

# Form of Proxy for Annual General Meeting

I/We,<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(2)</sup> in CITIC Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Granville and Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below<sup>(4)</sup>.

## ORDINARY RESOLUTIONS

	FOR	AGAINST
1 To adopt the audited financial statements and the Reports of the Directors and the Auditor for the year ended 31 December 2014	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a final dividend for the year ended 31 December 2014	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mr. Chang Zhenming as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Mr. Zhang Jijing as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Mr. Francis Siu Wai Keung as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Dr. Xu Jinwu as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
7 To resolve not to fill up the vacated office resulted from the retirement of Mr. Alexander Reid Hamilton as Director as at the date of this annual general meeting until a later time as announced by the Company	<input type="checkbox"/>	<input type="checkbox"/>
8 To appoint PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board of Directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
9 To grant a general mandate to the Directors to issue and dispose of additional shares not exceeding 20% of the number of shares of the Company in issue as at the date of this resolution <sup>(5)</sup>	<input type="checkbox"/>	<input type="checkbox"/>
10 To grant a general mandate to the Directors to purchase or otherwise acquire shares of the Company not exceeding 10% of the number of shares of the Company in issue as at the date of this resolution <sup>(5)</sup>	<input type="checkbox"/>	<input type="checkbox"/>
11 To fix the director's fee of each of the Non-executive Directors (including Independent Non-executive Directors) at HK\$380,000 per annum <sup>(5)</sup>	<input type="checkbox"/>	<input type="checkbox"/>
12 To approve the payment of additional remuneration for Non-executive Directors serving on the Audit and Risk Management Committee <sup>(5)</sup>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signed \_\_\_\_\_

### 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 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 WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his 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.
- The full text of Resolutions 9 to 12 are set out in the Notice of the Annual General Meeting which is available on our website and sent to all shareholders on 27 April 2015.
- 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.
- In the case of joint registered holders the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- 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 thereof, must be deposited at the Company's registered office at 32nd Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time for the holding of the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

## PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address.

Your and your proxy's Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Annual General Meeting. The supply of your and your proxy's Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's share registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy's Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by the following means:

By mail to: Privacy Compliance Officer  
Tricor Tengis Limited  
Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong