



# 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)

### REVISED FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 20 JUNE 2024

No. of shares to which this form of proxy relates (Note 1)	
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I/We (Note 2) \_\_\_\_\_

of \_\_\_\_\_

Shareholder(s) of CHINA MERCHANTS CHINA DIRECT INVESTMENTS LIMITED (the "Company") hereby appoint (Note 3) the Chairman

of the Meeting or \_\_\_\_\_

of (address) \_\_\_\_\_

and (email address) \_\_\_\_\_

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to 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. and at any adjournment thereof as hereunder indicated in respect of the Resolutions set out in the Amended Notice of Annual General Meeting, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
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 of US\$0.07 per share for the year ended 31 December 2023.		
	(b) To declare a special dividend of US\$0.01 per share for the year ended 31 December 2023.		
3.	(a) (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.		
	(4) To re-elect Mr. Michael Charles VITERI as Director.		
	(b) To authorise the Board of Directors to fix the Directors' fee.		
4.	To appoint Messrs. KPMG as Auditor to hold office until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors for the buy-back of shares.		

I/We hereby acknowledge and confirm as follows:

- I/we am/are duly authorised by my/our proxy to provide his/her personal information (including the email address) above;
- (where an email address is provided) the Company and its agents are authorised to send the login details to access the online platform to my/our proxy through the email address provided above;
- I/we have checked and ensured that all information provided in this revised form of proxy is accurate and complete. Neither the Company nor its agents assume any responsibility or liability whatsoever in respect of the accuracy or completeness of the information provided by me/us, or in connection with the transmission of the login details or any use of the login details for voting or otherwise;
- if I/we or my/our proxy cast my/our votes through the online platform, such votes are irrevocable once the voting session of the Meeting ends; and
- if my/our proxy has not received the login details by email by 12:00 noon on Wednesday, 19 June 2024, I/we understand that I/we should reach out to the Share Registrar of the Company for assistance.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

Signature(s) (Note 5) \_\_\_\_\_

*Notes:*

- (1) Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this revised form of proxy (the **"Revised Proxy Form"**) will be deemed to relate to all the shares of the Company registered in your name(s).
- (2) Please insert the full name(s) and address(es) in BLOCK CAPITALS.
- (3) If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address (and email address, if applicable) of the proxy desired in the space provided. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. A member entitled to attend and vote at the Meeting 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. ANY ALTERATION MADE TO THE REVISED PROXY FORM MUST BE DULY INITIALED.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the amended notice of the Meeting dated 5 June 2024.
- (5) The Revised Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (6) Where there are joint registered holders of any share(s), any one of such persons may vote at the Meeting, either through online platform or by proxy, in respect of such share(s) as if he/she is solely entitled to, but if more than one of such joint holders be present at the Meeting through online platform that only one device is allowed per login or by proxy.
- (7) To be valid, the Revised Proxy Form, together with 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 other 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 any adjournment thereof.
- (8) **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY WHICH HAS BEEN SENT TO THE SHAREHOLDERS ON 24 MAY 2024 (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 Meeting (including, if properly put, the resolutions as set out in the amended notice of Annual General Meeting enclosed in the supplemental circular of the Company dated 5 June 2024) 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 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 Meeting, they will have to attend in person and vote at the Meeting themselves.
- (9) Completion and delivery of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the Meeting if you so wish.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (**"PDPO"**).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in the Revised Proxy Form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar.