



中國基建投資有限公司 China Infrastructure Investment Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 600)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (or any adjournment thereof)

to be held at MJC Members' Clubhouse, 1st Floor, China Merchants Tower, Shun Tak Centre,
168-200 Connaught Road Central, Hong Kong at 12:00 noon on Friday, 27 November 2009

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.05 each in the capital of China Infrastructure Investment Limited (the "Company")
HEREBY APPOINT³ _____
of _____
or failing him, the duly appointed chairman of the Extraordinary General Meeting of the Company (the "Meeting") as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at MJC Members' Clubhouse, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 12:00 noon on Friday, 27 November 2009 (or at any adjournment thereof) in respect of the proposed ordinary resolution set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
<p>"THAT:</p> <p>(a) the entering into of (i) the memorandum of understanding dated 2 November 2009 between China Infrastructure Limited (中國基建有限公司) and 泛華建設集團有限公司 (Pan-China Construction Group Corporation Limited*) (the "Memorandum of Understanding", a copy of which has been produced to the meeting and marked "A" and signed by the chairman of the meeting for identification purposes); (ii) the shareholders' loan agreement dated 2 November 2009 between 泛華房地產開發(瀋陽)有限公司 (Pan-China (Shenyang) R.E. Development Limited*) and 泛華建設集團有限公司 (Pan-China Construction Group Corporation Limited*) (the "Shareholders' Loan Agreement", a copy of which has been produced to the meeting and marked "B" and signed by the chairman of the meeting for identification purposes); and (iii) the mortgage of the parcels of land located at Hunnan New District, Shenyang, Liaoning, the PRC on which a completed 2-storey shop leased to operate a MacDonald Shop with a lease term of 20 years and the work-in-progress of the shopping malls were erected with the State-owned Land Use Right Certificates Shen Nan Guo Yong Nos. (2007) 064 and 065 (the "Mortgage") and the transactions contemplated thereby, be and are hereby confirmed, ratified and approved; and</p> <p>(b) the directors of the Company be and are hereby authorised to do all such things and take all such actions as they may consider to be necessary or desirable to give effect to the terms of the Memorandum of Understanding, the Shareholders' Loan Agreement and the Mortgage."</p> <p><small>* For identification purposes only</small></p>		

Dated this _____ day of _____ Signature(s)⁶ _____

Notes:

- Please fill in your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please fill in the number of shares registered in your name(s) 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).
- If any proxy other than the chairman of the Meeting is preferred, delete the words "or failing him, the duly appointed chairman of the Extraordinary General Meeting of the Company (the "Meeting")" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **IF NO NAME IS GIVEN, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ORDINARY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ORDINARY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion.
- 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 office of the Company's branch share registrars in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- 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 or attorney duly authorised.
- 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 therein, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the branch register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**