



# 招商局國際有限公司

CHINA MERCHANTS HOLDINGS (INTERNATIONAL) CO., LTD.

(Incorporated in Hong Kong under the Companies Ordinance)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 8 JUNE 2004

No. of shares to which  
this proxy relates <sup>(Note 1)</sup>

I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

Shareholder(s) of **CHINA MERCHANTS HOLDINGS (INTERNATIONAL) COMPANY LIMITED** (the "Company") hereby  
appoint <sup>(Note 3)</sup> 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 Ballroom of JW Marriott Hotel Hong Kong, Pacific Place, 88 Quesnsway, Hong Kong on Tuesday, 8 June 2004 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.

RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2003.		
2.	To declare a final dividend for the year ended 31 December 2003.		
3.	(i) To re-elect Mr. Zhao Huxiang as a Director.		
	(ii) To re-elect Mr. Li Yinquan as a Director.		
	(iii) To re-elect Mr. Meng Xi as a Director.		
	(iv) To re-elect Mr. Zhou Qifang as a Director.		
	(v) To authorise the Board to fix the remuneration of the Directors.		
4.	To re-appoint Auditors for the year ending 31 December 2004 and to authorise the Board to fix their remuneration.		
5.	A. To grant a general mandate to the Directors to allot shares as set out in item 5A of the AGM Notice.		
	B. To grant a general mandate to the Directors for the repurchase of shares as set out in item 5B of the AGM Notice.		
	C. To add the nominal amount of the shares repurchased under resolution no. 5B to the mandate granted to the Directors under resolution no. 5A.		
6.	To amend the existing articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004. Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

### 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 in the capital 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 INITIALLED 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 registered office of the Company at 38th Floor East, 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 at any adjournment thereof.