



**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 ANNUAL GENERAL MEETING TO BE HELD ON**  
**MONDAY, 18 MAY 2009**

No. of shares to which this Proxy relates (Note 1)	
--	--

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 Annual General Meeting of the Company to be held at Lavender Room, 27th Floor, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong on Monday, 18 May 2009 at 3:00 p.m. and at any adjournment thereof as hereunder indicated in respect of the Resolutions set out in the Notice of Annual General Meeting, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS	For (Note 4)	Against (Note 4)
1. To receive and consider the Audited Consolidated Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2008.		
2. (i) To re-elect Mr. LI Yinquan as Director of the Company.		
(ii) To re-elect Mr. TSE Yue Kit as Director of the Company.		
(iii) To re-elect Mr. KUT Ying Hay as Director of the Company.		
(iv) To re-elect Mr. WANG Jincheng as Director of the Company.		
(v) To re-elect Mr. LI Kai Cheong, Samson as Director of the Company.		
(vi) To authorise the Board of Directors to fix Directors' remuneration.		
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the Directors to fix their remuneration.		
4. A. To grant a general mandate to the Directors to allot shares.		
B. To grant a general mandate to the Directors for the repurchase of shares.		
C. To add the nominal amount of the shares repurchased under resolution no. 4.B. to the mandate granted to the Directors under resolution no. 4.A.		
5. To amend the articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

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 entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and vote in his stead. A proxy need 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 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 resolution 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 Room 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.