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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 Wednesday, 5 May 2010, at Lavender Room, 27th Floor, The Park Lane Hotel Hong Kong, 310 Gloucester Road, Hong Kong, at 11:00 a.m., to consider, and, if thought fit, pass the following resolution (with or without modifications) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the proposed subscription (the “**Proposed Subscription**”) for A shares in 興業銀行股份有限公司 (Industrial Bank Co., Ltd.) (“**IBC**”), 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, by the Company, pursuant to the proposed rights issue of IBC A Shares on the basis of two (2) IBC A Rights Shares for every ten (10) existing IBC A Shares (based on the details announced by IBC and subject to any amendment as IBC may determine) be and is hereby approved; and
- (b) the Investment Restriction (as defined in the circular of the Company dated 20 April 2010) be and is hereby waived in connection with the Proposed Subscription.”

By Order of the Board
ZHOU Linda Lei
Director

Hong Kong, 20 April 2010

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 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 eleven 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; two Non-executive Directors, namely Mr. KE Shifeng and Mr. WANG Qi; and four are Independent Non-executive Directors, namely Mr. KUT Ying Hay, Mr. WANG Jincheng, Mr. LI Kai Cheong, Samson and Mr. LIU Baojie. In addition, Ms. KAN Ka Yee, Elizabeth is the Alternate Director to Mr. CHU Lap Lik, Victor.