



# 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)

## FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 28 OCTOBER 2019

|                                                    |  |
|----------------------------------------------------|--|
| No. of shares to which this proxy relates (Note 1) |  |
|----------------------------------------------------|--|

I/We (Note 2) \_\_\_\_\_ of \_\_\_\_\_ shareholder(s) of **CHINA MERCHANTS PORT HOLDINGS COMPANY LIMITED** (the “Company”) hereby appoint (Note 3) the Chairman of the Meeting or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the “Meeting”) to be held at Island Ballroom, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 28 October 2019 at 9:30 a.m. (Note 7) and at any adjournment thereof as hereunder indicated in respect of the Ordinary Resolutions set out in the Notice of Extraordinary General Meeting and, if no such indication is given, as my/our proxy thinks fit.

| Ordinary Resolutions (Note 4) |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | For (Note 5) | Against (Note 5) |
|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------------|
| 1.                            | To approve the non-acceptance by the Company of the mandatory unconditional cash offer by China International Capital Corporation Hong Kong Securities Limited on behalf of Broadford Global Limited to acquire all the issued H shares in Dalian Port (PDA) Company Limited (大連港股份有限公司) and authorise any one director of the Company 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 the Non-Acceptance. |              |                  |
| 2.                            | To approve the re-election of Mr. Ge Lefu as an executive director of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |              |                  |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature(s) (Note 6) \_\_\_\_\_

### Notes:

- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the full name(s) and address(es) in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the Meeting is preferred, delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**
- Capitalised terms in this form of proxy shall have the same meaning as they are defined in the circular of the Company dated 11 October 2019 in relation to the non-acceptance of the mandatory unconditional cash offer in relation to Dalian Port.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- If there is (i) a tropical cyclone warning signal number 8 or above, or (ii) a “black” rainstorm warning signal in force at 9:00 a.m. on 28 October 2019:
  - but no longer in force after 12:00 noon on 28 October 2019, the Meeting will be postponed to 2:00 p.m. on the same day and will be held at the registered office of the Company at 38th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong; or
  - and remain in force after 12:00 noon on 28 October 2019, the Meeting will be rescheduled to 9:30 a.m. on the following Business Day at the registered office of the Company and will be held at the registered office of the Company at 38th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with 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 office of the Company’s share registrar, 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 Meeting or at any adjournment thereof.

### PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the share registrar.

This Proxy form is made in English and Chinese. In case of any inconsistency, the English version shall prevail.