



中國投資

CHINA INVESTMENT FUND COMPANY LIMITED

中國投資基金有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00612)

SECOND FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 28 JUNE 2012

I/We¹ _____

of _____

being the registered holder(s) of² _____
shares of HK\$0.05 each in the share capital of China Investment Fund Company Limited (the "Company") HEREBY APPOINT³

of _____
or failing him, the chairman of the annual general meeting of the Company (the "Annual General Meeting") as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting (or any adjourned meeting) to be held at 23rd Floor, Sunshine Plaza, 353 Lockhart Road, Hong Kong on Thursday, 28 June 2012 at 9:30 a.m. and to vote for me/us and in my/our name(s) as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011.		
2.	(a) To re-elect Mr. William Robert Majcher as a Director.		
	(b) To re-elect Mr. Luk Hong Man, Hammond as a Director.		
	(c) To re-elect Mr. Wong Chung Kin, Quentin as a Director.		
	(d) To re-elect Mr. Tsang Kwok Wa, Edward as a Director.		
	(e) To re-elect Mr. Ng Man Fai, Matthew as a Director.		
	(f) To authorise the Board of to fix Directors' remuneration.		
3.	To re-appoint HLM & Co. Certified Public Accountants as the auditors of the Company and to authorise the Board to fix their remuneration.		
4.	To pass the ordinary resolution as described in No. 4 of the notice of the meeting.		
5.	To pass the ordinary resolution as described in No. 5 of the notice of the meeting.		
6.	To pass the ordinary resolution as described in No. 6 of the notice of the meeting.		
Special Resolution			
7.	To amend the Articles of Association of the Company.		

Signature⁵: _____

Dated this _____ day of _____ 2012.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.05 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the Annual General Meeting will act as your proxy. A proxy need not be a member of the Company.
4. **Important: If you wish to vote for the resolution, tick in the appropriate box marked "For". If you wish to vote against the resolution, tick in the appropriate box marked "Against".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred in above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised.
6. Where there are joint holders of any share, any one of such joint holder may vote at the Annual General Meeting or any adjourned meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting or any adjourned meeting, the vote of the senior who renders a vote, whether in person or by proxy, 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 of members in respect of the joint holdings.
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 such power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Annual General Meeting or any adjourned meeting.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.

* for identification only