



# CARICO HOLDINGS LIMITED

## 中汽資源投資有限公司\*

(Incorporated in Bermuda with limited liability)  
(Stock Code: 729)

### Proxy Form for use at the Annual General Meeting or any adjournment thereof

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> shares of HK\$0.01 each in the capital of CARICO HOLDINGS LIMITED (the "Company") HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_ or  
failing him <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or  
failing him, THE CHAIRMAN OF THE MEETING as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Suite 2401A, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Tuesday, 28 August 2007 at 11:00 a.m. or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and the Reports of the Directors and Auditors for the year ended 31 March 2007.		
2.	(i) To re-elect the following persons as directors of the Company:		
	Mr. Lo Wing Yat		
	Mr. Leung Chung Tak, Barry		
	Mr. So George Siu Ming		
	Mr. Wong Kwok Kuen		
	Mr. Chak Chi Man		
	Mr. Takehiko Wakayama		
	Mr. Chan Yuk Tong		
	Mr. Fei Tai Hung		
	Mr. Tse Kam Fow		
(ii)	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint auditors and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue and otherwise deal with new shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
5.	To grant a general and unconditional mandate to the directors of the Company to repurchase the Company's own shares not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To extend the mandate granted under resolution No. 4 by including the number of shares repurchased by the Company pursuant to resolution No. 5.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007.

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Please insert the full name(s) and address(es) (as shown in the register of the members) in BLOCK CAPITALS.
- Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. A proxy need not be a shareholder of the Company. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your 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 that referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint registered holders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
- To be valid, a proxy form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority must be lodged with the Company's branch share register in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F., 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 delivery of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purposes only