



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 EXTRAORDINARY GENERAL MEETING
 TO BE HELD ON FRIDAY, 12 SEPTEMBER 2014**

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 extraordinary general meeting (the *EGM*) of the Company 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 Friday, 12 September 2014 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).

Terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 25 August 2014 unless the context herein requires otherwise.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To (a) approve, confirm and ratify the Acquisition pursuant to the terms and conditions of the Agreement, and (b) authorise the Directors to do all such acts and things and execute all such documents for an on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution.		

Date: _____ 2014 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 EGM 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 EGM other than those referred to in the notice convening the EGM.
- 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 EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.