



招商局國際有限公司

CHINA MERCHANTS HOLDINGS (INTERNATIONAL) COMPANY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 00144)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 23 MAY 2014

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

I/We (Note 2) _____
of _____
shareholder(s) of CHINA MERCHANTS HOLDINGS (INTERNATIONAL) COMPANY 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 (the "Meeting") to be
held at the JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 23 May 2014
at 9:30 a.m. and at any adjournment thereof as hereunder indicated in respect of the Resolutions set out in the Notice of Annual General Meeting
(the "AGM Notice"), and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	To receive and consider the Audited Consolidated Financial Statements for the year ended 31 December 2013 together with the Report of the Directors and the Independent Auditor's Report.		
2.	To declare a final dividend of 55 HK cents per share for the year ended 31 December 2013 in scrip form with cash option.		
3.	A. (a) To re-elect Mr. Zheng Shaoping as a Director.		
	(b) To re-elect Mr. Kut Ying Hay as a Director.		
	(c) To re-elect Mr. Lee Yip Wah Peter as a Director.		
	(d) To re-elect Mr. Li Kwok Heem John as a Director.		
	(e) To re-elect Mr. Li Ka Fai David as a Director.		
	B. To authorise the Board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor of the Company and to authorise the Board of Directors to fix its remuneration.		
5.	A. To grant a mandate to the Directors to grant options under the Share Option Scheme as set out in item 5A of the AGM Notice.		
	B. To grant a general mandate to the Directors to allot shares as set out in item 5B of the AGM Notice.		
	C. To grant a general mandate to the Directors for the buy-back of shares as set out in item 5C of the AGM Notice.		
	D. To add the number of the shares bought back under resolution no. 5C to the mandate granted to the Directors under resolution no. 5B.		
SPECIAL RESOLUTION		For (Note 4)	Against (Note 4)
6.	To approve and adopt the new articles of association of the Company.		

Dated this _____ day of _____ 2014. Signature(s) (Note 5) _____

Notes:

- 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 of the Company registered in your name(s).
- Please insert the full name(s) and address(es) in **BLOCK CAPITALS**.
- 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 one or more proxies 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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.
- Where there are 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 as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- 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 authority, must be deposited at the office of the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the Meeting or at any adjournment thereof.

PERSONAL INFORMATION COLLECTION STATEMENT

- "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").
- 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 proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrars 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.
- 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 Registrars.