



**香港中旅國際投資有限公司**  
**CHINA TRAVEL INTERNATIONAL INVESTMENT HONG KONG LIMITED**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 308)**  
**FORM OF PROXY**  
**(ANNUAL GENERAL MEETING TO BE HELD ON 4 May 2012)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> shares of HK\$0.10 each in the capital of China Travel International Investment Hong Kong Limited (“the Company”), **HEREBY APPOINT** <sup>(note 3)</sup> the Chairman of the Meeting of the Company or \_\_\_\_\_ *(name)*  
of \_\_\_\_\_  
*(address)* as my/our proxy to attend, the Annual General Meeting of the Company to be held at Cafe du Parc, 2nd Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Friday, 4 May 2012 at 2:30 p.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the said Meeting, and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indication below or, if no such indication is given, as my/our proxy thinks and it <sup>(note 4)</sup>:

	ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2011.		
2.	To declare a final dividend.		
3.	(a) To re-elect Wang Shuai Ting as director.	(a)	(a)
	(b) To re-elect Lo Sui On as director.	(b)	(b)
	(c) To re-elect Jiang Yan as director.	(c)	(c)
	(d) To re-elect Fong Yun Wah as director.	(d)	(d)
	(e) To re-elect Wong Man Kong, Peter as director.	(e)	(e)
	(f) To authorize the board of directors to fix the directors' fees.	(f)	(f)
4.	To appoint PricewaterhouseCoopers as auditors of the Company and to authorize the board of directors to fix their remuneration.		
5.	To grant the general mandate to the Directors to repurchase shares of the Company.		
6.	To grant the general mandate to the Directors to allot and issue new shares in the Company.		
7.	To extend the general mandate to allot and issue new shares by adding the shares repurchased by the Company.		
8.	To approve and adopt the new share option scheme and terminate the existing share option scheme.		
<b>SPECIAL RESOLUTION</b>			
9.	To approve the amendments to the Articles of Association.		

Signature <sup>(note 5)</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of the Company to which the proxy relates 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).
3. If a proxy (or proxies) other than the Chairman of the Meeting is to be appointed, please delete the words “the Chairman of the Meeting of the Company or” and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If not completed, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOXES MARKED “AGAINST”.** Failure to tick either boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said 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 be either under its common seal or under the hand of any officer or attorney duly authorised.
6. In the case of joint registered holders of any share, any one of such persons may vote at the meeting either personally or by proxy in respect of such share but if more than one of such joint holders is present at the meeting personally or by proxy the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the 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 respect of the joint holding.
7. 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 notarially certified copy thereof must be deposited at the Company's share registrar, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or adjourned meeting or the taking of the poll, as the case may be).
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting, this form of proxy will be deemed to be revoked.
10. If a shareholder has any query about the validity of his proxy form deposited, he may contact the Company's share registrar, Tricor Tengis Limited at 2980-1333.