



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 Wednesday, 27 October 2010 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 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 Wednesday, 27 October 2010 at 3:00 p.m. (and at any adjournment thereof) (the “Special General Meeting”) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms defined or referred to in the notice convening the Special General Meeting shall have the same meaning when used in this form of proxy.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To approve the Spin-off		
2	To approve the CDH Share Option Scheme		
3	To approve the Deed of Tax Indemnity		

Date: _____ 2010 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 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 is present at the Meeting personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of the relevant Shares shall alone be entitled to vote in respect thereof.
- Any member of the Company entitled to attend and vote at the 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 be present in person to represent you.
- 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).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) should you so wish.
- Any alterations made in this form of proxy should be initialled by the person who signs it.