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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Merchants China Direct Investments Limited 招商局中國基金有限公司 (the “**Company**”) will be held on Wednesday, 3 September 2014, at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong, at 10:00 a.m., to consider, and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) an agreement entered into on 1 August 2014 (the “**Agreement**”) between Shenzhen Tian Zheng Investment Co., Ltd.* (深圳市天正投資有限公司), an indirect wholly-owned subsidiary of the Company, (“**Tian Zheng**”) (as vendor) and China Entinet Cable Holdings Co., Ltd.* (華豐達有線網絡控股有限公司) (the “**Purchaser**”) (as purchaser), in respect of the sale and purchase of the 21% equity interest in Guangzhou Digital Media Group Ltd.* (廣州珠江數碼集團有限公司) (“**Guangzhou Digital**”) at the total consideration of RMB462,000,000, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, and the transaction contemplated under the Agreement be and are hereby confirmed, approved and ratified;

- (b) any one director of the Company (if execution under the common seal of the Company is required, any two directors of the Company or any of the directors and the company secretary of the Company), be and is/are hereby authorized for and on behalf of the Company to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary or desirable in connection with the matters contemplated in and for completion of the Agreement.”

By Order of the Board
TSE Yue Kit
Director

Hong Kong, 18 August 2014

* *For identification purposes only*

Notes:

- (1) A shareholder of the Company entitled to attend, speak and vote at the extraordinary general meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend, speak and vote instead of him/her in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
- (2) A proxy form for use at the EGM is enclosed in the circular to the shareholders of the Company dated 18 August 2014.
- (3) To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's registered office at 1803, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll and in default thereof the proxy form and such power or authority shall not be treated as valid. Completion and return of the proxy form shall not preclude you from subsequently attending and voting in person at the extraordinary general meeting or any adjourned meeting should you so wish.
- (4) As at the date hereof, the executive Directors of the Company are Mr. LI Yinquan, Mr. HONG Xiaoyuan, Mr. CHU Lap Lik, Victor, Ms. ZHOU Linda Lei and Mr. TSE Yue Kit; the non-executive Director of the Company is Mr. KE Shifeng; and the independent non-executive Directors of the Company are Mr. LIU Baojie, Mr. XIE Tao, Mr. ZHU Li and Mr. TSANG Wah Kwong. In addition, Ms. KAN Ka Yee, Elizabeth is the alternate Director to Mr. CHU Lap Lik, Victor.