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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)

**VOLUNTARY CASH OFFER BY
ANGLO CHINESE CORPORATE FINANCE, LIMITED ON BEHALF
OF CHINA MERCHANTS CHINA DIRECT INVESTMENTS LIMITED
TO REPURCHASE UP TO 7,917,171 SHARES
AT A PRICE OF HK\$20.94 PER SHARE**

**ASSURED ENTITLEMENT AND BASIS OF ALLOCATION OF
EXCESS SHARES**

Financial Adviser to China Merchants China Direct Investments Limited

ANGLO CHINESE 英
CORPORATE FINANCE, LIMITED 高

A total of 6,991,120 Shares were tendered under the Assured Entitlements, which will be repurchased and cancelled by the Company in full. A total of 86,543,352 Shares were tendered in excess of the Assured Entitlements, approximately 1.07% of which will be repurchased and cancelled by the Company.

INTRODUCTION

References are made to the announcements of China Merchants China Direct Investments Limited (the “**Company**”) dated 25 April, 2013, 7 June, 2013 and 21 June, 2013 respectively, and the offer document (the “**Offer Document**”) issued by the Company dated 13 May, 2013 in relation to a voluntary conditional cash offer made by Anglo Chinese Corporate Finance, Limited on behalf of the Company to repurchase for cancellation up to 7,917,171 Shares, representing approximately 5%

of the entire issued share capital of the Company as at 13 May, 2013, being the latest practicable date prior to the despatch of the Offer Document. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

On 7 June, 2013, the Offer was approved by the Shareholders at the EGM and the Offer had become unconditional on the same date. As announced by the Company on 21 June, 2013, the Offer closed at 4:00 p.m. on 21 June, 2013, being the Latest Acceptance Time. As of such time, acceptances in respect of a total of 93,534,472 Shares were received by the Registrar from the accepting Qualifying Shareholders under the Offer (the “**Accepting Shareholder(s)**”).

ASSURED ENTITLEMENT AND BASIS OF ALLOCATION OF EXCESS SHARES

Amongst the Shares tendered, (i) a total of 6,991,120 Shares (the “**Assured Shares**”) were tendered under the Assured Entitlements, and (ii) a total of 86,543,352 Shares (the “**Excess Shares**”) were tendered in excess of the Assured Entitlements. According to the terms of the Offer, Assured Shares tendered will be repurchased and cancelled by the Company in full and approximately 1.07% of Excess Shares tendered will be repurchased and cancelled by the Company based on the formula set out in the Offer Document.

SETTLEMENT

The Registrar will send, by ordinary post at the Accepting Shareholders’ own risk, a remittance for such total amount as is due to that Accepting Shareholder under the Offer (subject to deduction of seller’s ad valorem stamp duty due on the repurchase of the Shares from the amount payable in cash) and the share certificates in respect of the balance of such Shares not fully repurchased by the Company (where applicable) within seven (7) business days after the close of the Offer, that is on or before Wednesday, 3 July, 2013.

By Order of the Board
ZHOU Linda Lei
Director

Hong Kong, 24 June, 2013

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 is Mr. KE Shifeng; and the Independent Non-executive Directors 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement contained in this announcement misleading.