



# 華潤創業有限公司

## China Resources Enterprise, Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 291)

Form of proxy for use at the Extraordinary General Meeting (or any adjournment thereof) of China Resources Enterprise, Limited (the “Company”) to be convened at 39th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 27th November, 2006 at 10:00 a.m.

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$1.00 each in the capital of the Company, HEREBY APPOINT<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
of failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Extraordinary General Meeting of the Company to be held at 39th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 27th November, 2006 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the Ordinary Resolution, with or without modifications, as set out in the notice convening the said Meeting and at such Meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the said Ordinary Resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.<sup>4</sup>

|                     | For | Against | At the discretion of proxy | Abstain |
|---------------------|-----|---------|----------------------------|---------|
| Ordinary Resolution |     |         |                            |         |

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Signature<sup>5</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK “✓” IN THE RELEVANT BOX MARKED “AGAINST”. IF YOU WISH TO ALLOW YOUR PROXY TO CAST HIS VOTES ON ANY RESOLUTION AT HIS DISCRETION, TICK “✓” IN THE RELEVANT BOX MARKED “AT THE DISCRETION OF PROXY”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK “✓” IN THE RELEVANT BOX MARKED “ABSTAIN”.** 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.
5. 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.
6. Where there are joint registered holders of any 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 be present at the Meeting personally or by proxy, that one of the said persons 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.
7. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of Company’s registrar, Standard Registrar Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the extraordinary general meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
10. ANY ALTERATIONS MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.