

Form of Proxy for Annual General Meeting

I/We,⁽¹⁾ _____

 of _____

 being the registered holder(s) of _____ shares⁽²⁾ of HK\$0.40
 each in the capital of CITIC Pacific Ltd (the "Company"), HEREBY APPOINT
 THE CHAIRMAN OF THE MEETING or⁽³⁾ _____

 of _____

as my/our proxy to vote and act for me/us at the Annual General Meeting (and
 at any adjournment thereof) of the Company to be held at the Island Ballroom,
 Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road,
 Hong Kong on Monday, 10 May 2004 at 10:30 a.m. for the purpose of
 considering and, if thought fit, passing the Resolutions set out in the Notice
 convening the said 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 indicated below.⁽⁴⁾

Resolutions

ORDINARY BUSINESS	FOR	AGAINST		FOR	AGAINST
1 To adopt the audited accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2003	<input type="checkbox"/>	<input type="checkbox"/>	6 To amend the New Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a final dividend for the year ended 31 December 2003	<input type="checkbox"/>	<input type="checkbox"/>	7 To grant a general mandate to the Directors to issue and dispose of additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect the following retiring Directors: a) Mr Larry Yung Chi Kin b) Mr Peter Lee Chung Hing c) Mr Norman Yuen Kee Tong d) Mr Liu Jifu e) Mr Willie Chang	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	8 To grant a general mandate to the Directors to purchase or otherwise acquire shares in the capital of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint Messrs PricewaterhouseCoopers as Auditors and authorise the Board of Directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	9 To add the aggregate nominal amount of the shares which are purchased or otherwise acquired under the general mandate in Resolution (8) to the aggregate nominal amount of the shares which may be issued under the general mandate in Resolution (7)	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS					
5 a) To fix the director's fee at HK\$150,000 per annum	<input type="checkbox"/>	<input type="checkbox"/>	Dated this _____ day of _____ 2004		
b) • To pay additional remuneration of HK\$100,000 per annum to each Audit Committee member	<input type="checkbox"/>	<input type="checkbox"/>			
• To pay additional remuneration of HK\$50,000 per annum to each Remuneration Committee member	<input type="checkbox"/>	<input type="checkbox"/>	Signed _____		

Notes

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast his votes 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, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- 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 thereof, must be deposited at the Company's registered office at 32nd Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours before the time for the holding of the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.