



# 中信國際金融控股有限公司

CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 183)

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 16 OCTOBER 2008 (THE "MEETING")

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary shares of HK\$1.00 each in the capital of CITIC International Financial Holdings Limited (the "Company"), HEREBY APPOINT the Chairman of the Meeting or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_,  
as my/our proxy to attend and act for me/us at the Meeting (and at any adjournment thereof) to be held at K-2 Suite, Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 16 October 2008 at 10:30 a.m. (or so soon thereafter as the Meeting of certain holders of the ordinary shares of HK\$1.00 each in the capital of the Company convened by the directions of the High Court of the Hong Kong Special Administrative Region shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and at the 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)
<b>SPECIAL RESOLUTION:</b> To approve and implement the Scheme of Arrangement		
<b>ORDINARY RESOLUTION:</b> To approve the transfer of the H Shares of China CITIC Bank Corporation Limited by Gloryshare Investments Limited to Banco Bilbao Vizcaya Argentaria, S.A. pursuant to the framework agreement		

Date: \_\_\_\_\_

Signature(s) (Note 5): \_\_\_\_\_

**Notes:**

- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of the 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 of the shares in the shares capital of the Company registered in your name(s).
- 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 not more than two 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 A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR" IN RESPECT OF THAT RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST" IN RESPECT OF THAT RESOLUTION.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to cast your vote or abstain from voting at his discretion. Your proxy will also be entitled to cast your vote or abstain from voting at his discretion on any resolution 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 authorized 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 authorized to sign the same.
- In order 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 with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806 – 1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 poll concerned and, in such event, this form of proxy shall be deemed to have been 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 on the Register of Members as one of the joint holders of any share 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, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.