



# CHINA MERCHANTS DICHAIN (ASIA) LIMITED

招商迪辰(亞洲)有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0632)**

## NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** (the “Notice”) that a special general meeting (the “Meeting”) of China Merchants DiChain (Asia) Limited (the “Company”) will be held at Unit 3611, 36th Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, on 1 August 2006 at 2:30 p.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions of the Company:

### SPECIAL RESOLUTION

1. “**THAT** subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed to “Pearl Oriental Innovation Limited” and the adoption of “東方明珠創業有限公司” as its Chinese name for identification purpose be and is hereby approved and any Director be and is hereby authorized to do such act and execute such document to effect the change of name of the Company.”

### ORDINARY RESOLUTIONS

2. “**THAT:**
  - (a) subject to paragraph 2(c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.50 each (the “Shares”) in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph 2(a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares under any options granted under the share option scheme adopted by the Company; (iii) an issue of Shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company; (iv) an issue of Shares in lieu of the whole or part of a dividend pursuant to any scrip dividend scheme or similar arrangement in accordance with the Bye-laws of the Company; and (v) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to in (ii) and (iii) above, in the price at which Shares shall be subscribed, and/or in the number of Shares which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities, shall not exceed:
- (i) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the time of passing this resolution; and
  - (ii) the aggregate nominal amount of share capital of the Company repurchased by the Company after the date of passing this resolution pursuant to the general mandate to repurchase Shares given by the Company to the Directors from time to time (subject to a maximum number equivalent to 10% of the then existing issued share capital of the Company);
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum of Association and Bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Right Issue” means an offer of Shares open for a period fixed by the Directors to holders of the Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusive or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

3. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of the passing of this resolution) to be issued pursuant to the exercise of options which may be granted under the Company’s share option scheme adopted on 21 June 2002 (the “Scheme”), the refreshment of the scheme mandate limit on grant of options under the Scheme and any other share option schemes of the Company up to 10% of the Shares in issue as at the date of the passing of this resolution (the “Refreshed Scheme Mandate Limit”) be and is hereby approved and any Director be and is hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”
4. “**THAT** the grant of options to Mr. Wong Kwan pursuant to the Scheme (details of which are included in the circular of the Company dated 10 July 2006 (the “Circular”)) be and is hereby approved and the Directors be and are hereby authorized to issue and allot Shares to him pursuant to the exercise of such options and to do such things and acts as may be necessary or expedient in the opinion of the Directors in order to give full effect to such grant of options.”
5. “**THAT** the grant of options to Dr. Anwar Ibrahim pursuant to the Scheme (details of which are included in the Circular) be and is hereby approved and the Directors be and are hereby authorized to issue and allot Shares to him pursuant to the exercise of such options and to do such things and acts as may be necessary or expedient in the opinion of the Directors in order to give full effect to such grant of options.”
6. “**THAT** the grant of options to Dr. Lee G. Lam pursuant to the Scheme (details of which are included in the Circular) be and is hereby approved and the Directors be and are hereby authorized to issue and allot Shares to him pursuant to the exercise of such options and to do such things and acts as may be necessary or expedient in the opinion of the Directors in order to give full effect to such grant of options.”

By Order of the Board of  
**China Merchants DiChain (Asia) Limited**  
**Wong Kwan**  
*Chairman*

Hong Kong, 10 July 2006

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on his behalf. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend in his stead.
2. The enclosed form of proxy and (if required by the Directors) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Delivery of any instrument of proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument of proxy shall be deemed to be revoked.
3. In the case of joint holders of Shares, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

4. The enclosed form of proxy must be signed by the appointer or by his attorney authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

As at the date of this announcement, the Directors are

*Executive Directors:*

Mr. Wong Yuk Kwan (alias: Wong Kwan)

Mr. Lin Xi Zhong

Mr. Chan Yiu Keung

Mr. Cheung Kwok Yu

Mr. Zhou Li Yang

Mr. Zheng Yingsheng

*Non-Executive Director:*

Dr. Robert Fung Hing Piu

*Independent Non-Executive Directors:*

Dr. Anwar Ibrahim

Dr. Lee G. Lam

Mr. Victor Yang

\* *For identification purpose only*

“Please also refer to the published version of this announcement in The Standard”