



CHINA MERCHANTS DICHAIN (ASIA) LIMITED

招商迪辰(亞洲)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0632)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We ^(Note 1) _____
 being the registered holder(s) of ^(Note 2) _____ fully-paid shares of HK\$0.01 each ("Shares")
 in the capital of China Merchants DiChain (Asia) Limited (the "Company") **HEREBY APPOINT** ^(Note 3) the Chairman of the meeting (who represents ^(Note 4) Shares held by me/us)
^(Note 3) and/or ^(Note 4) _____ of _____
 _____ of _____
 (who represents ^(Note 4) _____ Shares held by me/us) ^(Note 4) and/or ^(Note 4) _____
 _____ of _____
 (who represent ^(Note 4) _____ Shares held by me/us) as my/our proxy/proxies: (a) to act for me/us at the
 special general meeting of the Company to be held at Unit 3611, 36/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 22 May 2006, at 10:00 a.m.
 (the "Meeting")(or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions (the "Resolutions") as set out in the notice convening the
 Meeting; and (b) at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated or, if no such indication
 is given, as my/our voting proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To increase the authorised share capital of the Company.		
2.	To approve the Conditional Agreement dated 22 February 2006 and Supplemental Agreement dated 20 March 2006 (collectively, the "Subscription Agreements") entered into among the Company, Orient Day Developments Limited (the "Subscriber") and DiChain Holdings Limited for: (a) the subscription of 4,000,000,000 Shares at a subscription price of HK\$0.01 per subscription share; (b) the issue of convertible notes in the principal amount of HK\$30,000,000 to the Subscriber convertible into 3,000,000,000 Shares at the conversion price of HK\$0.01 per conversion share within 2 years from the date of issue of the convertible note; and (c) the grant of an option to the Subscriber at the consideration of HK\$10 in respect of a right to subscribe for not more than 1,000,000,000 Shares at the price of HK\$0.01 per option share within 2 years from the date of completion of the Subscription Agreements.		
3.	To approve the application for whitewash waiver.		
4.	To approve the consolidation of the shares of the Company (the "Shares").		
5.	To grant a general mandate to the Directors of the Company to issue and allot additional Shares.		
6.	To grant a general mandate to the Directors of the Company to repurchase shares in the capital of the Company.		
7.	To extend, conditional upon the above resolution No. 5 and 6 being duly passed, the general mandate to allot shares by adding the aggregate nominal amount of the repurchased Shares to the general mandate to issue new Shares.		

Dated this _____ day of _____ 2006 Signature ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s). Subject to Note 4 below in relation to a Clearing House, a member may only have one form of proxy valid at any one time and if a member submits more than one form of proxy, the last form of proxy received in the manner described in Note 7 below shall be treated as the only valid form of proxy.
- A member entitled to attend and vote at the Meeting is entitled to appoint up to two individuals as his proxies to attend and vote on his behalf. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "The Chairman of the meeting @214B@214B and/or" and insert the name(s) and address(es) of the proxy/proxies desired in the space provided. In the event that two persons (other than the Chairman of the Meeting) are named as proxies and the words "the Chairman of the Meeting ... and/or" (and all references to Shares in respect of which he shall have been appointed) are not deleted, those words and references shall be deemed to have been deleted and the number of Shares in respect of which he shall have been appointed shall be represented by your voting proxy.
- If you appoint two proxies to represent you, please also insert the number of Shares which each proxy represents and clearly indicate which proxy is designated as the voting proxy. If two proxies are appointed, only the voting proxy will be entitled to cast the member's vote(s): (a) on a show of hands; (b) if both proxies purport to cast the member's vote(s) in a different manner; and (c) on the exercises of a discretion. A proxy need not a member of the Company. The number of proxies appointed by a Clearing House (or its nominee) (as defined in the Company's Bye-Laws) is not subject to the aforesaid limitation. If you fail to specify the number of Shares which each proxy represents and/or the name of the voting proxy then, subject to the absolute discretion of the Chairman of the Meeting to decide otherwise, you shall be deemed to have appointed the first-named proxy (including the Chairman of the Meeting, but subject to Note 3 Above) as your voting proxy and that such first-named proxy shall represent all the Shares held by you. If you are appointing only one proxy, you are not required to state the number of Shares which that proxy represents and, in such case, the number of Shares represented shall be all the Shares registered in your name(s).
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your voting proxy to cast his vote at his discretion. On a show of hands, a member is entitled to one vote. On a poll, a member is entitled to one vote for every fully-paid Shares held and a member entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be casted accordingly and a number in the relevant box indicates that the votes attached to the number of Shares referred to in the box will be casted accordingly. The total number of Shares referred to in the two boxes for the same resolution cannot exceed the number of Shares stated above as held by you. Where numbers are referred to in both boxes for the same resolution, the voting proxy will vote on a show of hands according to the box with the larger number or, in case of an equal number for both boxes, the voting proxy will cast his vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
- In order 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 authority), must be deposited at the Company's share registrars in Hong Kong Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
- Where there are joint 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 provided that if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands first will for this purpose be deemed joint holder thereof.
- If you appoint two proxies to represent you, please delete the word "and/" (if you want your two proxies to act separately from each other) or delete the word "/or" (if you want your two proxies to act jointly together) as appropriate. If you fail to delete either "and/" or "/or", you are deemed to have deleted "and/". Where there is any dispute between the two proxies who are acting jointly, the decision of the voting proxy shall prevail.
- Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Meeting (or any adjournment thereof) if you so wish.

* For identification purposes only