



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

Form of proxy for use at the Special General Meeting to be held on Monday, 21 March 2005 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) _____
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, Mont Blanc Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Monday, 21 March 2005 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.

	FOR (Note 4)	AGAINST (Note 4)
To ratify, confirm and approve the acquisition of the New CSCIL Shares pursuant to the Share Subscription Agreement and the entering into the Shareholders’ Agreement, Consulting Agreement and Trademark License Agreement.		

Dated: _____ 2005 Shareholder’s signature (Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.05 each in the share capital of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of HK\$0.05 each in the share capital of the Company registered in your name(s).
3. 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “AGAINST” BESIDE THE 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 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, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. 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 of HK\$0.05 each in the share capital of the Company will alone be entitled to vote in respect of them.
7. 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 deposited at the head office and principal place of business of the Company in Hong Kong at Suites 3001-3004, 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.
8. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
9. Any alterations made in this form should be initialled by the person who signs it.