



**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, 15 December 2008, at Narcissus 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 disposal (the “**INDB Disposal Mandate**”) of any or all A shares (“**INDB 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 (“**CBRC**”) in the People’s Republic of China (“**PRC**”) with limited liability, whose A shares are listed on the Shanghai Stock Exchange (“**SSE**”), 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 be and is hereby approved:
  - (i) the Group will dispose of the INDB A Shares in the open market through the SSE’s trading system; and
  - (ii) the selling price of the INDB A Shares will be the market price of the INDB A Shares at the relevant times. Market price refers to the price allowed under the trading system of the SSE, but will not be less than RMB7.78 (equivalent to approximately HK\$8.85) per INDB A Share.
- (b) the directors of the Company (“**Directors**”) 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 INDB Disposal Mandate.”

2. “**THAT:**

conditional upon the passing of resolution 1 above, the disposal mandate given by ordinary resolution of the shareholders of the Company at the extraordinary general meeting of the Company held on 16 January 2008 in relation to the disposal of

certain A shares in 興業銀行股份有限公司 (Industrial Bank Co., Ltd.) to the extent that the transaction(s) for such disposal has not been entered into by the Group, be and is hereby revoked.”

3. “**THAT:**

- (a) the disposal (the “**CMB Disposal Mandate**”) of any or all A shares (“**CMB 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 CBRC in the PRC with limited liability, whose A shares are listed on the SSE held by the Group, for a period of 12 months from the date of passing of this resolution on the following conditions be and is hereby approved:
- (i) the Group will dispose of the CMB A Shares in the open market through the SSE’s trading system; 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 SSE, but will not be less than RMB4.62 (equivalent to approximately HK\$5.25) per CMB A Share.
- (b) the Directors 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.”

By Order of the Board  
**Peter LEE Yip Wah**  
*Company Secretary*

Hong Kong, 29 November 2008

*Registered office:*

1803, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or 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 copy of such authority notorially certified, 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.