



CHINA MERCHANTS DICHAIN (ASIA) LIMITED

招商迪辰(亞洲)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0632)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Merchants DiChain (Asia) Limited will be held at Conference Room, Unit 3611, 36/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 29 December 2005, Thursday at 10:00 a.m. for the purpose of considering and, if though fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT the Subscription Agreement (as defined and described in the circular of the Company dated 13 December 2005 (**“Circular”**)), a copy of which is produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification, and the transactions contemplated in or incidental to the Subscription Agreement be and are hereby approved, confirmed and ratified; and the directors and the secretary of the Company or any of them be and are hereby authorised on behalf of the Company:

- (a) to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and all transactions contemplated thereunder;
- (b) subject to completion of the Subscription Agreement, to issue the convertible note (**“Convertible Note”**) in accordance with the terms of the Subscription Agreement, the Convertible Note to be issued subject to and having the benefit of the terms and conditions attaching thereto;
- (c) subject to completion of the Subscription Agreement, to grant the Option (as defined and described in the Circular) in accordance with the terms of the Subscription Agreement;
- (d) to issue new ordinary shares (**“Shares”**) in the capital of the Company upon conversion of all or any part of the Convertible Note in accordance with the terms and conditions attaching thereto and/or upon exercise of all or any part of the Option, such new Shares to be issued credited as fully paid and ranking *pari passu* in all respects with all Shares then in issue;

- (e) to exercise or enforce all of the rights of the Company under the Subscription Agreement; and
- (f) to complete the Subscription Agreement in accordance with its terms.”

By order of the Board
Yu Wai Kit
Company Secretary

Hong Kong, 13 December 2005

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 as his proxy to attend and vote instead of him. On a poll votes may be given either personally or be 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 enclosed 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 certified copy of such power or authority shall be deposited at the Company's branch share registrar and transfer office, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 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 48 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 any 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 or 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 enclosed 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.

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

* *For identification purposes only*

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