



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, 25 NOVEMBER, 2015

No. of shares to which this proxy relates (Note 1)	
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I/We (Note 2) _____

of _____

being registered 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 "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, 25 November 2015 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 Meeting and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION (Note 9)	For (Note 4)	Against (Note 4)
To approve the new management agreement and the proposed annual caps.		

Dated this _____ day of _____, 2015.

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. 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, speak and vote in his stead. A proxy needs not be a member of the Company.
- (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, PLEASE 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 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, 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 INITIALED.
- (9) The description of the resolution is by way of summary only. The full text of the resolution is set out in the notice convening the Meeting.
- (10) Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

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.