



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)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 27 JUNE 2011

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_  
shares of HK\$0.05 each in the share capital of China Investment Fund Company Limited (the "Company") HEREBY APPOINT<sup>3</sup>  
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 4th Floor, Aon China Building,  
29 Queen's Road Central, Hong Kong on 27 June 2011 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 <sup>4</sup> | AGAINST <sup>4</sup> |
|----------------------|--|------------------|----------------------|
| 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 2010. |                  |                      |
| 2.                   | (a) To re-elect Mr. William Robert Majcher, as a Director.   |                  |                      |
|                      | (b) To re-elect Mr. Cheng Wing Keung, Raymond as a Director.   |                  |                      |
|                      | (c) To re-elect Mr. Siu Hi Lam, Alick as a Director.   |                  |                      |
|                      | (d) To authorise the board of directors (the Board) 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.  |                  |                      |
| 7.                   | To adopt the new share option scheme.  |                  |                      |
| 8.                   | To terminate the existing share option scheme.   |                  |                      |

Signature<sup>5</sup> \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011

**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 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 purpose only