



CHINA MERCHANTS DICHAIN (ASIA) LIMITED

招商迪辰(亞洲)有限公司*

(incorporated in Bermuda with limited liability)
(Stock Code: 632)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Merchants DiChain (Asia) Limited (the "Company") will be held at Unit 3207-08, 32/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 11:00 a.m. on Monday, 18 October, 2004, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

"THAT the Disposal (as defined in the circular ("Circular") dated 30 September, 2004 and despatched to shareholders of the Company, a copy of which has been produced to this meeting marked "A" and signed by the Chairman hereof for the purpose of identification) pursuant to the Disposal Agreements (as defined in the Circular, a copy of each of which has been produced to this meeting marked "B", "C", "D", "E", "F", "G", "H", "I", "J", "K" and "L" respectively and signed by the Chairman hereof for the purpose of identification), be and is hereby approved and confirmed; and the Transfer (as defined in the Circular) pursuant to the Transfer Agreements (as defined in the Circular, a copy of each of which has been produced to this meeting marked "M" and "N" respectively and signed by the Chairman hereof for the purpose of identification) be and is hereby approved and confirmed; and any one director of the Company be and is hereby authorised on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Disposal and/or the Transfer or the exercise or enforcement of any of the Company's rights under the Disposal Agreements and/or Transfer Agreements and to make and agree such variations of a non-material nature in the terms of the same as he may in his discretion consider to be desirable and in the interests of the Company and any two directors of the Company be and are hereby authorised to sign autographically any instrument to which a seal may be required to be affixed for the above purposes."

As at the date of this announcement, the board of Directors comprises five executive directors, namely Messrs. Fan Di, Li Xingui, Wu Shiyue, Zheng Yingsheng and Zhou Li Yang, two non-executive directors, namely Messrs. Robert Fung Hing Piu non-executive directors, namely Messrs. Robert Fung Hing Piu and Wang Shizhen, and three independent non-executive directors, namely Messrs. Barry J. Buttfant, Iain F. Bruce and Victor Yang.

By order of the Board
Fan Di
Chairman

30 September, 2004

*Head office and principal place of
business in Hong Kong:*

Units 3207-08, 32/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend in his stead.

2. The form of proxy and (if required by the Directors) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company's branch share registrar and transfer office, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than forty-eight hours before the time appointed for holding the above meeting or adjourned meeting at which the person named in the enclosed form of proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the above meeting or adjourned meeting, not less than forth-eight hours before the time appointed for the taking of the poll, and in default the enclosed form of proxy shall not be treated as valid provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. Delivery of any instrument of proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument of proxy shall be deemed to be revoked.
3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
4. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

** For identification purpose only*

Please also refer to the published version of this announcement in The Standard.