銀行發出，並註明抬頭人為「CITIC Resources Holdings Limited – Excess Application Account」，和以「只准入抬頭人賬戶」劃線方式開出。務請注意，董事將按公平合理基準分配額外供股股份，惟並不保證申請人可獲配發全部或任何其申請認購的額外供股股份。

轉讓

閣下如欲將獲暫定配發的供股股份全部轉讓他人，須填妥和簽署轉讓和提名表格(表格乙)，並將本暫定配額通知書交予閣下欲轉讓供股股份的人士或經手轉讓的人士。承讓人須填妥和簽署登記申請表格(表格丙)，並將本暫定配額通知書整份連同丙欄所示須在接納時繳足的全部股款，須在不遲於2011年6月10日(星期五)下午四時正交回過戶登記處。務請注意，閣下在轉讓有關供股股份的認購權時須繳納香港印花稅。

分拆

閣下如欲只接納部分的暫定配額或將閣下根據本暫定配額通知書獲暫定配發認購供股股份的部分權利轉讓或將閣下根據認購本暫定配額通知書獲暫定配發認購供股股份的所有或部分權利轉讓予多於一名人士，則本原有的暫定配額通知書須在不遲於2011年6月1日(星期三)下午四時三十分交回過戶登記處予以註銷，而過戶登記處將按所要求的股份面額發出新暫定配額通知書。本暫定配額通知書載有有關閣下接納部分的暫定配額或轉讓閣下的全部或部分暫定配額時應辦理的手續的全部資料。

終止包銷協議

務請注意，根據包銷協議，倘在接納日期後第三個營業日(預期為2011年6月15日(星期三))下午五時正前任何時間：

- 形成、發生、存在或生效：
 - 香港、新加坡、百慕達或本集團任何成員公司經營或從事業務所在任何其他地方的法院或其他主管機關頒佈任何新法律或法規，或現行法律或法規有變或可能改變，或有關詮釋或應用有變；或
 - 任何地方、國家或國際金融、政治、軍事、工業、經濟、貨幣(不論與上述任何各項類似與否)市場有變或可能有變，或任何事件或連串事件導致或可能導致出現有關變動，就此而言，但在不影響上述的一般性原則下，港元與美元的聯繫匯率機制變動，而導致或可能導致貨幣狀況變動；或
 - 任何地方、國家或國際證券市場的狀況有變或可能有變(包括但不限於特殊金融狀況或其他原因而對聯交所的一般證券買賣進行全面禁售、暫停或施加重大限制)；或
 - 本集團的業務、財務或經營狀況或前景有重大轉變；或
 - 任何天災、戰爭、動亂、公眾騷亂、敵對行為爆發或升級、宣佈進入緊急狀態、災禍、危機、疫症、恐怖活動或包銷商非能控制的任何事件或連串事件；或
 - 股份在聯交所暫停買賣；或
 - 第三方起訴本集團任何成員公司；或
 - 中國、香港或新加坡有關當局宣佈商業銀行活動全面禁止，而包銷商合理認為上述情況：
 - 可能對本公司或本集團或供股有重大不利影響；或
 - 可能對供股的成功或供股股份的認購數量有重大不利影響；或
 - 重大得令本公司進行供股變得不可行；或
- 包銷商得悉：
 - 任何事情或事件顯示本公司根據包銷協議所作出的任何陳述和保證或任何承諾在任何方面屬失實或構成誤導或違反時；或
 - 香港稅務或外匯管制有變或出現可能導致變動的事態發展，而將會或可能對本集團或大部分現有股東有重大不利影響；

而在此等情況下，包銷商可(但不一定須要)向本公司發出通知即時終止包銷協議。若包銷協議被終止，則供股將不會進行。

另務請注意，供股須待下列條件達成後，方可作實：

- 已就進行供股、暫定配發和配發供股股份取得一切必要批文、許可證、豁免、同意和授權；
- 聯交所上市委員會授予或同意授予(須視乎配發)和批准所有未繳股款和繳足股款的供股股份上市和買賣，且在接納日期後第三個營業日(預期為2011年6月15日(星期三))下午五時正前相關上市地位並無遭撤銷；
- 在寄發日期或之前(i)向包銷商和聯交所發送各供股文件的已簽署副本乙份以及(ii)向包銷商發送並按其滿意格式由全體董事簽署有關供股文件的責任信函的核證無誤副本；
- 遵照公司章程的規定，在寄發日期或之前將各供股文件的已簽署副本乙份(並隨附所有其他必要文件)呈交香港公司註冊處處長存檔和登記；
- 遵照百慕達1981年公司法的規定，在寄發日期或之後合理可行地盡早將各供股文件的已簽署副本乙份(並隨附所有其他必要文件)呈交百慕達公司註冊處處長存檔；
- 在寄發日期或之前向合資格股東寄發供股文件(或包銷商與本公司可能協定的其他較後日期)；和
- 包銷協議成為無條件，且並無遭包銷商在接納日期後第三個營業日(預期為2011年6月15日(星期三))下午五時正前終止(或包銷商與本公司可能協定的其他較後日期)。

倘若上述任何條件並未在包銷協議列明的時間和日期之前達成，則包銷協議(惟有關包銷協議內若干條款者除外)將告終止，而本公司和包銷商的責任亦告終止，並在終止時即告無效和失效，因此本公司和包銷商任何一方無須因為或就包銷協議向另一方具有任何權利或負上任何責任(惟有關終止前根據包銷協議的若干條款和所產生的任何權利或責任除外)。

務請注意，股份已由2011年5月18日(星期三)起以除權方式買賣。供股股份預期由2011年5月30日(星期一)起至2011年6月7日(星期二)(包括首尾兩天)以未繳股款方式買賣。由現時起至接納日期後第三個營業日(預期為2011年6月15日(星期三))下午五時正(即所有供股條件必須在供股成為無條件前達成和包銷商有權終止包銷協議的最後期限已過去)進行的任何股份買賣，以及在2011年5月30日(星期一)至2011年6月7日(星期二)(包括首尾兩天)進行任何未繳股款供股股份的買賣，將因此承擔供股未必進行的風險。倘供股未能進行，收取的申請款項將在2011年6月20日(星期一)或前後不計利息以普通郵寄方式寄發支票退還予申請人，該誤風險概由申請人自行承擔。因此，股東和潛在投資者在買賣股份或未繳股款供股股份時務必審慎行事；如彼等對本身的情況有任何疑問，應諮詢彼等的專業顧問。

支票和銀行本票

所有供股股份的支票和銀行本票將在收訖後隨即過戶，而自該等款項所賺取的所有利息(如有)將由本公司保留自用，利益歸本公司所有。倘任何支票或銀行本票在首次過戶時未能兌現，則本暫定配額通知書可被拒絕受理。在此情況下，暫定配額和一切有關權利將視作已被放棄並被註銷。

供股股份股票

繳足股款供股股份股票預期在2011年6月20日(星期一)或前後，以普通郵寄方式向已繳股款並接納供股股份的合資格股東或其承讓人寄發，郵誤風險概由該等人士自行承擔。倘獲配的繳足股款供股股份多於一手買賣單位，則相關合資格股東或其承讓人將就供股股份的配額收取一張股票。

一般資料

本暫定配額通知書連同獲發暫定配額通知書人士所簽署的轉讓和提名表格(如適用)一經交回，即確實證明交回上述文件的人士(一名或多名)有權處理本暫定配額通知書，並有權收取分拆後的配額通知書和/或股票。本暫定配額通知書和任何接納當中所載要約的事宜須受香港法例所規管和據此予以詮釋。

載述供股詳情的章程，在一般辦公時間內在本公司的總辦事處和香港主要營業地點(地址為香港灣仔皇后大道東28號金鐘中心26樓)可供索取。填妥、簽署和交回本暫定配額通知書，則表示閣下同意向本公司、過戶登記處和/或彼等各自的顧問和代理披露個人資料和彼等所需而有關閣下或閣下為其利益而接納暫定配發供股股份的人士的任何資料。(「個人資料(私隱)條例」)給予證券持有人權利可確定本公司或過戶登記處是否持有其個人資料，索取有關資料的副本，以及改正任何不準確的資料。根據《個人資料(私隱)條例》，本公司和過戶登記處有權就處理任何查閱資料的費用收取合理費用。有關查閱資料或改正資料或有關政策和慣例以及持有資料權類的資料的所有要求，應寄往本公司位於香港的總辦事處和主要營業地點(地址為香港金鐘道88號太古廣場一座30樓3001至3006室)或根據適用法律不時通知的地點並以公司秘書為收件人，或(視情況而定)寄往位於上述地址的過戶登記處。

此致

列位合資格股東 台鑒

代表
中信資源控股有限公司
總經理兼行政總裁
曾晨
謹啟

IN THE EVENT OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARES REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARES REPRESENTED BY THIS DOCUMENT.

在任何轉讓本文件代表的供股股份配額時，每項買賣均須繳付從價印花稅。除以出售形式外，餽贈或轉讓實益擁有的權益亦須繳付從價印花稅。在登記轉讓本文件代表的供股股份配額前，須出示已繳付從價印花稅的證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓和提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
(只供擬轉讓彼/其/彼等全部供股股份認購權利的合資格股東填寫和簽署)

To: The Directors
CITIC RESOURCES HOLDINGS LIMITED

致：中信資源控股有限公司
列位董事 台照

Dear Sirs,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人/吾等謹將本暫定配額通知書所列本人/吾等的供股股份認購權利悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)的該(等)人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) (all joint shareholders must sign) 簽署(所有聯名股東均須簽署)

Date 日期： _____, 2011

NOTE: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for Rights Shares.
附註：轉讓閣下的供股股份認購權利須繳付香港印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred)
(只供承讓供股股份認購權利的人士填寫和簽署)

To: The Directors
CITIC RESOURCES HOLDINGS LIMITED

致：中信資源控股有限公司
列位董事 台照

Dear Sirs,
I/We request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms set out in this provisional allotment letter and the accompanying Prospectus and subject to the memorandum of association and bye-laws of the Company.

敬啟者：
本人/吾等謹請閣下將表格甲內乙欄所列的供股股份數目登記在本人/吾等名下。本人/吾等同意依照本暫定配額通知書和隨附的章程所載條款，並在貴公司的公司組織章程大綱和細則的規限下接納此等供股股份。

To be completed in BLOCK LETTERS in ENGLISH. Joint applicants should give one address only.
請用英文正楷填寫。聯名申請人只須填報一個地址。

Name in English 英文姓名	Family Name 姓氏	Other Names 名字	Name in Chinese 中文姓名
Name Continuation and/or Name(s) of Joint Applicants 姓名(續)和/或聯名申請人姓名			
Address 地址			
Occupation 職業			Tel. No. 電話號碼
Dividend Instructions 派息指示			
Name & Address of Bank 銀行名稱和地址	Bank Account No. 銀行賬戶號碼		
	Bank 銀行	Branch 分行	Account 賬戶

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) (all joint applicants must sign) 簽署(所有聯名申請人均須簽署)

Date 日期： _____, 2011

Ad valorem stamp duty is payable by the transferee(s) if this form is completed.
填妥此表格後，承讓人須繳付從價印花稅。