

Form of Proxy for use at the Extraordinary General Meeting

I/We,⁽¹⁾ _____
of _____
being the registered holder(s) of _____ shares⁽²⁾ of
CITIC Pacific Limited (the "Company"), **HEREBY APPOINT THE
CHAIRMAN OF THE MEETING** or⁽³⁾ _____
of _____

as my/our proxy to attend, act and vote for me/us at the
Extraordinary 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, 3 June 2014 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.⁽⁴⁾

ORDINARY RESOLUTIONS

	FOR	AGAINST
1 (a) To approve the share transfer agreement (including all transactions and ancillary matters contemplated therein) dated 16 April 2014 entered into among the Company, CITIC Group Corporation ("CITIC Group") and Beijing CITIC Enterprise Management Co., Ltd. (the "Share Transfer Agreement") ⁽⁵⁾	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorise the directors of the Company 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(a) ⁽⁵⁾	<input type="checkbox"/>	<input type="checkbox"/>
2 (a) To approve the issue of additional shares of the Company to CITIC Group or CITIC Group's designated wholly-owned subsidiaries as part of the consideration pursuant to the terms and conditions of the Share Transfer Agreement and to grant a specific mandate to the board of directors of the Company to issue the Placing Shares ⁽⁵⁾	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorise the board of directors of the Company 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. 2(a) ⁽⁵⁾	<input type="checkbox"/>	<input type="checkbox"/>
(c) To approve any placing agreement or subscription agreement signed by the Company prior to the date of this Extraordinary General Meeting ⁽⁵⁾	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mr. Zeng Chen as Director	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTION

	FOR	AGAINST
4 (a) To approve the change of the company name from "CITIC Pacific Limited 中信泰富有限公司" to "CITIC Limited 中國中信股份有限公司" ⁽⁵⁾	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorise any one director of the Company to do all acts, deeds, and things and execute all documents he considers necessary or desirable to give effect to the transactions contemplated in this special resolution No. 4(a) ⁽⁵⁾	<input type="checkbox"/>	<input type="checkbox"/>
(c) To approve the alteration of Article 1A of the articles of association of the Company ⁽⁵⁾	<input type="checkbox"/>	<input type="checkbox"/>

Dated this _____ day of _____ 2014

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 INITIALLED 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 1, 2, and 4 are set out in the Notice of the Extraordinary General Meeting contained in the circular to the shareholders of the Company dated 14 May 2014.
- 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 person whose name stands first in the register of members of the Company 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).
- 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 and received by the Company at least 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof, and for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- 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 Extraordinary General Meeting if you so wish.