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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Thursday, 17 May 2012 at 3:00 p.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2011.
2. (1) To declare a final dividend (with scrip option); and  
(2) To declare a special dividend (with scrip option).
3. (1) To re-elect Mr. CHU Lap Lik, Victor as Director;  
(2) To re-elect Ms. ZHOU Linda Lei as Director;  
(3) To re-elect Mr. KE Shifeng as Director;  
(4) To re-elect Mr. LIU Baojie as Director;  
(5) To re-elect Mr. XIE Tao as Director;  
(6) To re-elect Mr. ZHU Li as Director; and  
(7) To authorise the Board of Directors to fix the Directors' fee.
4. To re-appoint Auditor and authorise the Directors to fix their remuneration.

5. As special business to consider and, if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders of the Company in General Meeting.”

By Order of the Board  
**LI Yinquan**  
*Chairman*

Hong Kong, 17 April 2012

*Notes:*

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint 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 notarially certified, must be deposited at the Company’s registered office at Room 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 shall not preclude you from attending and voting at the annual general meeting if you so wish.

- (3) The Register of Members of the Company will be closed from 15 May 2012 to 17 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 14 May 2012. Subject to the approval of shareholders at the meeting, the proposed final dividend and special dividend will be payable to shareholders whose names appear on the Register of Members of the Company after the close of business at 4:30 p.m. on 23 May 2012. In order to qualify for the proposed final dividend and special dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's registrar, Computershare Hong Kong Investor Services Limited at the above address not later than 4:30 p.m. on 23 May 2012.
- (4) At the annual general meeting of the Company held on 19 May 2011, Ordinary Resolution was passed giving a general mandate to the Directors to repurchase shares of the Company on the Stock Exchange. Under the terms of the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange, this general mandate lapses at the conclusion of the annual general meeting for 2012, unless renewed at that meeting. The Ordinary Resolution sought in item 5 of this notice renews the mandate in respect of the repurchase of shares of the Company.
- (5) With regard to item 3 of this notice, details of retiring Directors proposed for re-election namely, Mr. CHU Lap Lik, Victor, Ms. ZHOU Linda Lei, Mr. KE Shifeng, Mr. LIU Baojie, Mr. XIE Tao and Mr. ZHU Li, are set out in the appendix to the Circular to the shareholders of the Company dated 17 April 2012.
- (6) With reference to the Ordinary Resolution sought in item 5 of this notice, the Directors wish to state that they have no immediate plans to repurchase any existing shares of the Company. Approval is being sought from members as a general mandate pursuant to the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.
- (7) The Circular required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed repurchase mandate and re-election of retiring Directors will be dispatched to the shareholders of the Company.
- (8) As at the date of this notice, 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. LI Kai Cheong, Samson, Mr. LIU Baojie, Mr. XIE Tao and Mr. ZHU Li. Besides, Ms. KAN Ka Yee, Elizabeth is the Alternate Director to Mr. CHU Lap Lik, Victor.