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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)

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 Monday, 14 December 2009, at Lavender Room, 27/F, The Park Lane Hotel Hong Kong, 310 Gloucester Road, Hong Kong, at 2:30 p.m., to consider, and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the proposed subscription (the “**Proposed Subscription**”) for A shares in 招商銀行股份有限公司 (China Merchants Bank Co., Ltd.) (“**CMB**”), a joint-stock commercial bank approved by the China Banking Regulatory Commission in the People’s Republic of China with limited liability, whose A shares (the “**CMB A Shares**”) are listed on the Shanghai Stock Exchange, by the Company, pursuant to the revised proposed rights issue of CMB A Shares on the basis of up to two and a half (2.5) CMB A Rights Shares for every ten (10) existing CMB A Shares (details of which have been set out in the circular issued by CMB on 2 September 2009 and any amendment thereof) be and is hereby approved; and
- (b) the Investment Restriction (as defined in the circular of the Company dated 27 November 2009) be and is hereby waived in connection with the Proposed Subscription.”

2. **“THAT:**

- (a) the disposal (the “**CMB Disposal Mandate**”) of any or all A shares in 招商銀行股份有限公司 (China Merchants Bank Co., Ltd.), a joint-stock commercial bank approved by the China Banking Regulatory Commission in the People’s Republic of China with limited liability, whose A shares (the “**CMB A Shares**”) are listed on the Shanghai Stock Exchange, held by the Company, its subsidiaries, jointly controlled entities and associated companies (collectively, the “**Group**”), for a period of 12 months from the date of passing of this resolution on the following conditions:

- (i) the Group will dispose of the CMB A Shares in the open market through the trading system of the Shanghai Stock Exchange; and
- (ii) the selling price of the CMB A Shares will be the market price of the CMB A Shares at the relevant times. Market price refers to the price allowed under the trading system of the Shanghai Stock Exchange, but will not be less than RMB5.00 (equivalent to approximately HK\$5.67) per CMB A Share

be and is hereby approved; and

- (b) the directors of the Company be and are hereby authorized 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 CMB Disposal Mandate.”

3. **“THAT:**

- (a) the disposal (the **“IBC Disposal Mandate”**) of any or all 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 China Banking Regulatory Commission in the People’s Republic of China with limited liability, whose A shares (the **“IBC A Shares”**) are listed on the Shanghai Stock Exchange, held by the Company, its subsidiaries, jointly controlled entities and associated companies (collectively, the **“Group”**), for a period of 12 months from the date of passing of this resolution on the following conditions:

- (i) the Group will dispose of the IBC A Shares in the open market through the trading system of the Shanghai Stock Exchange; and
- (ii) the selling price of the IBC A Shares will be the market price of the IBC A Shares at the relevant times. Market price refers to the price allowed under the trading system of the Shanghai Stock Exchange, but will not be less than RMB12.00 (equivalent to approximately HK\$13.61) per IBC A Share

be and is hereby approved; and

- (b) the directors of the Company be and are hereby authorized 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 IBC Disposal Mandate.”

By order of the Board
ZHOU Linda Lei
Director

Hong Kong, 27 November 2009

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 needs 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 notarially certified copy of such authority, 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 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.