



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

Proxy Form for use at the Annual General Meeting to be held on Wednesday, 30 June 2004

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 Annual General Meeting of the Company to be held at Aberdeen Room, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 June 2004 at 3:00 p.m. (and at any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR (note 4)	AGAINST (note 4)
1.	To receive and consider the audited financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2003		
2.	(a) To re-elect Mr. Mi Zengxin as Director		
	(b) To re-elect Mr. Zeng Chen as Director		
	(c) To re-elect Mr. Sun Xinguo as Director		
	(d) To re-elect Mr. Tsang Link Carl, Brian as Director		
	(e) To authorise the Directors to fix the remuneration		
3.	To re-appoint auditors and authorize the Directors to fix their remuneration		
4A.	To give a general mandate to the Directors to repurchase shares of the Company		
4B.	To give a general mandate to the Directors to issue new shares of the Company		
4C.	To extend the general mandate to be given to the Directors to issue shares		
5.	To approve the amendments to the existing Bye-laws of the Company		

Dated: _____ 2004 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 of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company 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 proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
- 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 in respect of the relevant shares will alone be entitled to vote in respect of them.
- To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the head office and principal place of business of the Company at Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
- Any alterations made in this form should be initialled by the person who signs it.