

CITIC 21CN

中信 21世紀

CITIC 21CN COMPANY LIMITED

(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 Units 614–616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, 7 April 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment or modification, 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 the issue and allotment of 4,423,175,008 Shares (constituting approximately 54.33% of the share capital of the Company, as enlarged by the issue of such Shares) (the “Subscription Shares”) by the Company to the Subscriber, subject to, and in accordance with, the terms and conditions of the subscription agreement (the “Subscription Agreement”) dated 23 January 2014 entered into between the Company, Ms. Chen Xiao Ying and Perfect Advance Holding Limited (the “Subscriber”) details of which are set out in the circular of the Company dated 21 March 2014 (the “Subscription”).		
2.	Subject to and conditional on the passing of ordinary resolution no. 1, to approve the waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of the Subscriber and parties acting in concert with it to make a mandatory general offer to the shareholders of the Company for all issued Shares not already owned by the Subscriber or parties acting in concert with it under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the allotment and issue of the Subscription Shares.		
3.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to authorise the directors of the Company (the “Directors”) to do all acts and execute all documents they consider necessary or expedient to give effect to the Subscription.		
4.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to approve the appointment of Mr. WANG Jian to serve as a Director as from completion of the Subscription.		
5.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to approve the appointment of Mr. ZHANG Yong to serve as a Director as from completion of the Subscription.		
6.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to approve the appointment of Mr. CHEN Jun to serve as a Director as from completion of the Subscription.		
7.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, to approve the appointment of Mr. CHIA Pun Kok to serve as a Director as from completion of the Subscription.		
8.	Subject to and conditional on the passing of ordinary resolutions no. 1 and no. 2, the appointment of Mr. YU Feng to serve as a Director as from completion of the Subscription.		

Signature⁶ _____

Dated _____

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) to which this form of proxy relates. 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 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.
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.