



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

Form of Proxy for the Special General Meeting to be held on Wednesday, 30 June 2004

I/We, (Note 1) _____
of _____,
being the registered holder(s) of (Note 2) _____
ordinary shares of HK\$0.05 each in the capital of CITIC RESOURCES HOLDINGS LIMITED (the "Company")
hereby appoint (Note 3) the Chairman of the meeting or _____ of _____

as my/our proxy to attend and act for me/us at the special general meeting (the "Meeting") to be held at Aberdeen Room, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 June 2004 at 3:15 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated and, if no such indication is given, as my/our voting proxy thinks fit.

ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1. To approve the "Adoption of the New Share Option Scheme".		
2. To approve the "Termination of Existing Share Option Scheme".		

Dated: _____ 2004

Signature(s) (Note 5) _____

Notes:

- 1 Please insert your full name(s) and address(es) in **BLOCK CAPITALS**.
- 2 Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- 3 If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**
- 4 **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to cast your vote at his discretion or abstain. Your proxy will also be entitled to vote or abstain at his discretion on any resolutions properly put to the Meeting other than that referred to in the notice convening the Meeting.
- 5 This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- 6 Where there are joint holders of a share, any one of such persons may vote at the Meeting, either personally 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 personally or by proxy, then one of the holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- 7 To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the head office and principal place of business of the Company in Hong Kong situated at Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- 8 Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy as indicated above, this form of proxy will be deemed to have been revoked.