



CITIC PACIFIC

# CITIC Pacific Limited 中信泰富有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00267)

## FORM OF PROXY

Form of proxy used by shareholders at the Extraordinary General Meeting (the "Meeting") of CITIC Pacific Limited 中信泰富有限公司 (the "Company") to be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Hong Kong at 10:30 a.m. on Friday, 19 December 2008.

I/We<sup>(a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(b)</sup> of HK\$0.40 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or <sup>(c)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Hong Kong at 10:30 a.m. on Friday, 19 December 2008 for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the Notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolutions as indicated below<sup>(d)</sup>.

RESOLUTIONS <sup>(e)</sup>		FOR	AGAINST
1.	<p>(a) To approve the agreement dated 12 November 2008 entered into between the Company and CITIC Group, details of which are set out in the circular of the Company dated 3 December 2008 (the "Circular")</p> <p>(b) To approve the increase in the authorised share capital of the Company from HK\$1,200,000,000 divided into 3,000,000,000 shares of HK\$0.40 each ("Shares") to HK\$2,400,000,000 divided into 6,000,000,000 Shares by the creation of an additional 3,000,000,000 Shares</p> <p>(c) To authorise the directors of the Company or any committee thereof to do all acts and execute all documents they consider necessary or desirable to give effect to the transactions contemplated in this ordinary resolution no. 1</p>		
2.	Subject to and conditional upon passing of ordinary resolution no. 1, to approve the whitewash waiver granted or to be granted by the Securities and Futures Commission of Hong Kong, details of which are set out in the Circular		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

Shareholder's signature \_\_\_\_\_

**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(S) WHO SIGNS IT.**
- 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.
- The full text of the resolutions appears in the Notice of the Meeting contained in the Circular.
- 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 seal or under the hand of an officer or attorney duly authorised.
- 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).
- To be valid, the instrument appointing a proxy and 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 registered office of the Company at 32nd Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote.
- The proxy need not be a member of the Company. A member may appoint more than one proxy to attend in the same occasion.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.