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招商局港口控股有限公司

CHINA MERCHANTS PORT HOLDINGS COMPANY LIMITED

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

(Stock Code: 00144)

VOLUNTARY ANNOUNCEMENT

ENTRUSTMENT AGREEMENT

AND

SUPPLEMENTAL SHAREHOLDER AGREEMENT

1. BACKGROUND

The Company currently conducts port operations in the West Shenzhen Port Zone through a number of subsidiaries including (i) Chiwan Wharf, in which the Company controls approximately 67% of the total voting rights; (ii) Mega SCT, in which the Company holds a 80% interest; and (iii) Media Port (the holding company of the Company's interest in each of Mawan Terminals, Mawan Wharf and Mawan Port Service), a joint venture between the Company and Chiwan Wharf, in which the Company, through its wholly-owned subsidiary FIL, holds 50% interest and Chiwan Wharf holds the remaining 50% interest.

2. SUPPLEMENTAL SHAREHOLDER AGREEMENT AND ENTRUSTMENT AGREEMENT

On 23 August 2017, the Company and Chiwan Wharf entered into the Entrustment Agreement and FIL and Chiwan Wharf entered into the Supplemental Shareholder Agreement.

Entrustment Agreement

Pursuant to the Entrustment Agreement, the Company entrusted Chiwan Wharf to exercise certain shareholder rights over the Company's 80% interest in Mega SCT on the Company's behalf. These rights include representing the Company to convene shareholders meeting of Mega SCT, representing the Company to attend shareholders meeting of Mega SCT and exercise voting rights subject to the terms of the Entrustment Agreement and representing the Company to nominate directors to the board of Mega SCT and its subsidiaries (provided that one

nominee to the board of directors of Mega SCT and each of its subsidiaries shall be a person designated by the Company). The Entrustment Agreement is valid until the earlier of (i) three years from the date of execution of the Entrustment Agreement; and (ii) the date when the Company ceases to be the holding company of Mega SCT or when the Company ceases to control Chiwan Wharf. No fees will be payable by any party under the Entrustment Agreement.

Supplemental Shareholder Agreement

Pursuant to the Supplemental Shareholder Agreement, the parties have agreed to, inter alia, provide Chiwan Wharf to appoint the chairman of the board of directors of Media Port (such right is currently being granted to FIL).

3. REASONS FOR THE TRANSACTIONS

Chiwan Wharf is a company listed on the Shenzhen Stock Exchange. As the Company is a controlling shareholder of Chiwan Wharf, in accordance with the requirements of the China Securities Regulatory Commission, the Company has undertaken to implement measures to resolve competition between Chiwan Wharf and the other business operations of the Company.

The entering into of the Entrustment Agreement and the Supplemental Shareholder Agreement is a step towards the Company's fulfillment of the above undertaking and it provides Chiwan Wharf the ability to exert greater influence over the business and operations of Mega SCT and Media Port. The Entrustment Agreement and the Supplemental Agreement will not have any financial impact on the Company as both Mega SCT and Media Port will remain as subsidiaries of the Company.

The transactions contemplated under the Entrustment Agreement and the Supplemental Shareholder Agreement does not constitute a transaction required to be disclosed under the Listing Rules and this announcement is made on a voluntary basis by the Company to inform its shareholders and potential investors.

4. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Chiwan Wharf”	Shenzhen Chiwan Wharf Holdings Limited, a joint stock limited company established under the laws of the PRC, whose B shares and A shares are listed on the Shenzhen Stock Exchange
“Company”	China Merchants Port Holdings Company Limited (招商局港口控股有限公司), a company incorporated in Hong Kong and whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited
“Entrustment Agreement”	the entrustment agreement dated 23 August 2017 entered into between the Company and Chiwan Wharf in relation to the entrustment by the Company to Chiwan Wharf of certain rights over its interest in Mega SCT
“FIL”	Fatten Investments Limited, a company incorporated in the British Virgin Islands
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mawan Port Service”	Shenzhen Mawan Port Service Co., Ltd., a company established under the laws of the PRC
“Mawan Terminals”	Shenzhen Mawan Terminals Co., Ltd., a company established under the laws of the PRC
“Mawan Wharf”	Shenzhen Mawan Wharf Co., Ltd., a company established under the laws of the PRC
“Media Port”	Media Port Investments Limited, a company incorporated in the British Virgin Islands
“Mega SCT”	Mega Shekou Container Terminals Limited, a company incorporated in the British Virgin Islands
“PRC”	the People’s Republic of China

“Supplemental
Shareholder
Agreement”

the supplemental shareholder agreement dated 23
August 2017 entered into between FIL and Chiwan
Wharf

“%”

per cent.

By Order of the Board of
China Merchants Port Holdings Company Limited
Li Xiaopeng
Chairman

Hong Kong, 24 August 2017

As at the date of this announcement, the Board comprises Mr. Li Xiaopeng, Mr. Hu Jianhua, Mr. Wang Hong, Mr. Hua Li, Mr. Bai Jingtao, Mr. Wang Zhixian, Mr. Zheng Shaoping and Ms. Shi Wei as executive directors; and Mr. Kut Ying Hay, Mr. Lee Yip Wah Peter, Mr. Li Kwok Heem John, Mr. Li Ka Fai David and Mr. Bong Shu Ying Francis as independent non-executive directors.