



招商局 亚太有限公司

China Merchants Holdings (Pacific) Limited

(Incorporated in the Republic of Singapore)

(Company Registration Number 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 Convention & Exhibition Centre, Room 326, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 30 April 2015 at 5.00 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 4.00 p.m. on the same day and at the same place) for the purpose of considering, and if thought fit, passing, with or without modifications, the resolution below as an ordinary resolution:

ORDINARY RESOLUTION – THE PROPOSED BONUS ISSUE

That:

- (a) the bonus issue (the "Proposed Bonus Issue") of up to 60,283,007 new ordinary shares in the capital of the Company (the "Bonus Shares"), such Bonus Shares to be allotted and issued at an issue price of between approximately S\$0.90 and S\$1.02 per Bonus Share, credited as fully paid, on the basis of one (1) Bonus Share for every twenty (20) existing ordinary shares in the capital of the Company (the "Shares") held by persons who as at 5.00 p.m. on 14 May 2015 or such other date as may be determined by the board of directors of the Company, are holders of Shares in the Company (the "Shareholders"), with fractional entitlements to be disregarded or disposed of in such manner as the directors of the Company in their absolute discretion deem fit for the benefit of the Company, be and is hereby approved; and
- (b) the directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this ordinary resolution or the transactions contemplated by the Proposed Bonus Issue.

By Order of the Board

Lim Lay Hoon

Lynn Wan Tiew Leng

Company Secretaries

Singapore, 15 April 2015

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) If a proxy is to be appointed, the proxy form must be duly deposited at the registered office of the Company at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 at least 48 hours before the time appointed for the holding of the Extraordinary General Meeting.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.