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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of China Merchants Port Holdings Company Limited (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La, Two Pacific Place, Supreme Court Road, Central, Hong Kong at 9:30 a.m., on Monday, 25 February 2019 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** all of the below transactions relating to the disposal of various land interest in Qianhai, Shenzhen, be and are hereby generally and unconditionally approved and any one director of the Company be and is hereby authorised to do all such further things and acts and execute all such further documents and take all such steps which he considers necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with any of the below transactions (including determining the exact location of the piece of land located in Dachan Bay Port Phase II (大鏟灣港區二期) (“**Dachan Bay Land**”) and the relevant transfer arrangement to the Company and its subsidiaries pursuant to the Land Restructuring Agreement (as defined below).
 - (i) the land restructuring agreement dated 24 December 2018 entered into between Shenzhen Urban Planning, Land and Resources Commission (深圳市規劃和國土資源委員會), Shenzhen Qianhai Shenzhen-Hong Kong Modern Services Commission (深圳市前海深港現代服務業合作區管理局), China Merchants Group Limited (招商局集團有限公司), Shenzhen Qianhai Pingfangyuanqu Development Company Limited (深圳市前海平方園區開發有限公司), Antongjie Port and Warehouse Services (Shenzhen) Company Limited (安通捷碼頭倉儲服務(深圳)有限公司) (“**Antongjie**”), Ansuji Port and Warehouse Services (Shenzhen) Company Limited (安速捷碼頭倉儲服務(深圳)有限公司) (“**Ansuji**”), Shenzhen China Merchants Shekou Asset Management Company Limited (深圳市招商局蛇口資產管理有限公司) (“**CMSA**”), China Merchants Shekou Industrial Zone Holdings Company Limited (招商局蛇口工業區控股股份有限公司) (“**CMSK**”), a number of wholly-owned subsidiaries of CMSK (“**CMSK Subsidiaries**”, together with Antongjie, Ansuji and CMSA and CMSK, the “**Land Holding Companies**”) and Shenzhen China Merchants Qianhai Chidi Asset Company Limited (深圳市招商前海馳迪實業有限公司) (“**A2 Company**”) (the “**Land Restructuring Agreement**”) (a copy of which is produced to the meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification);

- (ii) the debt confirmation letter dated 24 December 2018 entered into between the Land Holding Companies and A2 Company (a copy of which is produced to the meeting marked “**B**” and initialled by the chairman of this meeting for the purpose of identification);
- (iii) the debt confirmation agreement dated 11 January 2019 entered into between the Land Holding Companies and A2 Company (a copy of which is produced to the meeting marked “**C**” and initialled by the chairman of this meeting for the purpose of identification);
- (iv) the debt assignment agreement dated 11 January 2019 entered into between Antongjie and CMSA (a copy of which is produced to the meeting marked “**D**” and initialled by the chairman of this meeting for the purpose of identification); and
- (v) the capital increase agreement dated 11 January 2019 entered into between the Land Holding Companies and Shenzhen China Merchants Qianhai Assets Development Co. Ltd. (深圳市招商前海實業發展有限公司) (a copy of which is produced to the meeting marked “**E**” and initialled by the chairman of this meeting for the purpose of identification).

2. “**THAT** Mr. Xiong Xianliang be re-elected as an executive director of the Company.”

By Order of the Board
China Merchants Port Holdings Company Limited
Fu Gangfeng
Chairman

Hong Kong, 1 February 2019

Registered Office:
38th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened pursuant to the above notice is entitled to appoint one or more proxies to attend and vote in his place. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting. Please note that 23 February 2019 is not a working day in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on this day for physical delivery of the proxy form. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.
3. To ascertain the shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 20 February 2019 to 25 February 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 19 February 2019.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the extraordinary general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. The Chairman of the Meeting will therefore demand a poll for the resolutions put to the vote at the extraordinary general meeting pursuant to Article 54 of the Articles of Association.
5. As at the date of this notice, the Board comprises Mr. Fu Gangfeng, Mr. Su Jian, Mr. Xiong Xianliang, Mr. Bai Jingtao, Mr. Wang Zhixian and Mr. Zheng Shaoping 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.