



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

Website: www.citicresources.com

(Stock Code: 1205)

Form of proxy for use at the special general meeting to be held on Tuesday, 22 May 2007 at 3:00 p.m.

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.05 each in the capital of
CITIC RESOURCES HOLDINGS LIMITED (the “Company”) hereby appoint ^(Note 3) _____
of _____
or failing him, _____ of _____

or failing him, the Chairman of the meeting to act as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at Pacific Place Conference Centre, Tien Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 22 May 2007 at 3:00 p.m. (and at any adjournment thereof) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR <small>(Note 4)</small>	AGAINST <small>(Note 4)</small>
(a)	Resolution No. 1: To ratify the Prior Non-Exempt Continuing Connected Transactions (as defined in the circular issued by the Company on 7 May 2007 (the “Circular”)) and the terms of such transactions.		
(b)	Resolution No. 2: To approve the Non-Exempt Continuing Connected Transactions (as defined in the Circular) and the terms of the transactions contemplated thereunder and the Annual Caps (as defined in the Circular) for each of the three financial years ending 31 December 2009.		

Dated: _____ 2007 Shareholder’s signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.05 each in the share capital of the Company (“Shares”) registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of the relevant Shares will alone be entitled to vote in respect of them.
- To be valid, this 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.
- Any member of the Company entitled to attend and vote at the above 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 attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- Any alterations made in this form should be initialled by the person who signs it.