



中信國際金融控股有限公司

CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 183)

FORM OF PROXY FOR THE 80TH ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 19 MAY 2005 (the "Meeting")

No. of shares to which this
form of proxy relates (Note 1)

I/We, (Note 2) _____,
of _____,
member(s) of CITIC International Financial Holdings Limited (the "Company"), hereby appoint (Note 3) the Chairman of the Meeting
or _____
of _____

as my/our proxy to attend and act for me/us at the Meeting (and at any adjournment thereof) to be held at The Ballroom, The Ballroom Level, Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Thursday, 19 May 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the Resolutions as set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated and, 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 financial statements together with the Reports of the Directors and of the Auditors for the year ended 31 December 2004.		
2. To declare a final dividend of HK\$0.075 per share.		
3. (A) To re-elect the following Directors:		
(i) Mr. Kong Dan		
(ii) Mr. Dou Jianzhong		
(iii) Mrs. Chan Hui Dor Lam Doreen		
(iv) Mr. Chen Xiaoxian		
(v) Mr. Gil-Tienda Rafael		
(vi) Mr. Ju Weimin		
(vii) Mr. Kong Siu Chee Kenneth		
(viii) Mr. Lam Kwong Siu		
(ix) Mr. Liu Jifu		
(x) Mr. Lo Wing Yat Kelvin		
(xi) Mr. Tsang Yiu Keung Paul		
(xii) Mr. Wang Dongming		
(xiii) Mr. Yang Chao		
(xiv) Mr. Zhao Shengbiao		
(B) To authorise the Board to fix the Directors' remuneration for the year 2004.		
4. To appoint KPMG as Auditors and authorise the Board to fix their remuneration.		
5. To grant a general mandate to the Directors to issue additional shares not exceeding 20% of the issued share capital.		
6. To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.		
7. To extend the general mandate under item 5 hereof by increasing the number of shares permitted to be issued equivalent to the number of shares repurchased under item 6 hereof.		

Date: _____

Signature(s) (Note 5): _____

NOTES:

- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Please insert your full name(s) and address(es) in BLOCK CAPITALS.
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy does not need to be a member of the Company but must attend the Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to cast your vote at his discretion or abstain from voting. Your proxy will also be entitled to vote or abstain at his discretion on any resolutions properly put to the Meeting other than that 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, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Where there are joint holders of a share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, then one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of that power of attorney or other authority) must be deposited at the registered office of the Company at Suites 1801-2, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong for the attention of the Company Secretary not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy as indicated above, this form of proxy will be deemed to have been revoked.