

# China Development Bank International Investment Limited

## 國開國際投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1062)

### Form of Proxy for Annual General Meeting

I/We, <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the issued share capital of **China Development Bank International Investment Limited** (the “Company”), hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or <sup>(Note 4)</sup> the Chairman of the AGM (as defined below), as my/our proxy to attend, act and vote on my/our behalf at the annual general meeting of the Company to be held at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on 1 June 2018 at 11:00 a.m. (the “AGM”) and at any adjournment thereof in respect of the resolutions set out in the notice of the AGM (the “Notice”) as hereunder indicated.

	Ordinary Resolutions	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To receive and consider the audited consolidated financial statements together with the reports of the directors and auditor of the Company for the year ended 31 December 2017		
2.	(a) To re-elect Mr BAI Zhe as an executive director		
	(b) To re-elect Mr WANG Xiangfei as an independent non-executive director		
	(c) To authorize the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company		
3.	To re-appoint PricewaterhouseCoopers, Certified Public Accountants, as the auditor of the Company and to authorize the Board to fix their remuneration		
4.	To approve the general mandate to the directors of the Company to issue shares of the Company up to 20% of the issued share capital of the Company		
5.	To approve the general mandate to the directors of the Company for the repurchase of the securities of the Company up to 10% of the issued share capital of the Company		
6.	To approve extension of the general mandate for the issue of shares by addition of the shares repurchased		

Full text of the above resolutions is set out in the notice of AGM dated 28 March 2018.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018. Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each in the issued share capital of the Company registered in your name(s) and to which this form of 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).
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company, but must attend the AGM in person to represent you.
4. If any proxy other than the Chairman of the AGM is preferred, strike out the words “the Chairman of the AGM” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIATED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other those referred to in the Notice.
6. This form of proxy must be signed by you or your attorney duly authorized in writing, or, in case of a corporation, the form of proxy must be executed under its common seal or under the hand of an officer of the corporation or attorney duly authorized on that corporation’s behalf.
7. To be valid, this form of proxy and the power of attorney, or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjourned meeting.
8. Completion and return of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish. In that event this form of proxy will be deemed to be revoked.
9. In the case of joint holders of any share in the issued share capital of the Company, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company/or to the Privacy Compliance Officer of Tricor Standard Limited at the above address.