



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Merchants Holdings (Pacific) Limited (the "Company") will be held at Pan Pacific Singapore, Ocean 6, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Thursday, 28 April 2016 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend of 3.50 Singapore cents per ordinary share (tax exempt one-tier) for the year ended 31 December 2015 (previous year: 3.50 Singapore cents per ordinary share). **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to the existing Constitution of the Company:
Mr Jiang Yan Fei (Retiring pursuant to Article 98) **(Resolution 3)**
Mr Wang Xiu Feng (Retiring pursuant to Article 103) **(Resolution 4)**
- To re-appoint the following Directors as Directors of the Company, who were previously re-appointed to hold office until this Annual General Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), which was in force immediately before 3 January 2016.
Dr Lim Heng Kow **(Resolution 5)**
Dr Hong Hai **(Resolution 6)**
Dr Lim Heng Kow will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit Committee and Nominating Committee respectively and a member of the Remuneration Committee and will be considered independent.
Dr Hong Hai will, upon re-appointment as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee respectively and will be considered independent.
- To approve the payment of Directors' fees of S\$130,000.00 for the year ended 31 December 2015 (previous year: S\$130,000.00). **(Resolution 7)**
- To re-appoint Mazars LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, of which Resolutions 9, 10 and 12 will be proposed as Ordinary Resolutions, and Resolution 11 will be proposed as a Special Resolution, with or without any modifications:

- Authority to issue shares
That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), the Directors of the Company be authorised and empowered to:
(a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,
at any time and upon such terms and conditions and for such persons as the Directors of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,
provided always that:
(1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company (excluding treasury shares and as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares in the capital of the Company (excluding treasury shares and as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time of the passing of this Resolution, after adjusting for:
(a) new shares arising from the conversion or exercise of any convertible securities;
(b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
(c) any subsequent bonus issue, consolidation or subdivision of shares;
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 9)**
[See Explanatory Note (i)]
- Authority to issue shares under the CMHP Share Option Scheme 2002
That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to issue from time to time such number of shares as may be required to be issued pursuant to the exercise of options granted before the expiry of the CMHP Share Option Scheme 2002 (the "Scheme") on 30 May 2012 by the Company under the Scheme, provided always that the aggregate number of additional shares to be issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company excluding treasury shares from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 10)**
[See Explanatory Note (ii)]
- Adoption of the new Constitution – Special Resolution
That the regulations contained in the new Constitution submitted to this meeting and, for the purpose of identification, subscribed to by the Company Secretary thereof, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution. **(Resolution 11)**
[See Explanatory Note (iii)]
- Authority to issue shares under the China Merchants Holdings (Pacific) Limited Scrip Dividend Scheme
That pursuant to and contingent upon the passing of Resolution 11 as a Special Resolution, pursuant to Section 161 of the Companies Act and Rule 805 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to issue from time to time such number of shares as may be required to be issued under the China Merchants Holdings (Pacific) Limited Scrip Dividend Scheme, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 12)**
[See Explanatory Note (iv)]

By Order of the Board

Lim Wan Hoon
Lynn Lay Tiew Leng
Company Secretaries
Singapore, 6 April 2016

Explanatory Notes:

- The Ordinary Resolution 9, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares in the capital of the Company excluding treasury shares, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to existing shareholders of the Company.
For determining the aggregate number of shares that may be issued, the total number of issued shares excluding treasury shares will be calculated based on the total number of issued shares in the capital of the Company excluding treasury shares at the time of passing of the Ordinary Resolution, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time of passing of the Ordinary Resolution and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution 10, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to issue shares pursuant to the exercise of options granted under the Scheme up to a number not exceeding in aggregate (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued shares in the capital of the Company excluding treasury shares from time to time.
- The Special Resolution 11, if passed, will adopt a new Constitution following the wide-ranging changes to the Companies Act, introduced pursuant to the Companies (Amendment) Act 2014 (the "Amendment Act"). The new Constitution will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016 and incorporate amendments to, *inter alia*, (a) take into account the changes to the Companies Act introduced pursuant to the Amendment Act, (b) facilitate implementation of the China Merchants Holdings (Pacific) Limited Scrip Dividend Scheme, (c) ensure consistency with the prevailing listing rules of the SGX-ST, (d) take into account the personal data protection regime in Singapore and (e) streamline and rationalise certain other provisions. Please refer to the Company's Letter to Shareholders dated 6 April 2016 for more details.
- The Ordinary Resolution 12, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or when such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to issue shares from time to time under the China Merchants Holdings (Pacific) Limited Scrip Dividend Scheme. Please refer to the Company's Letter to Shareholders dated 6 April 2016 for more details.

Notes:

- (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting (the "Meeting") in his/her stead. Where such member's form of proxy appoints two proxies, the appointments shall be treated as an alternative to the first named unless the member specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
(b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited 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 holding the Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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, take-over 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.