



**中國城市基礎設施集團有限公司**  
China City Infrastructure Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2349)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING**

**Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of China City Infrastructure Group Limited (the “Company”) to be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, Hong Kong on Friday, 27 February 2015 at 11:00 a.m. and at any adjournment thereof.**

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (note b) ordinary shares of HK\$0.10 each  
in the Company hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote for me/us on my/our behalf (note c) at the Meeting to be held on Friday, 27 February 2015 at 11:00 a.m. and at any adjournment thereof, on the resolution, with or without modifications, referred to in the notice convening the Meeting (the “Notice”), or if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

	Ordinary Resolution(s)	For	Against
1.	To approve and confirm, among other matters, the grant of the 90,436,140 Share Options to Mr. Duan Chuan Liang and the transactions contemplated thereunder		
2.	To approve and confirm, among others matters, the grant of 54,261,684 Share Options to Ms. Wang Wenxia and the transactions contemplated thereunder		
3.	To approve the refreshment of the 10% mandate limit under the Share Option Scheme of the Company		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2015

Shareholder's signature \_\_\_\_\_ (notes e, f, g, h and i)

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of 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 the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of that other person appointed in the space provided.
- If you wish to vote for any of the resolution(s) set out above, please tick (“√”) the box(es) marked “For”. If you wish to vote against any of the resolution(s), please tick (“√”) the box(es) marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his discretion in respect of the resolution(s). A proxy will also be entitled to vote at his discretion on any resolution(s) properly put to the Meeting other than those set out in the Notice.
- In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or signed by a duly authorised officer or attorney.
- In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy must be initialed by the person who signs the form.
- Completion and return of this proxy will not preclude you from attending in person and voting at the Meeting.