

# 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 Training Theatre, Level 3, IT Street, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong on Friday, 15 August 2014 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>
<b>Ordinary resolutions</b>			
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 2014.		
2.	To re-elect directors:		
	(a) Dr. WANG Jian as Executive Director		
	(b) Ms. CHEN Xiao Ying as Executive Director		
	(c) Mr. ZHANG Yong as Non-executive Director		
	(d) Mr. CHEN Jun as Non-executive Director		
	(e) Mr. CHIA Pun Kok as Non-executive Director		
	(f) Mr. YU Feng as Non-executive Director		
	(g) Mr. YAN Xuan as Independent Non-executive Director		
	(h) Mr. LUO Tong as Independent Non-executive Director		
	(i) Mr. WONG King On, Samuel as Independent Non-executive Director		
	(j) To authorise the board of directors to fix the remuneration of directors.		
3.	To appoint Ernst & Young as the auditor 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.		
<b>Special resolution</b>			
7.	To approve the change of the Company's name from "CITIC 21CN Company Limited" to "Alibaba Health Information Technology Limited" and the adoption and registration of a Chinese name "阿里健康信息技術有限公司" as the secondary name of the Company.		

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

Date \_\_\_\_\_

**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 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 INITIALED BY THE PERSON WHO SIGNS IT.
- 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.
- In order to be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the head office and principal place of business of the Company in Hong Kong at Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
- 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.
- 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. 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.
- 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