



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

Website: www.citicresources.com

(Stock Code: 1205)

Form of proxy for use at the Annual General Meeting to be held on Monday, 26 June 2006 at 3:00 p.m. and at any adjournment thereof

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 Pacific Place Conference Centre, Mont Blanc Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Monday, 26 June 2006 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 <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1.	To receive and consider the audited financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2005		
2.	(a) To re-elect Mr. Ma Ting Hung as Director		
	(b) To re-elect Mr. Shou Xuancheng as Director		
	(c) To re-elect Mr. Sun Xinguo as Director		
	(d) To re-elect Ms. Li So Mui as Director		
	(e) To re-elect Mr. Fan Ren Da, Anthony as Director		
	(f) To re-elect Mr. Ngai Man as Director		
	(g) To authorise the Directors to fix the remuneration		
3.	To re-appoint auditors and authorise 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 of the Company		
5.	To approve the amendment to the existing Bye-laws of the Company		

Dated: _____ 2006 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 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).
- 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 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 notarially certified copy of such power or authority must be deposited at 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 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.
- 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.