



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 MONDAY, 5 DECEMBER 2011

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

of _____

being 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 (the “Meeting”) to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 5 December 2011 at 3:00 p.m., and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the Meeting and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note 9)	For (Note 4)	Against (Note 4)
1. To approve the proposed subscription for CMB A rights shares and to waive the Investment Restriction.		
2. To grant a disposal mandate to the directors of the Company for the disposal of A shares in CMB.		
3. To grant a disposal mandate to the directors of the Company for the disposal of A shares in IBC.		

Dated this _____ day of _____ 2011.

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 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 resolutions is by way of summary only. The full text of the resolutions appears in the notice convening the Meeting.