



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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 15 DECEMBER 2008

The Board is pleased to announce that the Ordinary Resolutions as set out in the Notice of EGM were duly passed by the Shareholders by way of poll at the EGM.

Reference is made to the announcement of the Company dated 11 November 2008, the Notice of the Extraordinary General Meeting (the “EGM”) dated 29 November 2008 (the “Notice of EGM”) and the circular of the Company dated 29 November 2008 (the “Circular”) in relation to the Proposed Disposals. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

RESULTS OF THE EGM

The Board is pleased to announce that at the EGM, the ordinary resolutions number 1, 2 and 3 as set out in the Notice of EGM (the “Ordinary Resolutions”) were duly passed by the Shareholders by way of poll. The poll results in respect of the Ordinary Resolutions were as follows:

ORDINARY RESOLUTIONS	Number of votes (%)	
	For	Against
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.”	62,294,696 (71.37%)	24,986,000 (28.63%)

<p>2. “THAT:</p> <p>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.”</p>	<p>62,300,696 (71.38%)</p>	<p>24,980,300 (28.62%)</p>
<p>3. “THAT:</p> <p>(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:</p> <p>(i) the Group will dispose of the CMB A Shares in the open market through the SSE’s trading system; and</p> <p>(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.</p> <p>(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.”</p>	<p>52,492,696 (60.14%)</p>	<p>34,788,300 (39.86%)</p>

As more than 50% of the votes were cast in favour of the Ordinary Resolutions, the Ordinary Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of Shares in issue was 149,145,600, which was the total number of Shares entitling the holders to attend and vote on the Ordinary Resolutions at the EGM. There was no Share entitling the holder thereof to attend and vote only against the Ordinary Resolutions considered at the EGM.

Computershare Hong Kong Investor Services Limited, the Company’s share registrar, was appointed as the scrutineer for vote-taking at the EGM.

By Order of the Board
Peter LEE Yip Wah
Company Secretary

Hong Kong, 15 December 2008

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.