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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CITIC RESOURCES HOLDINGS LIMITED, you should at once hand this circular with the accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES
AND
AMENDMENTS TO THE EXISTING BYE-LAWS OF THE COMPANY
AND
RE-ELECTION OF DIRECTORS**

A notice convening the Annual General Meeting of CITIC Resources Holdings Limited to be held at Aberdeen Room, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 June 2004 at 3:00 p.m. is set out on pages 11 to 23 of this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.

Hong Kong, 29 April 2004

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Aberdeen Room, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 June 2004 at 3:00 p.m.
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time
“Companies Act”	the Companies Act 1981 of the laws of Bermuda
“Company”	CITIC Resources Holdings Limited, a company incorporated with limited liability in Bermuda and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 April 2004, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution No.4A of the notice of the Annual General Meeting set out in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE CHAIRMAN



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

Executive Directors:

Mr. KWOK Viem, Peter (*Chairman*)
Mr. MA Ting Hung (*Vice Chairman*)
Ms. LI So Mui
Mr. MI Zengxin
Mr. QIU Yiyong
Mr. SUN Xinguo
Mr. ZENG Chen
Mr. ZHANG Jijing

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. FAN Ren Da, Anthony
Mr. TSANG Link Carl, Brian

Head Office and

Principal Place of Business:
Room 2602, 26th Floor
Bank of America Tower
12 Harcourt Road, Central
Hong Kong

Hong Kong, 29 April 2004

To the shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES
AND
AMENDMENTS TO THE EXISTING BYE-LAWS OF THE COMPANY
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of Directors, (ii) the granting to the Directors of general mandates to repurchase Shares and allot and issue Shares up to 10% and 20% respectively of the issued share capital of the Company as at the date of the resolutions and (iii) proposed amendments to the Bye-laws.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF DIRECTORS

Pursuant to the Bye-laws, one-third of directors of the Company are subject to retirement by rotation at every annual general meeting. Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Mi Zengxin and Mr. Zeng Chen will retire and, being eligible, will offer themselves for re-election at the Annual General Meeting. Pursuant to Bye-law 87(1) & (2) of the Bye-laws, Mr. Sun Xinguo and Mr. Tsang Link Carl, Brian, will retire by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting. The details and brief biography of each of Mr. Mi Zengxin, Mr. Zeng Chen, Mr. Sun Xinguo and Mr. Tsang Link Carl, Brian are set out in Appendix II of this circular.

GENERAL MANDATE TO REPURCHASE SHARES

At the special general meeting of the Company held on 27 June 2003, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information in respect of the Repurchase Proposal is set out in the Appendix I hereto.

GENERAL MANDATE TO ISSUE SHARES

At the special general meeting of the Company held on 22 March 2004, the general mandate given by the Company to the Directors on 27 June 2003 to allot, issue and deal with Shares was renewed. Such renewed general mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew such general mandate at the Annual General Meeting.

Two ordinary resolutions will be proposed at the Annual General Meeting respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution and adding to such general mandate so granted to the Directors any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

AMENDMENTS TO THE EXISTING BYE-LAWS OF THE COMPANY

As a result of the coming into effect of the SFO and recent amendments to provisions of Appendix 3 to the Listing Rules, the Directors propose to amend the Bye-laws to, amongst other things, bring them into line with such ordinance and to comply with certain mandatory requirements of the amended Listing Rules. The principal proposed amendments to the Bye-laws include:

- (a) subject to certain exceptions specified in the Bye-laws, requiring a director to abstain from voting on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest and requiring that he shall not be counted in the quorum present at the relevant board meeting;

LETTER FROM THE CHAIRMAN

- (b) a new definition of “associates” to reflect the new definition of associates in the Listing Rules;
- (c) where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, requiring any votes cast by or behalf of such shareholder in contravention of such requirement or restriction not to be counted;
- (d) permitting the Company to distribute summary financial reports instead of complete annual reports and accounts;
- (e) with shareholders’ express consent, permitting the Company to send or otherwise make available corporate communications to shareholders by electronic means;
- (f) permitting the Company to send corporate communications to shareholders in English or Chinese or in both English and Chinese under the Listing Rules provided the Company has made adequate arrangement to ascertain the wishes of shareholders with regard to their choice of language;
- (g) prescribing a minimum 7-day period for lodgement by shareholders of the notice to nominate a director of the Company which period shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting; and
- (h) clarification that where more than one proxy is appointed by a clearing house which is a shareholder, each such proxy shall have one vote on a show of hands.

The full text of the proposed amendments to the Bye-laws is set out in resolution No. 5 in the notice of the Annual General Meeting set out on pages 11 to 23 of this circular.

ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve the general mandates to repurchase and to issue Shares and a special resolution will be proposed to approve the amendments to the existing Bye-laws. Notice of the Annual General Meeting is set out on pages 11 to 23 of this circular.

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the head office and principal place of business of the Company at Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire.

LETTER FROM THE CHAIRMAN

RIGHT TO DEMAND A POLL

Pursuant to Bye-law 66 of the Bye-laws, at any general meeting of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:-

- (a) by the chairman of the meeting; or
- (b) by at least three shareholders present in person (or in the case of a shareholder being a corporation by its duly authorized representative) or by proxy entitled to vote at the meeting; or
- (c) by a shareholder or shareholders present in person (or in the case of a shareholder being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (d) by a shareholder or shareholders present in person (or in the case of a shareholder being a corporation by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

On a show of hands, every shareholder present in person (or being a corporation, is present by a representative duly authorized under Section 78 of the Companies Act) or by proxy shall have one vote. On a poll, every shareholder present in person or by proxy or, in the case of a shareholder being a corporation, by its duly authorised representative shall have one vote for every Share held by him. On a poll, a shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

RECOMMENDATION

The Directors consider that the granting of the general mandates to repurchase and to issue Shares and amendments to the existing Bye-laws are in the best interests of the Company and the shareholders as a whole. Accordingly, the Directors recommend that the shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

By Order of the Board
Peter Kwok Viem
Chairman

This Appendix I serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution.

1. SHARE REPURCHASE RULES

The Share Repurchase Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' Approval

The Share Repurchase Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase.

(b) Source of Funds

Share repurchases must be made out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(c) Maximum Number of Shares to be Repurchased and Subsequent Issue

The shares to be repurchased by a company must be fully-paid up. A maximum of 10% of the existing issued share capital of a company as at the date of passing the relevant resolution may be repurchased on the Stock Exchange and a company may not, without the prior approval of the Stock Exchange, issue new shares or announce a proposed new issue of shares for a period of 30 days immediately following a share repurchase whether on the Stock Exchange or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue securities, which were outstanding prior to the repurchase).

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,316,884,381 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 431,688,438 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its shareholders. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, Bye-laws and the applicable law of Bermuda. Pursuant to the Companies Act, the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, the profits that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a share repurchase may only be paid out of either the profits that would otherwise be available for dividend or distribution or out of the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the 2003 Annual Report of the Company in the event that the Repurchase Proposal were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARES PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares Price	
	Highest HK\$	Lowest HK\$
2003		
April	0.75	0.63
May	0.78	0.66
June	0.78	0.68
July	0.70	0.64
August	0.86	0.68
September	1.04	0.80
October	1.26	0.75
November	1.51	0.99
December	1.45	1.18
2004		
January	1.70	1.18
February	1.42	1.25
March	1.51	1.30
April (up to Latest Practicable Date)	1.40	1.04

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the shareholders.

7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following interests in the Shares were recorded in the register kept by the Company pursuant to Section 336(1) of the SFO:

Name of substantial shareholders	Number of Shares held	% of existing issued share capital of the Company	% of existing issued share capital of the Company if Repurchase Proposal was exercised in full
Keentech Group Limited (Note 1)	1,860,180,588	43.09	47.88
CITIC Australia Pty Limited (Note 2)	750,413,793	17.38	19.32
CITIC Projects Management (HK) Limited (formerly CITIC International Holdings Limited) (Note 1)	1,860,180,588	43.09	47.88
CITIC Group (formerly China International Trust and Investment Corporation) (Note 3)	2,610,594,381	60.47	67.20
United Star International Inc. (Note 4)	612,000,000	14.18	15.75

Notes:

- (1) Keentech Group Limited, a company incorporated in the British Virgin Islands, is a direct wholly-owned subsidiary of CITIC Projects Management (HK) Limited, a company incorporated in the British Virgin Islands. Accordingly, each of these companies is interested or deemed to be interested in 1,860,180,588 Shares.
- (2) CITIC Australia Pty Limited, a company incorporated in Australia, is a direct wholly-owned subsidiary of CITIC Group (“CITIC Group”).
- (3) CITIC Group, a company incorporated in the People’s Republic of China, is the direct holding company of CITIC Projects Management (HK) Limited and CITIC Australia Pty Limited. Accordingly, CITIC Group is deemed to be interested in 2,610,594,381 Shares.
- (4) United Star International Inc., a company incorporated in the British Virgin Islands, is beneficially owned as to 50% by Mr. Kwok Viem, Peter and 50% by Mr. Ma Ting Hung. Mr. Kwok and Mr. Ma are directors of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. The Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the four Directors (as required by the Listing Rules) proposed be elected at the Annual General Meeting to be held on 30 June 2004:

Mr. Mi Zengxin, aged 53, Executive Director of the Company. Mr. Mi is responsible for the strategic planning and corporate development of the Group. He holds a Master Degree in Science from the Beijing University of Science and Technology. He is an executive director and the vice president of CITIC Group, the chairman of Asia Satellite Telecommunications Holdings Limited (a company listed on the Stock Exchange), CITIC USA Holdings Limited and CITIC Australia Pty Limited (“CITIC Australia”). He also holds executive management positions in several other subsidiaries of CITIC Group. Mr. Mi has over 20 years’ experience in multi-national business, corporate management and various industries. Apart from his directorships of CITIC Group and its subsidiaries, Mr. Mi does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no service contract between the Company and Mr. Mi and he is not entitled to receive any fee from the Company.

Mr. Zeng Chen, aged 40, Executive Director of the Company. Mr. Zeng is responsible for the management and operations of the Group. He holds a Master Degree in International Finance from the Shanghai University of Finance and Economics. He is the managing director of CITIC Australia. He also holds directorship in several other subsidiaries of CITIC Group. Mr. Zeng has over 15 years’ experience in business operations and development, asset restructuring and aluminium industry. Apart from his directorships of the subsidiaries of CITIC Group, Mr. Zeng does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no service contract between the Company and Mr. Zeng and he is not entitled to receive any fee from the Company.

Mr. Sun Xinguo, aged 53, Executive Director of the Company. Mr. Sun is responsible for the corporate development of the Group. He holds a Bachelor of Arts degree from the Fudan University. He is a director of CITIC Group, the president and CEO of Citifor Inc. and the managing director of CITIC Forests (NZ) Limited. He also holds directorship in several other subsidiaries of CITIC Group. Mr. Sun has over 28 years’ experience in timber investment, marketing and operation, import and export, securities investment and corporate finance. Apart from his directorships of the subsidiaries of CITIC Group, Mr. Sun does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no service contract between the Company and Mr. Sun and he is not entitled to receive any fee from the Company.

Mr. Tsang Link Carl, Brian, aged 40, Independent Non-executive Director of the Company. Mr. Tsang is a practicing solicitor in Hong Kong and is a partner of the Hong Kong law firm of Iu, Lai & Li. He holds a LLB Degree from the King’s College, London. He is also admitted to practise law in England and Wales, Singapore, New South Wales, Queensland and the Australian Capital Territories. Mr. Tsang is a non-executive director of several other companies listed on the Main Board and the GEM Board of the Stock Exchange. Mr. Tsang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no service contract between the Company and Mr. Tsang. The director’s fee of Mr. Tsang as an Independent Non-executive Director is HK\$120,000 (subject to review by the Board from time to time).

NOTICE OF ANNUAL GENERAL MEETING



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Aberdeen Room, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 June 2004 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2003.
2. To re-elect directors and authorise the directors to fix their remuneration.
3. To re-appoint auditors and authorise the directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.05 each (“Shares”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.05 each (“Shares”) in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares; (iii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of Shares under any option scheme or similar arrangement for the grant or issue of shares of the Company or rights to acquire Shares, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares open for a period fixed by the directors of the Company to the existing shareholders of the Company on the register maintained by the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

- C. **“THAT** subject to the passing of the Resolution Nos.4A and 4B set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of HK\$0.05 each (“Shares”) in the share capital of the Company pursuant to Resolution No.4B set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to Resolution No.4A set out in the notice convening this meeting, provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the said Resolution.”
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution :

SPECIAL RESOLUTION

“THAT the bye-laws of the Company (“Bye-laws”) be and are hereby amended in the following manner:

- (a) Bye-law 1

By:

- (i) inserting the following new definition of “associate” immediately after the existing definition of “Act”:

““associate” shall have the meaning attributed to it in the rules of the Designated Stock Exchange.” ;

- (ii) deleting the words “a recognized clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or” from the existing definition of “clearing house”;

- (iii) deleting the existing definition of “Statutes” in its entirety and substituting therefor the following:

““Statutes” shall mean the Act, the Electronic Transactions Act 1999 of Bermuda and every other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association of the Company and/or these Bye-laws.”;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) inserting the following definitions immediately after the definition “dollars” and “\$”:

““electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings attributed to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time.;

“electronic communication” shall mean a communication sent by electronic transmission in any form through any medium, cable and telex message.”;

- (v) inserting the following definition immediately after the definition “Statutes”:

““summarised financial statements” shall have the meaning ascribed to them in the section 87A(3) of the Act.”;

- (b) Bye-law 2

By:

- (i) substituting the existing Bye-law 2(e) with the following new Bye-law 2(e) :

“expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;”;

- (ii) deleting the full-stop “.” at the end of paragraph (j) of Bye-law 2 and substituting therefor “;” and by inserting an additional paragraph (k) to Bye-law 2:

“(k) references to a document being executed include references to its being executed under hand or under seal or, to the extent permitted by, and in accordance with the Statutes and other applicable laws, rules and regulations, by electronic signature or by any other method. References to a notice or a document, to the extent permitted by, and in accordance with the Statutes and other applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.”;

- (c) Bye-law 12(1)

By deleting the word “Companies” appearing immediately before the word “Act” in existing Bye-law 12(1);

- (d) Bye-law 44

By inserting the words “or by any means in such manner as may be accepted by the Designated Stock Exchange” after the words “any Designated Stock Exchange” in existing Bye-law 44;

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(e) Bye-law 46

By inserting the words “or in a form prescribed by the Designated Stock Exchange” after the words “common form” in existing Bye-law 46;

(f) Bye-law 51

By inserting the words “, where applicable,” after the words “appointed newspaper and” and by inserting the words “or by any means in such manner as may be accepted by the Designated Stock Exchange” after the words “any Designated Stock Exchange” in existing Bye-law 51;

(g) Bye-law 66

By inserting the words “unless a poll is required under the listing rules of Designated Stock Exchange or any other applicable laws, rules or regulations or” immediately before the word “unless” in the ninth line of Bye-law 66;

(h) Bye-law 67

By inserting the words “a poll is required under the listing rules of Designated Stock Exchange or any other applicable laws, rules or regulations or unless” immediately after the word “Unless” at the beginning of Bye-law 67;

(i) Bye-law 68

By inserting the words “required or” immediately after the words “If a poll is duly” and immediately before the word “demanded” in the first sentence of existing Bye-law 68;

(j) Bye-law 69

By inserting the words “required or” immediately after the words “A poll” and immediately before the word “demanded” in the second sentence of existing Bye-law 69;

(k) Bye-law 70

By inserting the words “requirement or” immediately after the word “The” and immediately before the words “demand for a poll” and the words “is required or” immediately after the words “on which the poll” and immediately before the words “has been demanded”;

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(l) Bye-law 76

By re-numbering existing Bye-law 76 as Bye-law 76(1);

(m) Bye-law 76(2)

By inserting the following as new Bye-law 76(2) :

“(2) Where the Company has knowledge that any Member is, under the rules and regulations of the Designed Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted. “;

(n) Bye-law 84

By substituting the existing Bye-law 84(2) with the following new Bye-law 84(2):

“84(2) When a member of the Company being a clearing house (or its nominee(s) is a corporation), such clearing house or its nominee may appoint such person or persons as it thinks fit to act as its corporate representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company provided that, the authorisation shall specify the number and class of shares in respect of which each such corporate representative is so authorised. Each corporate representative so authorised under the provisions of this Bye-law shall be deemed to have been authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee) as if it were the registered holders of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hand.”;

(o) Bye-law 86(2)

By deleting the words and punctuation “, subject to authorisation by the Members in general meeting,” from the first sentence of existing Bye-law 86(2);

(p) Bye-law 86(4)

By:

- (i) deleting the words “subject to any provision to the contrary in these Bye-laws” at the beginning of Bye-law 86(4);
- (ii) deleting the word “special” in the second line of Bye-law 86(4) and replacing it with the word “ordinary”;
- (iii) inserting the words “to the contrary” after the words “notwithstanding anything” in the fourth line of Bye-law 86(4);

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(q) Bye-law 87(1)

By deleting the following words in Bye-law 87(1) “provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year”;

(r) Bye-law 88

By deleting existing Bye-law 88 in its entirety and substituting therefor the following new Bye-law 88:

“88. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the Registration Office given to the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven (7) days. The period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting.”;

(s) Bye-law 100(d)

By inserting the words “or the appointment of any of his associates” immediately after the words “concerning his own appointment” and before the words “as the holder of any office” in existing Bye-law 100(d);

(t) Bye-law 101

By inserting in existing Bye-law 101:

- (i) the words “or any of his associates” immediately after the words “no Director or proposed or intending Director” and immediately before the words “shall be disqualified by his office” and immediately after “or any other contract or arrangement in which any Director” and immediately before the words “is in any way interested be liable to be avoided”;
- (ii) the words “through himself or his associates” immediately after the words “nor shall any Director so contracting or being so interested” and immediately before the words “be liable to account to the Company or the Members”;
- (iii) the words “or his associate’s” immediately after the words “shall disclose the nature of his” and immediately before the words “interest in any contract”;
- (iv) the words “or his associate” immediately after the words “interest in any contract or arrangement in which he” and immediately before the words “is interested in accordance with Bye-law 102 herein”;

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(u) Bye-law 102

By inserting in existing Bye-law 102:

- (i) the words “is or is aware that any of his associates” immediately after the words “A Director who to his knowledge” and immediately before the words “is in any way,”;
- (ii) the words “or his associate’s” immediately after the words “shall declare the nature of his” and before the words “interest at the meeting of the Board” and immediately after the words “if he knows his” and immediately before the words “interest then exists,”;
- (iii) the words “or any of his associates” immediately after the words “after he knows that he” and before the words “is or has become so interested.”;
- (iv) the words “or his associate” immediately after the word “he” and immediately before the words “is a member or officer” in paragraph (a) of existing Bye-law 102;
- (v) the words “or his associate” immediately after the word “he” and immediately before the words “is to be regarded as interested” in paragraph (b) of existing Bye-law 102;

(v) Bye-law 103

By deleting the existing Bye-law 103 in its entirety and replacing therewith the following new Bye-law 103 :

- “103.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates is to the knowledge of such Director materially interested, but this prohibition shall not apply to any of the following matters :
- (i) any contract or arrangement for the giving by the Company or any of its subsidiaries of any security or indemnity to the Director or his associate(s) in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
 - (ii) any contract or arrangement for the giving by the Company or any of its subsidiaries of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;

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- (iii) any contract or arrangement by a Director or his associate(s) to subscribe for shares or debentures or other securities of the Company or any of its subsidiaries to be issued pursuant to any offer or invitation to the members or debenture holders or to the public which does not provide the Director or his associate(s) any privilege not accorded to any other members or debenture holders or to the public;
 - (iv) any contract or arrangement or proposal concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company or any of its subsidiaries;
 - (vi) any contract, arrangement or proposal concerning any company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which he and his associate(s) are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived);
 - (vii) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries or its associated companies including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme which relates both to directors, his associates and employees of the Company or of any of its subsidiaries or its associated companies and does not give the Director, or his associate(s), any privilege or advantage not accorded to the class of persons to whom such scheme or fund relates; or
 - (viii) any proposal concerning the adoption, modification or operation of any share scheme, involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries or its associated companies under which the Director or his associate(s) may benefit.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) has an interest of five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) is/are the holder(s) of or beneficially interested in five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights available to members of such

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company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.

- (3) Where a company in which a Director and/or his associate(s) has an interest of five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s) such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his associate(s) as known to such chairman has not been fairly disclosed to the Board.”;

(w) Bye-law 153

By deleting Bye-law 153 in its entirety and substituting therefor the following:

- “153.(1) Subject to Section 88 of the Act and paragraph (2) of this Bye-law, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

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- (2) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements in paragraph (1) of this Bye-law shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial report derived from the Company's annual financial statements and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial report, a complete printed copy of the Company's annual financial statements and the directors' report thereon.
- (3) The requirement to send to a person referred to in paragraph (1) of this Bye-law the documents referred to in that provision or a summary financial report in accordance with paragraph (2) of this Bye-law shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in paragraph (1) of this Bye-law and, if applicable, a summary financial report complying with paragraph (2) of this Bye-law, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.”;

(x) Bye-law 160

By deleting Bye-law 160 in its entirety and substituting therefor the following:

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designed Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of such Notice or sending of such document to him or which the person transmitting the Notice or document reasonably and bona fide believes at the relevant time will result in the Notice or document being

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duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange and giving to the Member a notice stating that the Notice or document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share, all Notices or documents shall be given to that one of the joint holders whose name stands first in the Register and the Notice or document so given shall be deemed a sufficient service on or delivery to all the joint holders."

(y) Bye-law 161 (a)

By deleting the words "following that on" at the second line of Bye-law 161(a);

(z) Bye-law 161(b)

By:

- (i) inserting the following as paragraph (b) of Bye-law 161 and renumbering the existing paragraphs (b) and (c) of Bye-law 161 as paragraphs (c) and (d) respectively:

"161. (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice or document placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;"

- (ii) deleting the word "and" at the end of the paragraph (b) of existing Bye-law 161 (renumbered paragraph (c) pursuant to subparagraph (i) above);

(aa) Bye-law 161(c)

By deleting the full-stop "." at the end of the paragraph (c) of existing Bye-law 161 (renumbered paragraph (d) pursuant to paragraph (z(i) above) and substituting therefor the punctuation and word "; and";

(bb) Bye-law 161(e)

By inserting the following as an additional paragraph (e) to Bye-law 161:

"161. (e) may be given to a Member either in the English language or the Chinese language only or in both the English language and Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.";

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(cc) Bye-law 162

By deleting paragraph (1) of Bye-law 162 in its entirety and substituting therefor the following:

“162. (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member or served by any means permitted by and in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.”; and

(dd) Bye-law 163

By inserting the words “or electronic” after the words “or facsimile” in line 1 of existing Bye-Law 163.”

By Order of the Board
LI So Mui
Company Secretary

Hong Kong, 29 April 2004

Head Office and Principal Place of Business:

Room 2602, 26th Floor
Bank of America Tower
12 Harcourt Road, Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office and principal place of business of the Company at Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person if you are subsequently able to be present.



CITIC RESOURCES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1205)

Proxy Form for use at the Annual General Meeting to be held on Wednesday, 30 June 2004

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 Aberdeen Room, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 June 2004 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.

	RESOLUTIONS	FOR (note 4)	AGAINST (note 4)
1.	To receive and consider the audited financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2003		
2.	(a) To re-elect Mr. Mi Zengxin as Director		
	(b) To re-elect Mr. Zeng Chen as Director		
	(c) To re-elect Mr. Sun Xinguo as Director		
	(d) To re-elect Mr. Tsang Link Carl, Brian as Director		
	(e) To authorise the Directors to fix the remuneration		
3.	To re-appoint auditors and authorize 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		
5.	To approve the amendments to the existing Bye-laws of the Company		

Dated: _____ 2004 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 of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the 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 proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
- 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 in respect of the relevant shares will alone be entitled to vote in respect of them.
- To be valid, this proxy form 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 Room 2602, 26th Floor, Bank of America Tower, 12 Harcourt Road, Central, 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.
- Any alterations made in this form should be initialled by the person who signs it.