



招商局中國基金有限公司

CHINA MERCHANTS CHINA DIRECT INVESTMENTS LIMITED

8 November 2021

To the Independent Shareholders

Dear Sir or Madam,

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

We refer to the circular of the Company dated 8 November 2021 (the “Circular”) to the Shareholders, of which this letter forms part. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this letter.

We have been appointed as members of the Independent Board Committee to advise you as to whether, in our opinion, the terms of the New Management Agreement and the proposed annual caps for the remuneration payable to CMCIM are fair and reasonable so far as the Independent Shareholders are concerned.

Altus Capital has been appointed by the Company as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of transaction contemplated under the New Management Agreement and the proposed annual caps.

Your attention is drawn to the “Letter from the Board” set out on pages 4 to 13 of the Circular which contains, inter alia, information about the terms of the New Management Agreement and the proposed annual caps, and the “Letter from Altus Capital” set out on page 16 to 29 of the Circular which contains its advice in respect of the transaction contemplated under the New Management Agreement and the proposed annual caps together with the principal factors taken into consideration in arriving at such.

Having considered the terms of the New Management Agreement and having taken into account the factors and reasons considered by and the advice from Altus Capital, we consider that the terms of the New Management Agreement, including the proposed annual caps, are on normal commercial terms and are fair and reasonable so far as the interests of the Independent Shareholders are concerned and that the entering into of the New Management Agreement is in the ordinary and usual course of business of the Company and is in interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the EGM to approve the transaction contemplated under the New Management Agreement and the proposed annual caps.

Yours faithfully,

LIU Baojie TSANG Wah Kwong LI Fang
GONG Shaolin Michael Charles VITERI
Independent Board Committee