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## **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)

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In order to ensure compliance with amendments to the Listing Rules, and bring the Articles of Association up to date and in line with the current practice in Hong Kong, the Board proposes that certain amendments be made to the Articles of Association. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM.

In order to ensure compliance with amendments to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), to bring the articles of association (the “Articles of Association”) of China Merchants China Direct Investments Limited (the “Company”) up to date and in line with the current practice in Hong Kong, the board of directors (the “Board”) of the Company proposes that certain amendments be made to the Articles of Association. The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company (the “Shareholders”) by way of special resolution at the forthcoming annual general meeting of the Company to be held at a date as determined by the Board (the “AGM”).

The proposed amendments include the followings:

- (a) Article 76 To stipulate that the Directors present at the meeting are entitled to elect one of their number present to be chairman of general meeting.
- (b) Article 96A To allow recognised clearing house to appoint proxy or proxies to attend and vote at the general meeting.

A circular containing, among other things, further details concerning the proposed amendments to the Articles of Association and a notice convening the AGM will be despatched to the Shareholders in due course.

On behalf of  
**CHINA MERCHANTS CHINA DIRECT  
INVESTMENTS LIMITED**  
**ZHOU Linda Lei**  
*Director*

Hong Kong, 7 April 2009

*As at the date hereof, the Board of Directors of the Company comprises eight Directors, of which five are Executive Directors, namely Mr. LI Yinquan, Mr. HONG Xiaoyuan, Mr. CHU Lap Lik, Victor, Ms. ZHOU Linda Lei and Mr. TSE Yue Kit; and three are Independent Non-executive Directors, namely Mr. KUT Ying Hay, Mr. WANG Jincheng and Mr. LI Kai Cheong, Samson. In addition, Ms. KAN Ka Yee, Elizabeth is the Alternate Director to Mr. CHU Lap Lik, Victor.*