

**CITIC 21CN**  
**中信 21世紀**  
**CITIC 21CN COMPANY LIMITED**  
**中信 21 世紀有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 241)**

**PROCEDURES FOR SHAREHOLDERS  
TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

Pursuant to the bye-laws of CITIC 21 CN Company Limited (the “**Company**”) (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), shareholders of the Company (“**Shareholders**”) have the right to propose a person for appointment as director of the Company (a “**Director**”) at a general meeting of the Company (the “**General Meeting**”). The following describes the procedures which a Shareholder should follow if he/she wishes to propose a person for appointment as a Director.

If a Shareholder (the “**Proposing Shareholder**”) wishes to propose a person, other than a retiring Director, for election as a Director at any General Meeting, he/she must deposit a written notice (the “**Notice**”) of the proposal with detailed contact information at the Company’s principal place of business in Hong Kong, for the attention of the Company Secretary of the Company.

The Notice must state the full name of the person proposed for election as a Director, include the person’s biographical details as required by rule 13.51(2) of the Listing Rules, and be signed by the Proposing Shareholder and the person proposed indicating his/her willingness to be elected.

The Notice must be lodged no earlier than the day after the despatch of the notice of the General Meeting at which the proposal is to be heard and no later than 7 days prior to the date of such General Meeting. If the Notice is received less than 10 business days prior to the date of the General Meeting, the Company will need to consider an adjournment of the General Meeting in order to give Shareholders at least 10 business days’ notice of the proposal.

Hong Kong, March 2012

*Principal place of business in Hong Kong:  
Units 614-616, Level 6, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong*

*\*For identification purposes only*