



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)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING (THE “MEETING”) OF  
THE COMPANY TO BE HELD ON 9 JULY 2019 (OR ANY ADJOURNMENT THEREOF)

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup> Shares of HK\$0.1 each  
of the share capital of China City Infrastructure Group Limited (the “Company”) hereby appoint the Chairman of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy <sup>(note c)</sup> at the Meeting to be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on  
Tuesday, 9 July 2019 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

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

| ORDINARY RESOLUTIONS   | FOR | AGAINST |
|--|-----|---------|
| To approve, ratify and confirm the Sale and Purchase Agreement (as defined in the circular of the Company dated 21 June 2019) and the transactions contemplated thereunder and authorise any one director of the Company to execute any other documents, instruments and agreements and to do any such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement, including but not limited to the issue of the Promissory Notes and the Convertible Bonds (as defined in the circular of the Company dated 21 June 2019) . |     |         |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature(s) \_\_\_\_\_ <sup>(notes e, f, g,h and i)</sup>

Notes:

- Full name(s) and address(es) are 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 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 the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, 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 adjourned meeting.
- Any alteration made to this form should 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.