



**CHINA MERCHANTS CHINA DIRECT INVESTMENTS LIMITED**  
**招商局中國基金有限公司**

(Incorporated in Hong Kong with limited liability)  
 (Stock Code: 133)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
 TO BE HELD ON WEDNESDAY, 3 SEPTEMBER 2014**

No. of shares to which this proxy relates (Note 1)	
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I/We (Note 2) \_\_\_\_\_  
 of \_\_\_\_\_  
 being shareholder(s) of **CHINA MERCHANTS CHINA DIRECT INVESTMENTS LIMITED** (the “Company”) HEREBY  
 APPOINT (Note 3) the Chairman of the meeting or \_\_\_\_\_  
 of \_\_\_\_\_  
 as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “**Extraordinary General Meeting**”) to be held at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 3 September 2014 at 10:00 a.m., and at any adjournment thereof as hereunder indicated in respect of the resolution set out in the notice of the Extraordinary General Meeting and, if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTION (Note 9)</b>	<b>For (Note 4)</b>	<b>Against (Note 4)</b>
To approve the agreement entered into on 1 August 2014 between Shenzhen Tian Zheng Investment Co., Ltd.* (深圳市天正投資有限公司) and China Entinet Cable Holdings Co., Ltd.* (華豐達有線網絡控股有限公司) in respect of the sale and purchase of the 21% equity interest in Guangzhou Digital Media Group Ltd.* (廣州珠江數碼集團有限公司) at the total consideration of RMB462,000,000.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature(s) \_\_\_\_\_ (Note 5)

\* for identification purposes only.

**Notes:**

- (1) Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- (2) Please insert the full name(s) and address(es) in BLOCK CAPITALS.
- (3) If any proxy other than the Chairman of the Extraordinary General 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. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. A member may appoint more than one proxy to attend and vote in his/her stead. A proxy needs not be a member of the Company. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED.
- (4) IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by authorized representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which the names stand in the register.
- (7) 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 notarially certified copy of that power of attorney or other authority, must be deposited at the registered office of the Company at 1803, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar.