



# 中國基建投資有限公司

## China Infrastructure Investment Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 600)

### FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_  
ordinary shares of HK\$0.05 each in the capital of China Infrastructure Investment Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote on my/our behalf at the special general meeting (and at any adjournment thereof) (the “Meeting”) of the Company to be held at 10:30 a.m. on Monday, 24 January 2022 at Room 301, Huijinqilin Building, No. 6 Shengtai Road, Moling Jiedao, Jiangning District, Nanjing City, Jiangsu Province, the PRC in respect of the resolutions set out in the notice convening the Meeting (with or without modifications) as directed below or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To consider and, if thought fit, to approve THAT: (a) every ten (10) issued and unissued shares with a par value of HK\$0.05 each (the “Shares”) in the share capital of the Company be consolidated into one (1) share with a par value of HK\$0.50 (the “Consolidated Share(s)”) in the share capital of the Company (the “Share Consolidation”); and (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Share Consolidation.		
	<b>SPECIAL RESOLUTION</b>		
2.	To consider and, if thought fit, to approve THAT: (a) the par value of each issued Consolidated Share be reduced from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.49 on each issued Consolidated Share (the “Capital Reduction”); (b) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of HK\$0.50 each be sub-divided into fifty (50) ordinary shares with par value of HK\$0.01 each in the share capital of the Company (the “Share Subdivision”); (c) the entire amount standing to the credit of the share premium account of the Company as at the date of the Capital Reduction becomes effective be reduced to nil with effect from the date of the Capital Reduction becoming effective (the “Share Premium Reduction”); (d) the credit arising from the Capital Reduction and the Share Premium Reduction be transferred to a distributable reserve account of the Company which may be utilized by the Directors in accordance with the memorandum and articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time; and (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Subdivision, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Subdivision.		

Signature: \_\_\_\_\_

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

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 a proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the person proposed to be appointed as proxy 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 THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to cast his votes or abstain on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any other resolution properly put to the Meeting.
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person to act as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
- 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 be revoked.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized, to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- In order 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 certified copy of such power or authority, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than forty eight (48) hours before the time appointed for holding the Meeting.
- Where there are joint holders of any share, any one of such joint holder may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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 shall be determined by the order in which the names stand in the register of members in respect of the joint holding.