



招商局 亞太 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 Marina Mandarin Singapore Capricorn Room, Level 1, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 9 September 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution:

Ordinary Resolution

Approval for the Acquisition of Hong Kong Honest Queen International Investment Limited

That:

(a) approval be and is hereby given for the acquisition (the **"Acquisition"**) by the Company of (i) 10,000 shares of Hong Kong Honest Queen International Investment Limited (the **"Target"**), representing the entire issued shares of the Target from Liu Qiang and Gong Xiaoping (collectively the **"Sellers"**) and (ii) a shareholder's loan made by Liu Qiang to the Target (as reflected in the books of the Target as at the completion date of the Acquisition), at an aggregate consideration (the **"Consideration"**) of RMB697,408,049.93 (approximately HK\$879,361,810.16), to be satisfied by:

- (1) the issue of 119,374,987 new ordinary shares (**"Shares"**) in the capital of the Company (the **"Consideration Shares"**) to the Sellers (or their nominee, Hongda Asia Limited) at an issue price of S\$0.985 per Consideration Share (based on an exchange rate of S\$1.00 : RMB4.938); and
- (2) payment of the Hong Kong dollars equivalent of RMB116,776,469.41 to the Sellers (or their nominee) in cash,

on the terms and conditions set out in the conditional share purchase agreement (the **"Share Purchase Agreement"**) dated 21 July 2014 entered into between the Company and the Sellers;

- (b) approval be and is hereby given to the Directors of the Company to allot and issue the Consideration Shares to the Sellers (or their nominee, Hongda Asia Limited) for the Acquisition in accordance with the terms and conditions set out in the Share Purchase Agreement; and
- (c) the Directors of the Company 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 in connection with this Ordinary Resolution and the Acquisition) as they or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to this Ordinary Resolution and the Acquisition.

By Order of the Board

Lim Lay Hoon

Lai Foon Kuen

Company Secretaries

Singapore

22 August 2014

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.