

CHINA MERCHANTS CHINA DIRECT INVESTMENTS LIMITED
(the “Company”)

PROCEDURES FOR SHAREHOLDERS
TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Pursuant to Article 99 of the Articles of Association of the Company, the Company may by ordinary resolution elect any person to be a Director, either to fill a casual vacancy or as an additional Director.

Pursuant to Article 100 of the Articles of Association of the Company, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days. The period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

A shareholder may propose a person other than a retiring Director or recommended by the Directors for election as a Director by validly lodging the following documents within the period hereinafter mentioned at the registered office of the Company at 1803, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong :-

1. a notice in writing of the intention to propose that person for election as a Director, which must state the full name of the person, include the person’s biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and be signed by the shareholder; and
2. a notice in writing signed by that person of his willingness to be elected as a Director together with his written consent to the publication of his/her personal data.

Such documents shall be lodged with the registered office of the Company within the period of seven days after the despatch of the notice of the general meeting. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement and/or issue a supplemental circular in respect of the proposal in accordance with Rule 13.70 of the Listing Rules.

In the case of any general meeting called by at least ten clear business days’ (as defined in the Listing Rules) or fourteen days’ (whichever is the longer) notice in writing, such documents lodged within the aforesaid period may be received less than ten business days prior to the general meeting, the Company will consider the adjournment of the general meeting in order to give shareholders at least ten business days to consider the relevant information disclosed in the announcement or supplemental circular.

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March 2012