



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

Second form of proxy for use at the Annual General Meeting to be held on Wednesday, 22 June 2011 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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 22 June 2011 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.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited financial statements and the report of the directors and the independent auditors' report for the year ended 31 December 2010		
2.	(a) To re-elect Mr. Qiu Yiyong as director		
	(b) To re-elect Mr. Wong Kim Yin as director		
	(c) To re-elect Mr. Zhang Jijing as director		
	(d) To re-elect Mr. Fan Ren Da, Anthony as director		
	(e) To re-elect Mr. Guo Tinghu as director		
	(f) To re-elect Mr. Gao Pei Ji as director		
	(g) To authorise the board of directors to fix the directors' remuneration		
3.	To re-appoint Ernst & Young as auditors and authorise the board of directors to fix the auditors' remuneration		
4A.	To grant a general mandate to the directors to repurchase shares of the Company		
4B.	To grant a general mandate to the directors to issue new shares of the Company		
4C.	To increase the general mandate to be given to the directors to issue new shares of the Company		

Date: _____ 2011 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 new form of proxy ("Second 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 Second Form of Proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this Second 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 a proxy or, if holding two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the meeting to represent you.
- To be valid, this Second 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 (the "Head Office") not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) (the "Closing Time").
- Completion and return of this Second 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 Second Form of Proxy should be initialled by the person who signs it.
- If only the form of proxy enclosed with the circular to shareholders dated 27 April 2011 (the "First Form of Proxy") is lodged with the Head Office at or prior to the Closing Time, the First Form of Proxy, if correctly completed and signed, will be treated as a valid form of proxy;
 - if only this Second Form of Proxy is lodged with the Head Office at or prior to the Closing Time, this Second Form of Proxy, if correctly completed and signed, will be treated as a valid form of proxy; or
 - if both the First Form of Proxy and this Second Form of Proxy are lodged with the Head Office at or prior to the Closing Time and:
 - if the First Form of Proxy is invalid for whatever reason, this Second Form of Proxy, if correctly completed and signed, will be treated as a valid form of proxy;
 - if this Second Form of Proxy is invalid for whatever reason, the First Form of Proxy, if correctly completed and signed, will be treated as a valid form of proxy; or
 - if both forms are correctly completed and signed, this Second Form of Proxy will be treated as a valid form of proxy and shall be deemed to supersede and replace the First Form of Proxy.

The proxy so appointed by a shareholder under the First Form of Proxy will be entitled at his/her discretion to vote or to abstain at the meeting on resolutions no. 2(e) and 2(f) as set out in this Second Form of Proxy and any resolution properly put to the meeting.

The proxy so appointed by a shareholder under this Second Form of Proxy will be entitled at his/her discretion to vote or to abstain at the meeting on any resolution properly put to the meeting.