



**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, 16 JANUARY 2008**

No. of shares to which this Proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)* \_\_\_\_\_  
 of \_\_\_\_\_  
 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, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Narcissus Room, 27/F, The Park Lane Hotel Hong Kong, 310 Gloucester Road, Hong Kong on Wednesday, 16 January 2008 at 2:30 p.m., and at any adjournment thereof as hereunder indicated in respect of the Resolution and, if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTION</b> <i>(Note 9)</i>	<b>For</b> <i>(Note 4)</i>	<b>Against</b> <i>(Note 4)</i>
To grant a disposal mandate to the directors of the Company for the disposal of A Shares in Industrial Bank Co., Limited.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008.

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

*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 in the capital 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 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. A member may appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (4) IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY 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 discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised 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 authorised 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 authorised 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, not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- (8) ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED.
- (9) The description of the resolution is by way of summary only. The full text appears in the notice of the Meeting of the Company.