



# CITIC 1616 HOLDINGS LIMITED

## 中信1616集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01883)

### FORM OF PROXY

Form of proxy for use by shareholders at the Extraordinary General Meeting ("the Meeting") of CITIC 1616 Holdings Limited 中信1616集團有限公司 ("the Company") to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, at 9:30 a.m. on Wednesday, 17 November 2010 and any adjournment thereof.

I/We<sup>(a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(b)</sup> of HK\$0.10 each in the capital of the Company,  
**HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or<sup>(c)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at the Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, at 9:30 a.m. on Wednesday, 17 November 2010 for the purpose of considering and, if thought fit, passing the ordinary resolution and the special resolution set out in the Notice convening the Meeting and, on poll, at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolution and the special resolution as indicated below<sup>(d)</sup> or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR	AGAINST
1.	Ordinary resolution in relation to the Transactions (which include the Acquisition, the Exclusive Service Agreement and the Annual Caps) (capitalised terms are defined in the circular to the shareholders of the Company dated 22 October 2010). <sup>(e)</sup>		
2.	Special resolution in relation to the change of company name. <sup>(e)</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Shareholder's signature<sup>(f)</sup> \_\_\_\_\_

#### Notes:

- (a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (b) 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).
- (c) If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting or" herein inserted 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(S) WHO SIGNS IT.**
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any box will entitle your proxy to cast his 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.
- (e) The full texts of the ordinary resolution and the special resolution appear in the Notice of the Meeting contained in the circular to the shareholders of the Company dated 22 October 2010.
- (f) 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 either under its common seal or under the hand of an officer or attorney duly authorised.
- (g) In the case of joint holders of a share, the vote of the person whose name stands first in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
- (h) To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be deposited at the Company's registered office at 25th Floor, Broadway Centre, 93 Kwai Fuk Road, Kwai Chung, New Territories, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (i) The proxy need not be a member of the Company but must attend the Meeting in person to represent you. A member who is the holder of two or more shares may appoint more than one proxy to attend in the same occasion.
- (j) Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting, your form of proxy will be deemed to have been revoked.