



招商局置地有限公司
CHINA MERCHANTS LAND LIMITED
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(Incorporated with limited liability in the Cayman Islands)

(Stock Code: 978)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
 TO BE HELD ON THURSDAY, 23 APRIL 2015**

I/We^(Note 1) _____
 of _____
 being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of China Merchants Land Limited (the "Company") hereby appoint the Chairman of the meeting ^(Note 3) or _____
 of _____
 as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year ended 31 December 2014 to be held at Golden Dynasty Court, Macau Jockey Club, Hong Kong Club House, 3/F, Shun Tak Centre, Connaught Road Central, Hong Kong on Thursday, 23 April 2015 at 11:30 a.m. (and at any adjournment thereof).
 Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2014.		
2.	To declare a final dividend of HK\$0.01 per share for the year ended 31 December 2014.		
3.	(a) To re-elect Dr. So Shu Fai as an executive Director.		
	(b) To re-elect Mr. Yu Zhiliang as an executive Director.		
	(c) To re-elect Dr. Wong Wing Kuen, Albert as an independent non-executive Director.		
	(d) To re-elect Dr. Shi Xinping as an independent non-executive Director.		
	(e) To authorise the board of Directors to fix the respective Director's remuneration.		
4.	To appoint SHINEWING (HK) CPA Limited as auditors until the conclusion of the Company's next annual general meeting and authorise the board of Directors of the Company to fix their remuneration.		
5.	To approve granting the general mandate to the Directors to allot, issue and deal with the Company's shares.		
6.	To approve granting the general mandate to the Directors to repurchase the Company's shares.		
7.	To authorise the Directors to extend the general mandate to issue new shares by adding the number of shares repurchased.		

Date: _____ 2015

Signature(s) ^(Note 5) _____

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 of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint more than one proxy to attend and vote on his behalf provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.