

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 special general meeting
 (or at any adjournment thereof)**

I/We¹ _____
 of _____
 being the registered holder(s) of _____ shares² of HK\$0.01 each in the
 capital of CITIC 21CN COMPANY LIMITED ("the Company"), HEREBY APPOINT the chairman of the special general meeting
 or³ _____
 of _____
 as my/our proxy to act for me/us at the special general meeting ("the Meeting") (or at any adjournment thereof) of the
 Company, to be held at Crown Room, 8th Floor, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour
 Road, Wanchai, Hong Kong on Wednesday, 29 December 2010 at 10:00 a.m. for the purpose of considering and, if thought fit,
 with or without amendment or modification passing the resolutions set out in the notice convening the Meeting and at the
 Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions (with or
 without amendment or modification) as hereinafter indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve, confirm and ratify the Second CITIC 21CN Technology Loan Agreement dated 23 November 2010 and the transactions contemplated thereunder, and to authorize any one director of the Company to do all acts and things and execute all documents necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the Second CITIC 21CN Technology Loan Agreement		
2.	To approve, confirm and ratify the CITIC 21CN Technology Renewal Loan Agreement dated 23 November 2010 and the transactions contemplated thereunder, and to authorize any one director of the Company to do all acts and things and execute all documents necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the CITIC 21CN Technology Renewal Loan Agreement		
3.	To approve, confirm and ratify the Second Renewal Loan Agreement dated 23 November 2010 and the transactions contemplated thereunder, and to authorize any one director of the Company to do all acts and things and execute all documents necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the Second Renewal Loan Agreement		

Signature⁶ _____

Dated _____

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 special 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.
- 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 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.
- 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, 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.
- 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