



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 Friday, 27 June 2014 at 3:15 p.m.

(or, if later, immediately following the conclusion of the annual general meeting of the Company convened pursuant to the notice of the Company dated 1 April 2014 and to be held at 3:00 p.m. at the same location and on the same date as the Special General Meeting) 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 (the "Meeting") to be held at Aspiration Meeting Room, Regus Business Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 27 June 2014 at 3:15 p.m. (or, if later, immediately following the conclusion of the annual general meeting of the Company convened pursuant to the notice of the Company dated 1 April 2014 and to be held at 3:00 p.m. at the same location and on the same date as the Meeting) (and at any adjournment thereof) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the adoption of 2014 Share Option Scheme		

Date: _____ 2014 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 in person 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 the member.
- 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 of attorney 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.