

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**CONTINUING CONNECTED TRANSACTION
PROPOSED RE-APPOINTMENT OF
CHINA MERCHANTS CHINA INVESTMENT MANAGEMENT LIMITED
AS INVESTMENT MANAGER**

**POLL RESULT OF
THE EXTRAORDINARY GENERAL MEETING NO.1
HELD ON FRIDAY, 29 NOVEMBER 2024**

The Board announces the poll result of EGM No.1 that the ordinary resolution proposed for approval of the New Management Agreement was not passed.

As the condition of approval by the Independent Shareholders of the New Management Agreement is not fulfilled, the New Management Agreement does not become effective and is thus terminated.

POLL RESULT

Reference is made to the circular (the “**Circular**”) and the notice of the extraordinary general meeting No.1 (the “**Meeting**”) of China Merchants China Direct Investments Limited (the “**Company**”) both dated 8 November 2024 in relation to the proposed re-appointment of China Merchants China Investment Management Limited as investment manager. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless otherwise defined herein.

The Board announces that the ordinary resolution set out in the notice of the Meeting to approve the New Management Agreement and the proposed annual caps (the “**Ordinary Resolution**”) was not passed by the Shareholders by way of poll at the Meeting held on 29 November 2024. The poll result of the Meeting was as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
To approve the New Management Agreement and the proposed annual caps.	28,729,706 45.268%	34,735,716 54.732%
<i>Note: Please refer to the notice of the Meeting for the full text of the Ordinary Resolution.</i>		

As more than 50% of the votes were cast against the Ordinary Resolution, it was not passed as an ordinary resolution of the Company.

As at the date of the Meeting, there were a total of 152,333,013 Shares in issue. The total number of shares entitling the holders to attend and vote for or against the Ordinary Resolution proposed at the Meeting was 107,176,948 Shares.

CMCIM is owned as to 55% by CMG (through its associates) and as to 45% by Victor Chu China Investment Limited. As at the date of the Meeting, the associates of CMG collectively held 42,022,041 Shares (representing 27.59% interests in the Company), whereas the associates of Victor Chu China Investment Limited collectively held 3,134,024 Shares (representing 2.05% interests in the Company). Therefore, the respective associates of CMG and Victor Chu China Investment Limited which are entitled to exercise control over the voting right in respect of 45,156,065 Shares in aggregate (representing 29.64% interests in the Company) and deemed to have material interests in the transaction contemplated under the New Management Agreement had abstained from voting on the Ordinary Resolution at the Meeting.

Save for the above, none of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolution at the Meeting. There were no Shares entitling the holders to attend and abstain from voting in favour of the Ordinary Resolution at the Meeting as set out in Rule 13.40 of the Listing Rules.

NEW MANAGEMENT AGREEMENT NOT TAKING EFFECT

As the condition of approval by the Independent Shareholders of the New Management Agreement is not fulfilled, the New Management Agreement does not become effective and is thus terminated.

The Directors' attendance at the Meeting is as follows:

Mr. WANG Xiaoding, Ms. KAN Ka Yee, Elizabeth, Mr. TSE Yue Kit, Mr. TSANG Wah Kwong and Mr. Michael Charles VITERI attended the Meeting in person or by electronic means, while Mr. ZHOU Xing (Chairman), Mr. ZHANG Rizhong, Mr. KE Shifeng, Dr. LI Fang, Dr. GONG Shaolin and Mr. ZHU Qi were unable to attend the Meeting due to other work commitment.

Computershare Hong Kong Investor Services Limited, the Share Registrar of the Company, acted as scrutineer for the poll at the Meeting.

By Order of the Board
WANG Xiaoding
Director

Hong Kong, 29 November 2024

As at the date hereof, the executive Directors are Mr. WANG Xiaoding and Ms. KAN Ka Yee, Elizabeth; the non-executive Directors are Mr. ZHOU Xing, Mr. ZHANG Rizhong, Mr. KE Shifeng and Mr. TSE Yue Kit; and the independent non-executive Directors are Mr. TSANG Wah Kwong, Dr. LI Fang, Dr. GONG Shaolin, Mr. Michael Charles VITERI and Mr. ZHU Qi.