



# 中信國際金融控股有限公司

CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 183)

## IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION COURT OF FIRST INSTANCE

MISCELLANEOUS PROCEEDINGS NO. 1686 OF 2008

In the Matter of CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED 中信國際金融控股有限公司  
and

In the Matter of the COMPANIES ORDINANCE, Chapter 32 of  
the Laws of the Hong Kong Special Administrative Region

Form of proxy for use at the Meeting of the holders of the ordinary shares of HK\$1.00 each in the capital of CITIC International Financial Holdings Limited (the "Company") other than those shares beneficially owned by Gloryshare Investments Limited or Banco Bilbao Vizcaya Argentaria, S.A. convened by the direction of the High Court of the Hong Kong Special Administrative Region to be held on Thursday, 16 October 2008 and at any adjournment thereof.

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary shares of HK\$1.00 each in the capital of the Company, HEREBY APPOINT the Chairman of the Meeting or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_,  
as my/our proxy to attend and act for me/us at the Meeting (and at any adjournment thereof) to be held at K-2 Suite, Pacific Place Conference Centre 5/F, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 16 October 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, approving (with or without modifications) the Scheme of Arrangement referred to in the Notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification, as my/our proxy may approve) or against the Scheme of Arrangement as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme of Arrangement (Note 4)	AGAINST the Scheme of Arrangement (Note 4)

Date: \_\_\_\_\_

Signature(s) (Note 5): \_\_\_\_\_

### Notes:

- Please insert your full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of the 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 of the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint not more than two proxies to attend and vote in his stead. A proxy does not need be a member of the Company, but must attend the Meeting to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "FOR the Scheme of Arrangement". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "AGAINST the Scheme of Arrangement".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to cast your vote or abstain from voting at his discretion. Your proxy will also be entitled to cast your vote or abstain from voting at his discretion on any resolution properly put to the Meeting other than that referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- You are requested to complete, sign and lodge this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806 - 1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. If this form of proxy is not so lodged, it may, however, be handed to the Chairman of the Meeting at the Meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting and, in such event, this form of proxy shall be deemed to have been revoked.
- Where two or more persons are registered as the holders of any share, any one of the joint holders may vote at the Meeting either personally or by proxy as if he were solely entitled to attend or vote at the Meeting, but if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of the one so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.