



招商局國際有限公司

CHINA MERCHANTS HOLDINGS (INTERNATIONAL) COMPANY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 144)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Pursuant to Article 96 of the Articles of Association of China Merchants Holdings (International) Company Limited (the “Company”), the Company may by ordinary resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

Pursuant to Article 94 of the Articles of Association of the Company, no person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless (a) he is recommended by the Directors; or (b) after the dispatch of the notice of the general meeting and at least seven days before the date appointed for holding the meeting, notice executed by a member qualified to vote on the appointment or reappointment has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company’s register of Directors, together with notice executed by that person of his willingness to be appointed or reappointed.

A shareholder may propose a person other than a retiring Director or recommended by the Directors for election as a Director by validly lodging the following documents within the period hereinafter mentioned at the registered office of the Company at 38th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong:

1. a notice in writing of the intention to propose that person for election as a Director, which must state the full name of the person, include the person’s biographical details as required by Rule 13.51(2) of the Listing Rules and be signed by the shareholder; and
2. a notice in writing signed by that person of his willingness to be elected as a Director together with his written consent to the publication of his personal data.

Such documents shall be lodged with the registered office of the Company within the period commencing on the date after the dispatch of the notice of the general meeting and ending not less than seven (7) days before the date of the general meeting. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement and/or issue a supplemental circular in respect of the proposal in accordance with Rule 13.70 of the Listing Rules.

If such documents lodged within the aforesaid period are received by the Company less than fourteen (14) business days (as defined by the Listing Rules) prior to the general meeting, the Company will consider the adjournment of the general meeting in order to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplemental circular.