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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 as a hybrid meeting with principal meeting place at Atrium & Library, Level 39, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong and online access through an online platform on Thursday, 28 May 2026 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 2025.

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 Ms. YAO Wang as Director;

      (2) To re-elect Mr. KE Shifeng as Director;

      (3) To re-elect Mr. ZOU Chuan as Director;

      (4) To re-elect Dr. LI Fang as Director;

      (5) To re-elect Dr. GONG Shaolin as Director; and

      (6) To re-elect Mr. Michael Charles VITERI as Director.

   (b) To authorise the Board of Directors to fix the Directors' fee.

4. To re-appoint Messrs. KPMG as Auditor to hold office until the conclusion of the next annual general meeting of the Company 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 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 (excluding Treasury Shares, if any) 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."

SPECIAL RESOLUTION

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

"**THAT:**

(a) the proposed amendments (the "**Proposed Amendments**") to the existing articles of association of the Company (the "**Existing Articles of Association**"), details of which are set out in Appendix II to the circular of the Company dated 24 April 2026, be and are hereby approved;

(b) the new articles of association of the Company (the "**New Articles of Association**"), which contain the Proposed Amendments and a copy of which has been produced to this meeting marked "A" and initialed by the chairman of this meeting for the purpose of identification, be and are hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles of Association with immediate effect after the close of this meeting; and

(c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the New Articles of Association."

By Order of the Board
ZHOU Xing
Chairman

Hong Kong, 24 April 2026

Notes:

(1) 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 Circular to the shareholders of the Company dated 24 April 2026.

(2) 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, speak and vote instead of him. A proxy needs not be a member of the Company.

(3) 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 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 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, and, in such event, the form of proxy previously submitted shall be deemed to be revoked.

(4) The Register of Members of the Company will be closed from 22 May 2026 to 28 May 2026, 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 21 May 2026. Members whose names appear on the register of members of the Company on 22 May 2026 will be entitled to attend and vote at the meeting. 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 3 June 2026. 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 3 June 2026.

(5) With regard to item 3 of this notice, details of retiring Directors proposed for re-election namely, Ms. YAO Wang, Mr. KE Shifeng, Mr. ZOU Chuan, Dr. LI Fang, Dr. GONG Shaolin and Mr. Michael Charles VITERI are set out in the appendix to the Circular to the shareholders of the Company dated 24 April 2026.

(6) At the annual general meeting of the Company held on 28 May 2025, 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 2026, unless renewed at that meeting. The Ordinary Resolution sought in item 5 of this notice renews the mandate in respect of the buy-back of shares of the Company.

(7) 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 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.

(8) 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 and adoption of the New Articles of Association will be dispatched to the shareholders of the Company.

(9) 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.

(10) As at the date of this 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, Ms. YAO Wang, Mr. KE Shifeng and Mr. ZOU Chuan; 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.