

FORM OF PROXY – GENERAL MEETING

ABRDN CHINA INVESTMENT COMPANY LIMITED

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Barcode:

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Event code:

Investor code:

I/We of (BLOCK CAPITALS PLEASE)

being (a) member(s) of abrdn China Investment Company Limited (the “**Company**”) appoint the Chairman of the meeting or (see note 1)

of

as my/our proxy to attend and vote for me/us and on my/our behalf at the General Meeting of the Company to be held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on 11 March 2024 at 9 a.m. and at any adjournment thereof.

Please indicate with an “**X**” in the spaces provided how you wish your votes to be cast on the resolutions specified.

Special Resolutions	For	Against	Vote Withheld
1. THAT with effect from the date of the amendment to the Official List of the FCA to reflect the reclassification of the ordinary shares of £0.01 each in the capital of the Company, each of the Shares in issue at the date of the passing of this resolution shall be reclassified as shares the holder of which has (or is deemed to have) elected to have reclassified as Shares with “A” rights or “B” rights as further provided for in the Resolutions, and subject to the fulfilment of certain conditions, the Articles of Incorporation of the Company are amended as further provided for in the Resolutions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT , subject to: (i) the passing of Resolution 1 above and Resolution 1 becoming unconditional; (ii) the Scheme becoming unconditional in accordance with its terms; and (iii) the passing at a general meeting of the Company convened for 13 March 2024 (or any adjournment thereof) of a resolution for the voluntary winding-up of the Company and the appointment of the Liquidators, the Scheme as set out in Part 4 of the Circular is approved and the liquidators of the Company when appointed (jointly and severally the “ Liquidators ”) are authorised to implement the Scheme and to execute any document and do anything for the purpose of carrying the Scheme into effect. The Liquidators, when appointed, are authorised and directed to enter into and give effect to the Transfer Agreement and to carry out the actions as further provided for in the Resolutions, and the Articles are amended, as further provided for in the Resolutions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Subject to any voting instructions so given the proxy will vote, or may abstain from voting, on any resolution as he/she may think fit.

Signed

Dated

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Notes

1. Words used but not defined in this Form of Proxy have the meaning given in the shareholder circular published by the Company on 16 February 2024 (the "Circular").
2. These Notes should be read in conjunction with the Notes set out in the Notice of Meeting in the Circular.
3. A Shareholder entitled to attend and vote may appoint a proxy to attend, speak and vote instead of him/her. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder. A proxy need not be a Shareholder of the Company.
4. To appoint more than one proxy to vote in relation to different Shares within your holding you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Shares held by you), Please also indicate if the proxy instruction is one of multiple instructions being given. The Form of Proxy must be signed.
5. The Form of Proxy duly completed, 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 with the Company's Receiving Agent, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 9.00 a.m. on 7 March 2024 or not less than forty eight hours before the time appointed for the holding of any adjourned General Meeting or, in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of a poll or in the case of a poll taken not more than 48 hours after it was demanded, the time at which the poll was demanded.
6. A Form of Proxy is included for use by Shareholders to complete, sign and return. Completion and return of the Form of Proxy will not prevent a Shareholder from subsequently attending the General Meeting or any adjournments and voting in person if he/she so wishes.
7. To appoint a proxy via the share portal at www.signalshares.com, you will need to log in to your share portal account or register if you have not previously done so. To register you will need your Investor Code which can be found on your form of proxy. Your proxy must be lodged by no later than 9.00 a.m. on 7 March 2024 (or, in the event that the General Meeting is adjourned, 48 hours (excluding non-working days) before the time of the adjourned General Meeting) in order to be considered valid.
8. Entitlement to attend and vote at the General Meeting (or any adjournment thereof) and the number of votes which may be cast thereat will be determined by reference to the Company's register of Shareholders as at close of business on 7 March 2024.
9. To allow effective continuation of the meeting, if it is apparent to the Chairman that no Shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, the Chairman may appoint a substitute to act as proxy in his stead for any Shareholder provided that such substitute proxy shall vote on the same basis as the Chairman.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's Receiving Agent (CREST ID is RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is liable to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take, (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor's or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST systems and timings.
13. The Company may treat as invalid a CREST Proxy Instructions in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. Proximity Voting – if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by the latest time(s) for receipt of proxy appointments specified in the notice of the meeting in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
15. Unless otherwise indicated on the Form of Proxy, CREST or Proximity, the proxy will vote as they think fit or, at their discretion, withhold from voting.
16. By completing and returning the Form of Proxy, you will be deemed to represent that you are either: (i) located outside of the United States and are not a US Person (and are not acting for the account or benefit of a US Person), or (ii) a QIB and a Qualified Purchaser and, in the case of (ii), have executed the US Investor Representation Letter, which can be requested from the Receiving Agent, and returned the completed US Investor Representation Letter to FCSS and the Receiving Agent in accordance with the instructions printed thereon.