

# **CITIC 21CN**

## **中信 21世紀**

### **CITIC 21CN COMPANY LIMITED**

#### **中信21世紀有限公司\***

(Incorporated in Bermuda with limited liability)  
(Stock code: 241)

#### **Form of proxy for use at the annual general meeting (or at any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_share(s) of HK\$0.01 each in the capital of CITIC 21CN COMPANY LIMITED (the "Company"), HEREBY APPOINT the chairman of the annual general meeting or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) of the Company, to be held at Ming Room, 7th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 29 August 2013 at 10:30 a.m. for the purposes of considering and, if thought fit, with or without amendment or modification passing the resolutions set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and if, no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	For <sup>4</sup>	Against <sup>4</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2013.		
2.	To re-elect directors:		
	(a) Ms. CHEN Xiao Ying as Executive Director		
	(b) Mr. LUO Ning as Executive Director		
	(c) Dr. LONG Junsheng as Independent Non-executive Director		
	(d) To authorise the board of directors to fix the remuneration of directors.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the directors to issue and allot shares.		
5.	To grant a general mandate to the directors to repurchase shares.		
6.	To approve the addition of the aggregate amount of shares repurchased as mentioned in ordinary resolution no. 5 to the aggregate amount that may be issued and allotted pursuant to ordinary resolution no. 4.		
7.	To adopt the New Share Option Scheme (as defined in the notice convening the meeting).		

Signature<sup>6</sup> \_\_\_\_\_

Date \_\_\_\_\_

**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 Company registered in your name(s).
3. If any proxy, other than the chairman of the meeting is preferred, strike out "the chairman of the annual general meeting or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "AGAINST". Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your 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.
5. In order 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 hereof, must be lodged at the Company's head office and principal place of business in Hong Kong at Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. 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 under its seal or under the hand of an officer or attorney duly authorised.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and (for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.)
8. The proxy need not be a member of the Company but must attend the meeting and at any adjournment thereof in person to represent you.

\* For identification purpose only