



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 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

to be held at Room 301, Huijinqilin Building, No. 6 Shengtai Road, Moling Jiedao, Jiangning District, Nanjing City, Jiangsu Province, the PRC on Friday, 21 June 2019 at 4:00 p.m.

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares
of HK\$0.05 each in the capital of China Infrastructure Investment Limited (the “Company”) **HEREBY APPOINT** the chairman of the Meeting
or³ _____
of _____
or failing him, _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at 4:00 p.m. on Friday, 21 June 2019 at Room 301, Huijinqilin Building, No. 6 Shengtai Road, Moling Jiedao, Jiangning District, Nanjing City, Jiangsu Province, the PRC (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive, consider and adopt the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2018.		
2.	(a) To re-elect Mr. He Jin Geng as an independent non-executive Director of the Company.		
	(b) To re-elect Mr. Yu Hong Gao as an independent non-executive Director of the Company.		
	(c) To re-elect Ms. Chen Yang as an independent non-executive Director of the Company.		
3.	To authorise the board of Directors of the Company to fix the Directors’ remuneration.		
4.	To re-appoint the retiring auditors Centurion ZD CPA Limited and to authorise the board of Directors of the Company to fix the remuneration of the Company’s auditors.		
5.	(A) To grant an unconditional mandate to the Directors to allot, issue and deal with additional shares of the Company up to a maximum of 20% of the issued share capital of the Company as at the date of passing this resolution.		
	(B) To grant an unconditional mandate to the Directors to repurchase on The Stock Exchange of Hong Kong Limited the shares of the Company up to a maximum of 10% of the issued share capital of the Company as at the date passing this resolution.		
	(C) To extend the mandate granted to the Directors, by adding those shares that may be repurchased under resolution no. 5(B), pursuant to resolution no. 5(A).		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
6.	To adopt the amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2019

Signature(s)⁶ _____

Notes:

- Please fill in your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please fill in 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).
- 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. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **IF NO NAME IS GIVEN, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your 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 those referred to in the notice convening the Meeting.
- To be valid, this form of proxy, together with power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 4:00 p.m. on Wednesday, 19 June 2019 (Hong Kong Time)) or any adjournment thereof.
- This form of proxy either must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 14 June 2019 to Friday, 21 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the attendance and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Thursday, 13 June 2019.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share as if he were solely entitled therein, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**