
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in China Merchants China Direct Investments Limited, you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser.

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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)

**PROPOSAL FOR APPOINTMENT OF NEW AUDITOR
AND
AMENDED NOTICE OF ANNUAL GENERAL MEETING**

An amended notice of the annual general meeting of China Merchants China Direct Investments Limited is set out on pages 6 to 9 of this supplemental circular. The annual general meeting will be held as scheduled on Thursday, 20 June 2024 at 10:00 a.m. as a hybrid meeting with principal meeting place at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong and online access through an online platform.

This supplemental circular and the accompanying revised form of proxy applicable for the annual general meeting have been posted on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.cmcdi.com.hk)

DEFINITIONS

In this supplemental circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held as a hybrid meeting on Thursday, 20 June 2024 at 10:00 a.m. with principal meeting place at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong and online access through an online platform
“Audit Committee”	the audit committee of the Company
“Auditor”	the auditor of the Company
“Board”	board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	China Merchants China Direct Investments Limited, a company duly incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“First Announcement”	the announcement of the Company dated 21 May 2024 in relation to, among other things, the retirement of Messrs. Deloitte Touche Tohmatsu as the Auditor at the conclusion of the forthcoming annual general meeting of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Original Circular”	the circular of the Company dated 24 May 2024 in relation to, among other things, information on matters to be dealt with at the Annual General Meeting
“Second Announcement”	the announcement of the Company dated 3 June 2024 in relation to the retirement of Messrs. Deloitte Touche Tohmatsu as the Auditor and the proposed appointment of Messrs. KPMG as the new Auditor effective immediately following the retirement of Messrs. Deloitte Touche Tohmatsu at the conclusion of the Annual General Meeting
“Shareholders”	holders of Shares
“Shares”	share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Mr. ZHOU Xing* (Chairman)

Mr. ZHANG Rizhong*

Mr. WANG Xiaoding[#]

Ms. KAN Ka Yee, Elizabeth[#]

Mr. KE Shifeng*

Mr. TSE Yue Kit*

Mr. TSANG Wah Kwong**

Dr. LI Fang**

Dr. GONG Shaolin**

Mr. Michael Charles VITERI**

Mr. ZHU Qi**

Registered Office:

1609, Three Pacific Place

1 Queen's Road East

Hong Kong

[#] Executive Directors

* Non-executive Directors

** Independent Non-executive Directors

5 June 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR APPOINTMENT OF NEW AUDITOR
AND
AMENDED NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

References are made to (i) the Original Circular; (ii) the First Announcement; and (iii) the Second Announcement in relation to, among other things, the retirement of Messrs. Deloitte Touche Tohmatsu (“**Deloitte**”) as the Auditor and the proposed appointment of Messrs. KPMG (“**KPMG**”) as the new Auditor effective immediately following the retirement of Deloitte at the conclusion of the Annual General Meeting, subject to the approval of the Shareholders at the Annual General Meeting. Unless the context requires otherwise, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular and the Second Announcement.

LETTER FROM THE BOARD

This supplemental circular should be read in conjunction with the Original Circular and the Second Announcement. The purpose of this supplemental circular is to provide the Shareholders with (i) information regarding the amendment of resolution relating to the proposed appointment of the new Auditor; and (ii) an amended notice of the Annual General Meeting, as set out on pages 6 to 9 of this supplemental circular.

APPOINTMENT OF NEW AUDITOR

As disclosed in the Original Circular and the Second Announcement, Deloitte will retire as the Auditor at the conclusion of the Annual General Meeting and a new Auditor will stand for election at the Annual General Meeting as part of the Company's regular rotation of Auditors, subject to the approval of the Shareholders. Having considered relevant regulatory requirements in terms of practice qualifications, professional competence, independence, and integrity, etc., the Board has resolved, with the recommendation of the Audit Committee, to propose the appointment of KPMG as the new Auditor effective immediately following the retirement of Deloitte at the conclusion of the Annual General Meeting, subject to the approval of the Shareholders at the Annual General Meeting (the "**Proposed Appointment**").

The Board considers that KPMG's appointment as the new Auditor is in the interest of the Company and the Shareholders as a whole. The Board and the Audit Committee in proposing the appointment of KPMG as the new Auditor have reviewed the qualifications, credentials and experience of KPMG and consider that KPMG meets the regulatory requirements in terms of practice qualifications, professional competence, independence, and integrity, etc.

Accordingly, the Board proposes to seek the approval of the Shareholders of the Proposed Appointment at the Annual General Meeting and the appointment of KPMG as the new Auditor shall come into effect upon approval of the Shareholders at the Annual General Meeting.

The Company has received a letter from Deloitte confirming that there are no circumstances connected with its retirement that need to be brought to the attention of the Shareholders or the Company's creditors. The Board has also confirmed that there is no disagreement between Deloitte and the Company, and there are no matters in respect of the proposed change of Auditor that need to be brought to the attention of the Shareholders.

ANNUAL GENERAL MEETING

Set out on pages 6 to 9 of this supplemental circular is the amended notice of the Annual General Meeting. The amended resolution for the appointment of KPMG as the new Auditor will be proposed at the Annual General Meeting for your consideration and approval.

Please refer to the Original Circular for the details of other resolutions to be proposed at the Annual General Meeting and other relevant matters.

LETTER FROM THE BOARD

A revised form of proxy (the “**Revised Proxy Form**”) (including the amended resolution) for use at the Annual General Meeting is enclosed with this supplemental circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the Annual General Meeting or at any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so desire.

A Shareholder who has not yet lodged the form of proxy which has been sent to the Shareholders on 24 May 2024 together with the Original Circular and the accompanying notice of the Annual General Meeting (the “**First Proxy Form**”) with the Company’s Share Registrar is requested to lodge the Revised Proxy Form in accordance with the instructions printed thereon. In this case, the First Proxy Form should not be lodged with the Company’s Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Company’s Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Company’s Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly put to the Annual General Meeting (including, if properly put, the resolutions as set out in the amended notice of the Annual General Meeting enclosed in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form;
- (ii) if the Revised Proxy Form is lodged with the Company’s Share Registrar at a time in any event not later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him/her; or
- (iii) if the Revised Proxy Form is lodged with the Company’s Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the First Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.

LETTER FROM THE BOARD

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjourned meeting should they so wish.

The Directors believe that the Proposed Appointment is in the best interest of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the Annual General Meeting and as set out in the amended notice of the Annual General Meeting.

By Order of the Board
ZHOU Xing
Chairman

AMENDED NOTICE OF ANNUAL GENERAL MEETING



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)

AMENDED NOTICE OF ANNUAL GENERAL MEETING

This amended notice of Annual General Meeting supersedes the notice of Annual General Meeting of China Merchants China Direct Investments Limited (the “**Company**”) dated 24 May 2024 (the “**Original Notice**”).

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held as a hybrid meeting with principal meeting place at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong and online access through an online platform on Thursday, 20 June 2024 at 10:00 a.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 2023.
2. (a) To declare a final dividend; and
(b) To declare a special dividend.
3. (a) Each as a separate resolution, to re-elect the following retiring Directors:
 - (1) To re-elect Mr. ZHANG Rizhong as Director;
 - (2) To re-elect Ms. KAN Ka Yee, Elizabeth as Director;
 - (3) To re-elect Mr. KE Shifeng as Director; and
 - (4) To re-elect Mr. Michael Charles VITERI as Director.
(b) To authorise the Board of Directors to fix the Directors’ fee.
4. To consider and, if through fit, to pass the following resolution as an Ordinary Resolution:

“**THAT** Messrs. KPMG be and is hereby appointed as auditor of the Company in place of the retiring auditor, Messrs. Deloitte Touche Tohmatsu, to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be fixed by the board of directors of the Company.”

AMENDED NOTICE OF ANNUAL GENERAL MEETING

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 buy back 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 total number of shares of the Company which may be bought back 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 total number of the shares of the Company in issue on the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the 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
ZHOU Xing
Chairman

Hong Kong, 5 June 2024

AMENDED NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) This amended notice should be read in conjunction with the circular of the Company dated 24 May 2024 (the “**Original Circular**”) and the supplemental circular of the Company dated 5 June 2024.

(2) PROXY FORM

Since the proxy form which has been sent to the shareholders of the Company (the “**Shareholders**”) on 24 May 2024 together with the Original Circular and the accompanying notice of the Annual General Meeting (the “**First Proxy Form**”) for use at the Annual General Meeting of the Company does not contain certain information as set out in this amended notice, the revised form of proxy for the Annual General Meeting (the “**Revised Proxy Form**”) has been prepared and is enclosed with this amended notice.

- (a) A member entitled to attend and vote at the meeting convened pursuant to the above notice is entitled to appoint more than one proxy to attend, speak and vote in his stead. A proxy needs not be a member of the Company.
- (b) In order to be valid, the Revised Proxy Form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the meeting or at any adjournment thereof.
- (c) A Shareholder who has not yet lodged the First Proxy Form with the Company’s Share Registrar is requested to lodge the Revised Proxy Form with the instructions printed thereon. In this case, the First Proxy Form should not be lodged with the Company’s Share Registrar.
- (d) A Shareholder who has already lodged the First Proxy Form with the Company’s Share Registrar should note that:
- (i) if no Revised Proxy Form is lodged with the Company’s Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly put to the Annual General Meeting (including, if properly put, the resolutions as set out in this amended notice) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form;
- (ii) if the Revised Proxy Form is lodged with the Company’s Share Registrar at a time in any event not later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him/her; or
- (iii) if the Revised Proxy Form is lodged with the Company’s Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the First Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting, themselves.
- (e) Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjourned meeting should they so wish.

AMENDED NOTICE OF ANNUAL GENERAL MEETING

- (3) The Annual General Meeting will be held as a hybrid meeting and will be conducted in Mandarin. Shareholders participating in the Annual General Meeting electronically will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. Details of the Online Platform are set out in the Original Circular.
- (4) The Register of Members of the Company will be closed from 17 June 2024 to 20 June 2024, 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 Share 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 June 2024. 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 25 June 2024. 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 Share Registrar, Computershare Hong Kong Investor Services Limited, at the above address not later than 4:30 p.m. on 25 June 2024.
- (5) With regard to item 3 of this amended notice, details of retiring Directors proposed for re-election namely, Mr. ZHANG Rizhong, Ms. KAN Ka Yee, Elizabeth, Mr. KE Shifeng and Mr. Michael Charles VITERI are set out in the appendix to the Original Circular.
- (6) With regard to item 4 of this amended notice, a special notice has been given to the Company by a registered shareholder, pursuant to Sections 400(1)(a) and 578 of the Companies Ordinance, of its intention to propose a resolution at the Annual General Meeting to appoint Messrs. KPMG as the new Auditor.
- (7) At the annual general meeting of the Company held on 29 May 2023, Ordinary Resolution was passed giving a general mandate to the Directors to buy back 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 2024, unless renewed at that meeting. The Ordinary Resolution sought in item 5 of this amended notice renews the mandate in respect of the buy-back of shares of the Company.
- (8) With reference to the Ordinary Resolution sought in item 5 of this amended notice, the Directors wish to state that they have no immediate plans to buy back 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.
- (9) The circular required by the Rules Governing the Listing of Securities on the Stock Exchange in connection with the proposed buy-back mandate and re-election of retiring Directors has been dispatched to the shareholders of the Company on 24 May 2024.
- (10) If a typhoon signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.cmcdi.com.hk>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

- (11) As at the date of this amended notice, the Executive Directors of the Company are Mr. WANG Xiaoding and Ms. KAN Ka Yee, Elizabeth; the Non-executive Directors of the Company are Mr. ZHOU Xing, Mr. ZHANG Rizhong, Mr. KE Shifeng and Mr. TSE Yue Kit; and the Independent Non-executive Directors of the Company are Mr. TSANG Wah Kwong, Dr. LI Fang, Dr. GONG Shaolin, Mr. Michael Charles VITERI and Mr. ZHU Qi.