



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 9 FEBRUARY 2007 (THE "MEETING")

No. of shares to which this form of proxy relates ^(Note 1)	
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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 Salon 5, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 9 February 2007 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.

	FOR ^(Note 4)	AGAINST ^(Note 4)
ORDINARY RESOLUTION 1 ^(Note 5)		
ORDINARY RESOLUTION 2 ^(Note 5)		
ORDINARY RESOLUTION 3 ^(Note 5)		

Date: _____ Signature(s) ^(Note 6): _____

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 to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED 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.
- The full text of this resolution is set out in the Notice of Extraordinary General Meeting contained in the circular of the Company dated 29 December 2006.
- 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.
- To be valid, this form of proxy and the 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 completed, signed and deposited to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, 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 shall not preclude you from attending and voting in person at the Meeting or poll concerned and, in such event, this form of proxy shall be deemed to be revoked.
- Where two or more persons are registered as the holder of any share, the Company shall be at liberty to treat the person whose name stands first in the register of members as one of the joint holders of any shares as solely entitled to attend or vote at the Meeting, but any one of such joint holders may be appointed the proxy of the persons entitled to vote on behalf of such joint holders, and as such proxy to attend and vote at the Meeting of the Company, but if more than one of such joint holders be present at any meeting personally or by proxy that one so present whose name stands first in the register of member in respect of such shares shall alone be entitled to vote in respect thereof.