



招商局 亚太有限公司

China Merchants Holdings (Pacific) Limited

(Incorporated in the Republic of Singapore)

Company Registration No. 198101278D

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China Merchants Holdings (Pacific) Limited (the “**Company**”) will be held at Conrad Centennial Singapore, North Ballroom, Level 2, Two Temasek Boulevard, Singapore 038982 on 14 September 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions which will be proposed as Ordinary Resolutions:

ORDINARY RESOLUTION 1

Approval for the Acquisition of Guangxi Guixing Expressway Investment and Construction Co., Ltd.
That:

- (a) the entry by the Company’s direct wholly-owned subsidiary, Xinan Guixing Expressway Pte. Ltd. (“**Guixing SPV**”), into the conditional share purchase agreement dated 23 June 2015 (the “**Guixing SPA**”) with Guangxi Guizheng Expressway Investment and Construction Co., Ltd. (广西桂政高速公路投资建设有限公司) (“**Guangxi Guizheng**”), Beihai Guizheng Construction Engineering Co., Ltd. (北海桂政建设工程有限公司) (“**Guizheng Construction**”), and together with Guangxi Guizheng, the “**Guixing Sellers**”) and Guangxi Guixing Expressway Investment and Construction Co., Ltd. (广西桂兴高速公路投资建设有限公司) (the “**Guixing Target**”) (as supplemented by a supplemental agreement dated 23 June 2015 between the same parties), in connection with, *inter alia*, the proposed acquisition (the “**Guixing Acquisition**”) by Guixing SPV of all the issued shares in the capital of the Guixing Target held by the Guixing Sellers, be and is hereby approved, confirmed and ratified;
- (b) the Guixing Acquisition and all other transactions contemplated by the Guixing SPA be and are hereby approved, in each case on the terms and conditions of the Guixing SPA; and
- (c) the Directors of the Company (the “**Directors**”) and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required under or pursuant to the Guixing SPA and/or the Guixing Acquisition and to make such amendments thereto as the Directors may consider necessary, desirable or expedient) in connection with the Guixing Acquisition and/or the Guixing SPA and all other transactions contemplated by the Guixing SPA as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Ordinary Resolution 1 as they or he may deem fit.

ORDINARY RESOLUTION 2

Approval for the Acquisition of Guangxi Guiwu Expressway Guiyang Section Investment and Construction Co., Ltd.
That:

- (a) the entry by the Company’s direct wholly-owned subsidiary, Xinan Guiyang Expressway Pte. Ltd. (“**Guiyang SPV**”), into the conditional share purchase agreement dated 23 June 2015 (the “**Guiyang SPA**”) with Guangxi Guizheng, Guizheng Construction, Beihai Guizheng Industrial Co., Ltd. (北海桂政实业有限公司) (together with Guangxi Guizheng and Guizheng Construction, the “**Guiyang Sellers**”) and Guangxi Guiwu Expressway Guiyang Section Investment and Construction Co., Ltd. (广西桂梧高速公路桂阳段投资建设有限公司) (the “**Guiyang Target**”) (as supplemented by a supplemental agreement dated 23 June 2015 between the same parties), in connection with, *inter alia*, the proposed acquisition (the “**Guiyang Acquisition**”) by Guiyang SPV of all the issued shares in the capital of the Guiyang Target held by the Guiyang Sellers, be and is hereby approved, confirmed and ratified;
- (b) the Guiyang Acquisition and all other transactions contemplated by the Guiyang SPA be and are hereby approved, in each case on the terms and conditions of the Guiyang SPA; and
- (c) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required under or pursuant to the Guiyang SPA and/or the Guiyang Acquisition and to make such amendments thereto as the Directors may consider necessary, desirable or expedient) in connection with the Guiyang Acquisition and/or the Guiyang SPA and all other transactions contemplated by the Guiyang SPA as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Ordinary Resolution 2 as they or he may deem fit.

ORDINARY RESOLUTION 3

Approval for the Acquisition of Guangxi Huatong Expressway Co., Ltd.
That:

- (a) the entry by the Company’s direct wholly-owned subsidiary, Xinan Yangping Expressway Pte. Ltd. (“**Yangping SPV**”), into the conditional share purchase agreement dated 23 June 2015 (the “**Yangping SPA**”) with Shenzhen Yitian Group Co., Ltd. (深圳市益田集团股份有限公司) (“**Shenzhen Yitian**”), Shenzhen Ruiwo Yilai Real Estate Development Co., Ltd. (深圳市瑞沃亿来房地产开发有限公司) (together with Shenzhen Yitian, the “**Yangping Sellers**”) and Guangxi Huatong Expressway Co., Ltd. (广西华通高速公路有限责任公司) (the “**Yangping Target**”), in connection with, *inter alia*, the proposed acquisition (the “**Yangping Acquisition**”) by Yangping SPV of all the issued shares in the capital of the Yangping Target held by the Yangping Sellers, be and is hereby approved, confirmed and ratified;
- (b) the Yangping Acquisition and all other transactions contemplated by the Yangping SPA be and are hereby approved, in each case on the terms and conditions of the Yangping SPA; and
- (c) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required under or pursuant to the Yangping SPA and/or the Yangping Acquisition and to make such amendments thereto as the Directors may consider necessary, desirable or expedient) in connection with the Yangping Acquisition and/or the Yangping SPA and all other transactions contemplated by the Yangping SPA as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Ordinary Resolution 3 as they or he may deem fit.

BY ORDER OF THE BOARD

Lim Lay Hoon

Lynn Wan Tiew Leng

Company Secretaries

Singapore, 28 August 2015

Notes:

1. A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint a proxy but not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy must be lodged at the registered office of the Company at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for the Meeting.