



# CHINA MERCHANTS CHINA DIRECT INVESTMENTS LIMITED

## 招商局中國基金有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 133)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Merchants China Direct Investments Limited (the “Company”) will be held on Wednesday, 16 January 2008 at 2:30 p.m., at Narcissus Room, 27/F, The Park Lane Hotel Hong Kong, 310 Gloucester Road, Hong Kong, to consider, and, if thought fit, pass the following resolution (with or without modifications) as an ordinary resolution of the Company:

**“THAT:**

- (a) the disposal (the “Disposal Mandate”) of up to 84,000,000 A shares (“INDB A Shares”) in 興業銀行股份有限公司 (Industrial Bank Co., Ltd.), a joint-stock commercial bank approved by the People’s Bank of China in the People’s Republic of China with limited liability, whose A shares are listed on the Shanghai Stock Exchange (“SSE”) by the Company, its subsidiaries, jointly controlled entities and associated companies, for a period of 12 months from the date of passing of this resolution on the following conditions be and is hereby approved:
1. the Group will dispose of the INDB A shares in the open market through the SSE’s trading system; and
  2. the selling price of the INDB A Shares will be the market price of the INDB A Shares at the relevant times. Market price refers to the price allowed under the trading system of the SSE, but will not be less than RMB28.00 (equivalent to approximately HK\$29.12) per INDB A Share.
- (b) the directors of the Company be and are hereby authorised to do all things, including but not limited to the execution of all documents, which the directors deem to be necessary or desirable to effect the foregoing or in connection with the Disposal Mandate.”

By Order of the Board  
**Peter LEE Yip Wah**  
Company Secretary

Hong Kong, 31 December 2007

*Registered office:*  
1803, China Merchants Tower  
Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the Company's registered office at 1803 China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (3) As at the date hereof, the Board of Directors of the Company comprises nine Directors, of which five are Executive Directors, namely Dr. FU Yuning, Mr. HONG Xiaoyuan, Mr. CHU Lap Lik, Victor, Mr. XIE Kuixing and Mr. TSE Yue Kit; and one is Non-executive Director, namely Mr. WANG Xingdong; and three are Independent Non-executive Directors, namely Dr. The Hon. David LI Kwok-po, Mr. KUT Ying Hay and Mr. WANG Jincheng. In addition, Ms. KAN Ka Yee, Elizabeth is the Alternate Director to Mr. CHU Lap Lik, Victor, and Mr. LI Kai Cheong, Samson is the Alternate Director to Dr. The Hon. David LI Kwok-po.