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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)**

## **CONTINUING CONNECTED TRANSACTIONS**

### **1. QIANHAI BAY GARDEN LEASE AGREEMENTS**

#### **— REVISION OF 2024 ANNUAL CAP AND DETERMINATION OF 2025 ANNUAL CAP**

#### **CONNECTED TRANSACTIONS**

### **2. EQUIPMENT MODIFICATION AGREEMENTS**

### **3. EQUIPMENT SALES AGREEMENTS**

#### **QIANHAI BAY GARDEN LEASE AGREEMENTS**

Reference is made to the announcements made by the Company on 28 September 2023 and 22 March 2024 in relation to the Existing Qianhai Bay Garden Lease Agreements entered into between Qianhai Bay Property and (i) Yiu Lian, (ii) CMPG, (iii) Chiwan Container Terminal, (iv) Chiwan Port, (v) CMBL, (vi) CMIT, (vii) CM Chuangrong, (viii) Shenzhen Gangteng, (ix) Shenzhen West Security and (x) CM Property Management respectively to lease numerous residential units located at Qianhai Bay Garden as staff quarters for their respective employees.

In view of the expiry of some of the Existing Qianhai Bay Garden Lease Agreements and the need to cater for additional needs for employee housing, Qianhai Bay Property entered into the 2024 Qianhai Bay Garden Lease Agreements with (i) CM Property Management, (ii) Chiwan Container Terminal, (iii) CMPG, (iv) Chiwan Port, (v) CMBL, (vi) CMIT, (vii) CM Chuangrong and (viii) Shenzhen Gangteng respectively to lease numerous residential units located at Qianhai Bay Garden as staff quarters for their respective employees.

Each of the Lessees is a subsidiary of CMG or CMPG, the ultimate holding company of the Company, or is a substantial shareholder of the Company respectively. Accordingly, each of the Lessees is a connected person of the Company and the transactions contemplated under the Qianhai Bay Garden Lease Agreements constitute continuing connected transactions of the Company under the Listing Rules.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of each of these transactions under the Qianhai Bay Garden Lease Agreements, on a standalone basis, are less than 0.1% and therefore, these transactions, on a standalone basis, constitute de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. However, as these transactions under the Qianhai Bay Garden Lease Agreements are of a similar nature or otherwise connected, these transactions will need to be aggregated as if they are one transaction.

In view of the new 2024 Qianhai Bay Garden Lease Agreements, the Directors expect that the annual cap in respect of the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements for the year ending 31 December 2024 will not be sufficient. Accordingly, on 27 September 2024, the Directors resolved to revise the aggregate annual cap in respect of the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements (including the 2024 Qianhai Bay Garden Lease Agreements) upwards to RMB13.82 million (equivalent to approximately HK\$ 15.36 million) for the year ending 31 December 2024. The Directors also resolved to set aggregate annual cap in respect of the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements for the year ending 31 December 2025 at RMB12.74 million (equivalent to approximately HK\$14.16 million).

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the annual cap for the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements for the years ending 31 December 2024 and 31 December 2025 exceed 0.1% but are below 5%, these transactions are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **EQUIPMENT MODIFICATION AGREEMENTS**

On 27 September 2024, CICT entered into the Equipment Modification (Empty Stackers) Agreement with Hoi Tung, pursuant to which Hoi Tung shall be responsible for the production, supply, installation and testing of equipment for the modification of 2 diesel driven empty stackers to electric driven empty stackers at the Colombo International Container Terminal. CICT shall pay a total consideration of RMB1.50 million (equivalent to approximately HK\$1.67 million) to Hoi Tung. On the same day, CICT entered into the Equipment Modification (Terminal Tractors) Agreement with Hoi Tung, pursuant to which Hoi Tung shall be responsible for the production, supply and installation of equipment for the modification of 54 diesel driven terminal tractors to fully electric driven terminal tractors at the Colombo International Container Terminal, and the provision of on-site guidance and quality monitoring of the disassembly, installation, commissioning and testing of the relevant equipment. CICT shall pay a total consideration of RMB27.94 million (equivalent to approximately HK\$31.04 million) to Hoi Tung.

Hoi Tung is an indirect subsidiary of CMG, the ultimate holding company of the Company. Accordingly, Hoi Tung is a connected person of the Company and the transactions contemplated under the Equipment Modification Agreements constitute connected transactions of the Company under the Listing Rules.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Equipment Modification (Empty Stackers) Agreement, on a standalone basis, are less than 0.1% and therefore, the transaction, on a standalone basis, constitutes de minimis connected transaction pursuant to Rule 14A.76(1) of the Listing Rules and is fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. However, as both the Equipment Modification (Empty Stackers) Agreement and the Equipment Modification (Terminal Tractors) Agreement are of a similar nature or otherwise connected, these transactions will need to be aggregated as if they are one transaction.

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Equipment Modification Agreements exceed 0.1% but are below 5%, these transactions are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **EQUIPMENT SALES AGREEMENTS**

On 27 September 2024, HIPG entered into the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement with DTBP and DUKP, pursuant to which DTBP shall sell 4 quay cranes and 8 yard cranes and related spare parts, warranties, personnel training, and other services provided by the original equipment manufacturer, located at berths 203 and 204 of the Taiping Bay Port Container Terminal in Dalian City, PRC to HIPG. HIPG shall pay a total consideration of USD26.74 million (equivalent to approximately HK\$209 million) to DTBP. On the same day, HIPG entered into the Equipment Sales (5 Yard Cranes) Agreement with DCT and DUKP, pursuant to which DCT shall sell 5 NOELL branded yard cranes located at the Container Terminal Dayaowan Port in Dalian City, PRC to HIPG. HIPG shall pay a total consideration of USD1.45 million (equivalent to approximately HK\$11.31 million) to DCT.

DTBP, DCT and DUKP are indirect subsidiaries of CMG, the ultimate holding company of the Company. Accordingly, DTBP, DCT and DUKP are connected persons of the Company and the transactions contemplated under both the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement and the Equipment Sales (5 Yard Cranes) Agreement constitute connected transactions of the Company under the Listing Rules.

As the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement and the Equipment Sales (5 Yard Cranes) Agreement are of a similar nature or otherwise connected, these transactions will need to be aggregated as if they are one transaction. Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Equipment Sales Agreements exceed 0.1% but are below 5%, these transactions are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **1. QIANHAI BAY GARDEN LEASE AGREEMENTS**

Reference is made to the announcements made by the Company on 28 September 2023 and 22 March 2024 in relation to the Existing Qianhai Bay Garden Lease Agreements entered into between Qianhai Bay Property and (i) Yiu Lian, (ii) CMPG, (iii) Chiwan Container Terminal, (iv) Chiwan Port, (v) CMBL, (vi) CMIT, (vii) CM Chuangrong, (viii) Shenzhen Gangteng, (ix) Shenzhen West Security and (x) CM Property Management respectively to lease numerous residential units located at Qianhai Bay Garden as staff quarters for their respective employees.

On 27 September 2024, in view of the expiry of the Existing Qianhai Garden Lease Agreements as well as to cater for additional needs for staff accommodation, Qianhai Bay Property entered into the 2024 Qianhai Bay Garden Lease Agreements with (i) CM Property Management, (ii) Chiwan Container Terminal, (iii) CMPG, (iv) Chiwan Port, (v) CMBL, (vi) CMIT, (vii) CM Chuangrong and (viii) Shenzhen Gangteng respectively to lease numerous residential units located at Qianhai Bay Garden as staff quarters for their respective employees.

The key terms of each of the 2024 Qianhai Bay Garden Lease Agreements are set out below:

***(i) 2024 Qianhai Bay Garden Lease Agreement with CM Property Management***

- Date : 27 September 2024
- Parties : (1) Qianhai Bay Property  
(2) CM Property Management
- Property : Qianhai Bay Garden, Shenzhen, PRC
- Rental area : 897.93 square metres (20 units)
- Purpose : Staff quarters of CM Property Management
- Period : 1 December 2024 to 30 November 2025
- Rent : The monthly rent payable by CM Property Management is RMB92.70 per square metre.

The monthly rent is payable before the 5th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

- Security deposits : CM Property Management shall pay to Qianhai Bay Property RMB166,500.00 as security deposits, which shall be returned to CM Property Management on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

***(ii) 2024 Qianhai Bay Garden Lease Agreement with CM Property Management***

Date : 27 September 2024

Parties : (1) Qianhai Bay Property  
(2) CM Property Management

Property : Qianhai Bay Garden, Shenzhen, PRC

Rental area : 90.5 square metres (2 units)

Purpose : Staff quarters of CM Property Management

Period : 1 December 2024 to 31 May 2025

Rent : The monthly rent payable by CM Property Management is RMB92.70 per square metre.

The monthly rent is payable before the 5th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits : CM Property Management shall pay to Qianhai Bay Property RMB16,780.00 as security deposits, which shall be returned to CM Property Management on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

***(iii) 2024 Qianhai Bay Garden Lease Agreement with Chiwan Container Terminal***

Date : 27 September 2024

Parties : (1) Qianhai Bay Property  
(2) Chiwan Container Terminal

Property : Qianhai Bay Garden, Shenzhen, PRC

Rental area : 726.13 square metres (16 units)

Purpose : Staff quarters of Chiwan Container Terminal

Period : 1 November 2024 to 31 December 2025

Rent : The monthly rent payable by Chiwan Container Terminal is RMB88.20 per square metre.

The monthly rent is payable before the 5th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits : Chiwan Container Terminal shall pay to Qianhai Bay Property approximately RMB128,089.28 as security deposits, which shall be returned to Chiwan Container Terminal on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

***(iv) 2024 Qianhai Bay Garden Lease Agreement with CMPG***

Date : 27 September 2024

Parties : (1) Qianhai Bay Property  
(2) CMPG

Property : Qianhai Bay Garden, Shenzhen, PRC

Rental area : 2,715.77 square metres (59 units)

Purpose : Staff quarters of CMPG

Period : 1 November 2024 to 31 December 2025

Rent : There are two categories of rent:

(1) the monthly rent payable by CMPG is RMB51.24 per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or

(2) otherwise, the monthly rent payable by CMPG is RMB84.00 per square metre.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits : Prior to 1 November 2024, CMPG shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to CMPG on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

***(v) 2024 Qianhai Bay Garden Lease Agreement with Chiwan Port***

Date : 27 September 2024

Parties : (1) Qianhai Bay Property  
(2) Chiwan Port

Property : Qianhai Bay Garden, Shenzhen, PRC

Rental area : 2,103.84 square metres (48 units)

Purpose : Staff quarters of Chiwan Port

Period : 1 November 2024 to 31 December 2025

Rent : There are two categories of rent:

(1) the monthly rent payable by Chiwan Port is RMB51.24 per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or

(2) otherwise, the monthly rent payable by Chiwan Port is RMB84.00 per square metre.



The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits : Prior to 1 November 2024, Chiwan Port shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to Chiwan Port on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

***(vi) 2024 Qianhai Bay Garden Lease Agreement with CMBL***

Date : 27 September 2024

Parties : (1) Qianhai Bay Property  
(2) CMBL

Property : Qianhai Bay Garden, Shenzhen, PRC

Rental area : 4,249.7 square metres (91 units)

Purpose : Staff quarters of CMBL

Period : 1 November 2024 to 31 December 2025

Rent : There are two categories of rent:

(1) the monthly rent payable by CMBL is RMB51.24 per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or

(2) otherwise, the monthly rent payable by CMBL is RMB84.00 per square metre.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits : Prior to 1 November 2024, CMBL shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to CMBL on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

***(vii) 2024 Qianhai Bay Garden Lease Agreement with CMIT***

Date : 27 September 2024

Parties : (1) Qianhai Bay Property  
(2) CMIT

Property : Qianhai Bay Garden, Shenzhen, PRC

Rental area : 2,175.16 square meters (47 units)

Purpose : Staff quarters of CMIT

Period : 1 November 2024 to 31 December 2025

Rent : There are two categories of rent:  
(1) the monthly rent payable by CMIT is RMB51.24 per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or  
(2) otherwise, the monthly rent payable by CMIT is RMB84.00 per square metre.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits : Prior to 1 November 2024, CMIT shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to CMIT on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

***(viii) 2024 Qianhai Bay Garden Lease Agreement with CM Chuangrong***

Date : 27 September 2024

Parties : (1) Qianhai Bay Property  
(2) CM Chuangrong

Property : Qianhai Bay Garden, Shenzhen, PRC

Rental area : 270 square metres (6 units)

Purpose : Staff quarters of CM Chuangrong

Period : 1 November 2024 to 31 December 2025

Rent : There are two categories of rent:

(1) the monthly rent payable by CM Chuangrong is RMB51.24 per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or

(2) otherwise, the monthly rent payable by CM Chuangrong is RMB84.00 per square metre.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits : Prior to 1 November 2024, CM Chuangrong shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to CM Chuangrong on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

***(ix) 2024 Qianhai Bay Garden Lease Agreement with Shenzhen Gangteng***

Date : 27 September 2024

Parties : (1) Qianhai Bay Property  
(2) Shenzhen Gangteng

Property : Qianhai Bay Garden, Shenzhen, PRC

Rental area : 509.6 square metres (10 units)

Purpose : Staff quarters of Shenzhen Gangteng

Period : 1 November 2024 to 31 December 2025

Rent : There are two categories of rent:

(1) the monthly rent payable by Shenzhen Gangteng is RMB51.24 per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or

(2) otherwise, the monthly rent payable by Shenzhen Gangteng is RMB84.00 per square metre.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.1% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits : Prior to 1 November 2024, Shenzhen Gangteng shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to Shenzhen Gangteng on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

### **Listing Rules Implications, Revision of 2024 Annual Cap and Determination of 2025 Annual Cap**

Each of the Lessees is a subsidiary of CMG or CMPG, the ultimate holding company of the Company, or is a substantial shareholder of the Company respectively. Accordingly, each of the Lessees is a connected person of the Company and the transactions contemplated under the Qianhai Bay Garden Lease Agreements constitute continuing connected transactions of the Company under the Listing Rules.

The fees payable to the Group under the Qianhai Bay Garden Lease Agreements for the years ending 31 December 2024 and 2025 respectively are as follows:

Lessee	Fees payable to the Group under the Qianhai Bay Garden Lease Agreements for the years ending 31 December			
	2024		2025	
Yiu Lian	Existing Qianhai Bay Garden Lease Agreements with Yiu Lian	RMB2.33 million	Existing Qianhai Bay Garden Lease Agreement with Yiu Lian	RMB1.90 million
CM Property Management	Existing Qianhai Bay Garden Lease Agreements with CM Property Management	RMB1.31 million	Both 2024 Qianhai Bay Garden Lease Agreements with CM Property Management	RMB0.96 million
	Both 2024 Qianhai Bay Garden Lease Agreements with CM Property Management	RMB0.09 million		
Chiwan Container Terminal	Existing Qianhai Bay Garden Lease Agreement with Chiwan Container Terminal	RMB0.61 million	2024 Qianhai Bay Garden Lease Agreement with Chiwan Container Terminal	RMB0.77 million
	2024 Qianhai Bay Garden Lease Agreement with Chiwan Container Terminal	RMB0.13 million		
CMPG	Existing Qianhai Bay Garden Lease Agreement with CMPG	RMB1.34 million	2024 Qianhai Bay Garden Lease Agreement with CMPG	RMB1.76 million
	2024 Qianhai Bay Garden Lease Agreement with CMPG	RMB0.30 million		
Chiwan Port	Existing Qianhai Bay Garden Lease Agreement with Chiwan Port	RMB0.99 million	2024 Qianhai Bay Garden Lease Agreement with Chiwan Port	RMB1.38 million
	2024 Qianhai Bay Garden Lease Agreement with Chiwan Port	RMB0.23 million		
CMBL	Existing Qianhai Bay Garden Lease Agreement with CMBL	RMB2.56 million	2024 Qianhai Bay Garden Lease Agreement with CMBL	RMB2.85 million
	2024 Qianhai Bay Garden Lease Agreement with CMBL	RMB0.48 million		

Lessee	Fees payable to the Group under the Qianhai Bay Garden Lease Agreements for the years ending 31 December			
	2024		2025	
CMIT	Existing Qianhai Bay Garden Lease Agreement with CMIT	RMB1.09 million	2024 Qianhai Bay Garden Lease Agreement with CMIT	RMB1.43 million
	2024 Qianhai Bay Garden Lease Agreement with CMIT	RMB0.24 million		
CM Chuangrong	Existing Qianhai Bay Garden Lease Agreement with CM Chuangrong	RMB0.15 million	2024 Qianhai Bay Garden Lease Agreement with CM Chuangrong	RMB0.18 million
	2024 Qianhai Bay Garden Lease Agreement with CM Chuangrong	RMB0.03 million		
Shenzhen Gangteng	Existing Qianhai Bay Garden Lease Agreement with Shenzhen Gangteng	RMB0.28 million	2024 Qianhai Bay Garden Lease Agreement with Shenzhen Gangteng	RMB0.35 million
	2024 Qianhai Bay Garden Lease Agreement with Shenzhen Gangteng	RMB0.06 million		
Shenzhen West Security	Existing Qianhai Bay Garden Lease Agreement with Shenzhen West Security	RMB0.34 million	—	
<b>Total</b>	<b>RMB12.56 million</b>		<b>RMB11.58 million</b>	

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of each of these transactions under the Qianhai Bay Garden Lease Agreements, on a standalone basis, are less than 0.1% and therefore, these transactions, on a standalone basis, constitute de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. However, as these transactions under the Qianhai Bay Garden Lease Agreements are of a similar nature or otherwise connected, these transactions will need to be aggregated as if they are one transaction.

Reference is made to the announcements made by the Company on 28 September 2023 and 22 March 2024 in relation to the Existing Qianhai Bay Garden Lease Agreements, pursuant to which these Existing Qianhai Bay Garden Lease Agreements are subject to an annual cap of RMB11.95 million (equivalent to approximately HK\$13.28 million) for the year ending 31 December 2024. Such annual cap has been determined with reference to the rental income receivable by the Group under the Existing Qianhai Bay Garden Lease Agreements, subject to an increment of approximately 10% to cater for potential additional staff quarters to be provided to the Existing Lessees in line with their housing needs and the prevailing market.

In view of the expiry of some of the Existing Qianhai Bay Garden Lease Agreements and the need to cater for additional needs for employee housing, the Group entered into or renewed the 2024 Qianhai Bay Garden Lease Agreements with the 2024 Lessees. As a result, the Directors expect that the annual cap in respect of the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements for the year ending 31 December 2024 will not be sufficient. Accordingly, on 27 September 2024, the Directors resolved to revise the aggregate annual cap in respect of the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements upwards to RMB13.82million (equivalent to approximately HK\$15.36 million) for the year ending 31 December 2024. The Directors also resolved to set aggregate annual cap in respect of the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements for the year ending 31 December 2025 at RMB12.74 million (equivalent to approximately HK\$14.16 million). Such aggregate annual caps are determined with reference to the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements, subject to an increment of approximately 10% to cater for potential additional staff quarters to be provided to the Lessees in line with their housing needs and the prevailing market.

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the aggregate annual caps for the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements for the years ending 31 December 2024 and 2025 respectively exceed 0.1% but are below 5%, these transactions are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **2. EQUIPMENT MODIFICATION AGREEMENTS**

On 27 September 2024, CICT entered into the Equipment Modification (Empty Stackers) Agreement and Equipment Modification (Terminal Tractors) Agreement with Hoi Tung.



The key terms of the Equipment Modification (Empty Stackers) Agreement and Equipment Modification (Terminal Tractors) Agreement are set out below:

	<b>Equipment Modification (Empty Stackers) Agreement</b>	<b>Equipment Modification (Terminal Tractors) Agreement</b>
<b>Parties</b>	(1) CICT (2) Hoi Tung	
<b>Scope of Service</b>	Hoi Tung shall be responsible for the production, supply, installation and testing of equipment for the modification of 2 diesel driven empty stackers to electric driven empty stackers at the Colombo International Container Terminal.	Hoi Tung shall be responsible for the production, supply and installation of equipment for the modification of 54 diesel driven terminal tractors to fully electric driven terminal tractors at the Colombo International Container Terminal, and the provision of on-site guidance and quality monitoring of the disassembly, installation, commissioning and testing of the relevant equipment.
<b>Delivery and completion</b>	Hoi Tung shall complete the supply and installation of the equipment within 147 calendar days commencing from the effective date of the Equipment Modification (Empty Stackers) Agreement.  CICT shall check the quality of the equipment delivered in accordance with the specifications stated in the Equipment Modification (Empty Stackers) Agreement and issue a certificate of acceptance. After completion of the installation of the equipment, CICT shall conduct a final inspection of the equipment and issue a certificate of completion upon satisfactory inspection.	Hoi Tung shall complete the supply and installation of a minimum of 20 units of equipment within the year 2024, depending on the release of the terminal tractors by CICT, whereas the remaining units shall be completed during the term of the Equipment Modification (Terminal Tractors) Agreement.  CICT shall check the quality of the equipment delivered in accordance with the specifications stated in the Equipment Modification (Terminal Tractors) Agreement and issue a certificate of acceptance. After completion of the installation of the equipment, CICT shall conduct a final inspection of the equipment and issue a certificate of completion upon satisfactory inspection.
<b>Term</b>	Shall be valid for a period of 12 months with effect from 1 October 2024 and could be extended mutually in writing by the parties.	Shall be valid for a period of 24 months with effect from 1 October 2024 and could be extended mutually in writing by the parties.

	<b>Equipment Modification (Empty Stackers) Agreement</b>	<b>Equipment Modification (Terminal Tractors) Agreement</b>
<b>Warranty</b>	<p>Within 14 calendar days commencing from the date of acceptance of the equipment, Hoi Tung shall obtain (at its own cost) a warranty security issued by a reputable international bank in the value of 10% of the total contract price in the format acceptable to CICT.</p> <p>CICT shall provide warranty for the installed equipment for a period of 24 months commencing from the date of CICT's issuance of the certificate of completion.</p>	<p>Within 14 calendar days commencing from the date of acceptance of the equipment, Hoi Tung shall obtain (at its own cost) a warranty security issued by a reputable international bank in the value of 10% of the total contract price in the format acceptable to CICT.</p> <p>CICT shall provide warranty for the installed equipment for a period of 18 months commencing from the date of CICT's issuance of the certificate of completion.</p>
<b>Contract price and payment terms</b>	<p>CICT shall pay Hoi Tung a total of RMB1.50 million (equivalent to approximately HK\$1.67 million) in 2 installments in accordance with the following timeline:</p> <p>(1) RMB1.35 million, representing approximately 90% of the contract price, shall be paid within 60 calendar days upon receiving the materials and the issuance of certification of acceptance by CICT;</p> <p>(2) RMB0.15 million, representing approximately 10% of the contract price, shall be paid within 30 calendar days upon submission of a warranty bank bond as stated under the Equipment Modification (Empty Stackers) Agreement.</p> <p>Payment shall be made by bank transfer.</p>	<p>CICT shall pay Hoi Tung a total of RMB27.94 million (equivalent to approximately HK\$31.04 million) in 4 installments in accordance with the following timeline:</p> <p>(1) RMB9.78 million, representing approximately 35% of the contract price, shall be paid upon signing of the agreement and upon establishment of a letter of credit as stated under the Equipment Modification (Terminal Tractors) Agreement;</p> <p>(2) RMB4.19 million, representing approximately 15% of the contract price, shall be paid upon shipment of materials in accordance with the requirements of the Equipment Modification (Terminal Tractors) Agreement;</p>

	<b>Equipment Modification (Empty Stackers) Agreement</b>	<b>Equipment Modification (Terminal Tractors) Agreement</b>
		<p>(3) RMB11.17 million, representing approximately 40% of the contract price, shall be paid upon acceptance of the delivered materials and the issuance of the certificate of acceptance by CICT in accordance with the Equipment Modification (Terminal Tractors) Agreement;</p> <p>(4) RMB2.80 million, representing approximately 10% of the contract price, shall be paid upon submission of a bank bond as stated under the Equipment Modification Installation (Terminal Tractors) Agreement.</p> <p>Payment shall be made by bank transfer.</p>

The Group intends to finance the payment of the total consideration using its internal resources.

The fees payable by CICT under the Equipment Modification Agreements were determined between the parties on an arm's length basis with reference to material expenses, equipment charges and expenditure on manpower for the project estimated to be incurred by Hoi Tung, type, specifications and quantity of services and equipment under the Equipment Modification Agreements, complexity of the services and the prevailing market price of similar equipment and services provided by Independent Third Party providers or by Hoi Tung to other Independent Third Parties.

## **Listing Rules Implications**

Hoi Tung is an indirect subsidiary of CMG, the ultimate holding company of the Company. Accordingly, Hoi Tung is a connected person of the Company and the transactions contemplated under the Equipment Modification Agreements constitute connected transactions of the Company under the Listing Rules.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Equipment Modification (Empty Stackers) Agreement, on a standalone basis, are less than 0.1% and therefore, the transaction, on a standalone basis, constitutes de minimis connected transaction pursuant to Rule 14A.76(1) of the Listing Rules and is fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. However, as both the Equipment Modification (Empty Stackers) Agreement and the Equipment Modification (Terminal Tractors) Agreement are of a similar nature or otherwise connected, these transactions will need to be aggregated as if they are one transaction.

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Equipment Modification Agreements exceed 0.1% but are below 5%, these transactions are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **3. EQUIPMENT SALES AGREEMENTS**

On 27 September 2024, HIPG entered into the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement and the Equipment Sales (5 Yard Cranes) Agreement with DTBP and DCT respectively.

The key terms of the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement and the Equipment Sales (5 Yard Cranes) Agreement are set out below:

	<b>Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement</b>	<b>Equipment Sales (5 Yard Cranes) Agreement</b>
Parties	(1) DTBP (as seller) (2) HIPG (as buyer) (3) DUKP (as export agent)	(1) DCT (as seller) (2) HIPG (as buyer) (3) DUKP (as export agent)
Subject matter	DTBP shall sell 4 quay cranes and 8 yard cranes and related spare parts, warranties, personnel training, and other services provided by the original equipment manufacturer, located at berths 203 and 204 of the Taiping Bay Port Container Terminal in Dalian City, PRC to HIPG.  DUKP shall be responsible for receiving payment of the consideration from HIPG on behalf of DTBP and handling export customs clearance for the export of the equipment from PRC to Sri Lanka.	DCT shall sell 5 NOELL branded yard cranes located at the Container Terminal Dayaowan Port in Dalian City, PRC to HIPG.  DUKP shall be responsible for receiving payment of the consideration from HIPG on behalf of DCT and handling export customs clearance for the export of the equipment from PRC to Sri Lanka.
Delivery	HIPG shall accept the delivery of equipment on site at the Taiping Bay Port Container Terminal in “as is” condition on the date of the signing of the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement. All delivery costs shall be borne by HIPG.	HIPG shall accept the delivery of equipment on site at the Container Terminal Dayaowan Port in “as is” condition on the date of signing of the Equipment Sales (5 Yard Cranes) Agreement. All delivery costs shall be borne by HIPG.

	<b>Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement</b>	<b>Equipment Sales (5 Yard Cranes) Agreement</b>
Contract price and payment terms	<p>HIPG shall pay DTBP a total of USD26.74 million (equivalent to approximately HK\$209 million) in 3 installments in accordance with the following timeline:</p> <p>(i) USD7.98 million, representing approximately 30% of the contract price, shall be paid before 15 October 2024;</p> <p>(ii) USD13.37 million, representing approximately 50% of the contract price, shall be paid before 30 November 2024;</p> <p>(iii) USD5.39 million, representing approximately 20% of the contract price, shall be paid before 25 February 2025.</p> <p>Payment shall be made by bank transfer.</p>	<p>HIPG shall pay DCT a total of USD1.45 million (equivalent to approximately HK\$11.31 million) in 3 installments in accordance with the following timeline:</p> <p>(i) USD0.44 million, representing approximately 30% of the contract price, shall be paid before 15 October 2024;</p> <p>(ii) USD0.72 million, representing approximately 50% of the contract price, shall be paid before 30 November 2024;</p> <p>(iii) USD0.29 million, representing approximately 20% of the contract price, shall be paid before 25 February 2025.</p> <p>Payment shall be made by bank transfer.</p>

The Group intends to finance the payment of the total consideration using its internal resources.

The consideration payable by HIPG under the Equipment Sales Agreements was determined between the parties on an arm's length basis with reference to type, specifications, quantity of equipment under the Equipment Sales Agreements and prevailing market price of similar equipment sold by Independent Third Parties vendors or by DTBP and DCT to other Independent Third Parties.

### **Listing Rules Implications**

DTBP, DCT and DUKP are indirect subsidiaries of CMG, the ultimate holding company of the Company. Accordingly, DTBP, DCT and DUKP are connected persons of the Company and the transactions contemplated under both the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement and the Equipment Sales (5 Yard Cranes) Agreement constitute connected transactions of the Company under the Listing Rules.

As the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement and the Equipment Sales (5 Yard Cranes) Agreement are of a similar nature or otherwise connected, these transactions will need to be aggregated as if they are one transaction. Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Equipment Sales Agreements exceed 0.1% but are below 5%, these transactions are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

#### **4. INTERNAL CONTROL MEASURES**

The Company has established the following internal control measures to monitor the transactions contemplated under the 2024 Qianhai Bay Garden Lease Agreements to ensure that the terms of the relevant agreements and their respective pricing bases are complied with:

- (i) the finance department of the Company will perform half-yearly reporting of the actual transaction amounts;
- (ii) the Company will have specifically designated personnel from the relevant departments to monitor the actual transaction amounts in relation to the transactions and report to the management team on a quarterly basis to ensure that the respective annual caps are not exceeded;
- (iii) the Company will conduct internal control review, including review of financial, operational and compliance controls, on a continuous basis; and
- (iv) the auditors of the Company and the independent non-executive Directors will conduct annual review on the transactions in accordance with the Listing Rules.

#### **5. GENERAL INFORMATION**

Chiwan Container Terminal is a company incorporated in the PRC and an indirect subsidiary of CMPG and therefore a connected person of the Company. Its principal activities are port handling, warehousing and stacking businesses.

Chiwan Port is a company incorporated in the PRC and an indirect subsidiary of CMPG and therefore a connected person of the Company. Its principal activities are providing management services, loading and unloading services, international freight forwarding agency, lease and maintenance services for port facilities, equipment and port machinery, warehousing services and cargo road transportation for the port.

CICT is a company incorporated in Sri Lanka and an indirect subsidiary of the Company. Its principal activity is provision of container terminal services in Colombo, Sri Lanka.

CMBL is a company incorporated in the PRC and a 60%-owned subsidiary of the Company and 40%-owned by CMPG, a substantial shareholder of the Company. Accordingly, CMBL is a connected subsidiary of the Company. Its principal activity is providing bonded logistics services.

CM Chuangrong is a company incorporated in the PRC and an indirect subsidiary of CMPG and therefore a connected person of the Company. Its principal activities are technical development of computer networks and software, technological services, transfer and consulting, earthwork design and construction, general cargo road transportation and internet information services.

CMG, the ultimate holding company of the Company, is an enterprise wholly-owned by the PRC Government (the State Council of the PRC) and supervised by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC. It mainly provides services in three sectors, including transportation and related infrastructure, financial investment and asset management, and industry park and property development and management.

CMIT is a company incorporated in the PRC and an indirect subsidiary of CMPG and therefore a connected person of the Company. Its principal activity is providing technology solutions.

CMPG, a company incorporated in the PRC whose A shares and B shares are listed on the Shenzhen Stock Exchange (Stock Code: 001872/201872) and a substantial shareholder of the Company. Its principal activity is logistics service, container terminal and port management.

CM Property Management is a company incorporated in the PRC and an indirect subsidiary of CMG and therefore a connected person of the Company. Its principal activities are property management, maintenance, renovations and engineering consultancy services.

DCT is a company incorporated in the PRC and an indirect subsidiary of CMG and therefore a connected person of the Company. Its principal activities are port operation, various engineering construction activities, road freight transportation, road freight transportation station operation, customs-supervised cargo warehousing services, bonded logistics center operation, urban distribution transportation services, bonded warehouse operation, export-supervised warehouse operation, special equipment installation, transformation and repair.



DTBP is a company incorporated in the PRC and an indirect subsidiary of CMG and therefore a connected person of the Company. Its principal activities are operation of port and bonded warehouse.

DUKP is a company incorporated in the PRC and an indirect subsidiary of CMG and therefore a connected person of the Company. Its principal activities are import and export of goods, import and export agency, trade brokerage, automobile sales, auto parts wholesale, second-hand car distribution, second-hand car brokerage, car rental, domestic freight forwarding agency, general cargo warehousing services, international freight forwarding agency.

HIPG is a company incorporated in Sri Lanka and an indirect subsidiary of the Company. Its principal activities are port development, management and operation.

Hoi Tung is a company incorporated in Hong Kong and an indirect subsidiary of CMG and therefore a connected person of the Company. Its principal business is the provision of energy systems to ports.

Qianhai Bay Property is a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company. Its principal business is property management.

Shenzhen Gangteng is a company incorporated in the PRC and a subsidiary of CMPG and therefore a connected person of the Company. Its principal activities are software development, basic artificial intelligence software development, network and information security software development, artificial intelligence application software development and internet data services.

Shenzhen West Security is a company incorporated in the PRC and an indirect subsidiary of CMG and therefore a connected person of the Company. Its principal activities are providing guard, patrol and other internal security services, escort service for valuables and dangerous goods, security services for public activities, and for large-scale entertainment activities and sports competitions, service of security technology prevention facilities, security advisory services, etc.

Yiu Lian is a company incorporated in the PRC and an indirect wholly-owned subsidiary of CMG and therefore a connected person of the Company. Its principal business is the ownership and operation of dockyards.

## **6. REASONS AND BENEFITS OF THE TRANSACTIONS**

The core business of the Group includes port and port-related business.

### ***Qianhai Bay Garden Lease Agreements***

The leasing of the units in Qianhai Bay Garden by Qianhai Bay Property to CMG Group and CMPG Group can increase the occupancy rate and bring stable rental income to the Group and is in the interest of the Company and its shareholders as a whole.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the 2024 Qianhai Bay Garden Lease Agreements were entered into on normal commercial terms and in the ordinary and usual course of business of the Company.

Having considered the market rent in nearby areas and the market value of the properties, and the need to cater for additional needs for employee housing, the Directors, including the independent non-executive Directors, are of the view that the terms of the 2024 Qianhai Bay Garden Lease Agreements, the revised annual cap and the annual cap for each of the two years ending 31 December 2024 and 2025 respectively in respect of the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements are fair and reasonable and in the interest of the Company and its shareholders as a whole.

### ***Equipment Modification Agreements***

Hoi Tung has experience in supplying materials and installation of equipment for electrification of port facilities. The Directors, including the independent non-executive Directors, consider that the Equipment Modification Agreements will enable the Group to offer various port and port-related services in a more cost-effective way, facilitate smooth business operations and maintain the Group's sustainable growth through the electrification of port facilities, by leveraging on Hoi Tung's technique, expertise and experience in providing electrification services and equipment.

The Directors, including the independent non-executive Directors, are of the view that the Equipment Modification (Empty Stackers) Agreement and Equipment Modification (Terminal Tractors) Agreement were entered into on normal commercial terms and in the ordinary and usual course of business of the Company, and that the terms of Equipment Modification (Empty Stackers) Agreement and Equipment Modification (Terminal Tractors) Agreement are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

## *Equipment Sales Agreements*

Purchasing the quay cranes and yard cranes will improve the overall operating efficiency and further enhance the cargo handling operational capacity of Hambantota International Port. The Directors, including the independent non-executive Directors, consider that the Equipment Sales Agreements will enable the Group to further develop Hambantota International Port and maintain the Group's sustainable growth.

The Directors, including the independent non-executive Directors, are of the view that the Equipment Sales (5 Yard Cranes) Agreement and Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement were entered into on normal commercial terms and in the ordinary and usual course of business of the Company, and that the terms of Equipment Sales (5 Yard Cranes) Agreement and Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

None of the Directors have a material interest in the Qianhai Bay Garden Lease Agreements, the Equipment Modification Agreements, the Equipment Sales Agreements, nor are they required to abstain from voting in the relevant Board resolutions.

## **7. DEFINITIONS**

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

<b>“2024 Lessees”</b>	CM Property Management, Chiwan Container Terminal, CMPG, Chiwan Port, CMBL, CMIT, CM Chuangrong and Shenzhen Gangteng
<b>“2024 Qianhai Bay Garden Lease Agreements”</b>	collectively, the lease agreements entered into between Qianhai Bay Property on the one hand, and the 2024 Lessees on the other hand, which are the subject of this announcement, each an <b>“2024 Qianhai Bay Garden Lease Agreement”</b>
<b>“Board”</b>	the board of Directors of the Company
<b>“Chiwan Container Terminal”</b>	Chiwan Container Terminal Co., Ltd.* (赤灣集裝箱碼頭有限公司), a company incorporated in the PRC and an indirect subsidiary of CMPG

<b>“Chiwan Port”</b>	Shenzhen Chiwan Port Development Co., Ltd.* (深圳赤灣港口發展有限公司), a company incorporated in the PRC and an indirect subsidiary of CMPG
<b>“CICT”</b>	Colombo International Container Terminals Limited, a company incorporated in Sri Lanka and an indirect subsidiary of the Company
<b>“CM Chuangrong”</b>	China Merchants Chuangrong (Shenzhen) Technology Co., Ltd.* (招港創融(深圳)科技有限公司), a company incorporated in the PRC and an indirect subsidiary of CMPG
<b>“CM Property Management”</b>	Shenzhen China Merchants Property Management Co., Ltd.* (深圳招商物業管理有限公司), a company incorporated in the PRC and an indirect subsidiary of CMG
<b>“CMBL”</b>	China Merchants Bonded Logistics Co., Ltd.* (招商局保稅物流有限公司), a company incorporated in the PRC and a 60%-owned subsidiary of the Company and the rest of 40% shareholding owned by CMPG
<b>“CMG”</b>	China Merchants Group Limited (招商局集團有限公司), a company incorporated in the PRC and the ultimate holding company of the Company
<b>“CMG Group”</b>	CMG and its subsidiaries, excluding the Group
<b>“CMIT”</b>	China Merchants International Technology Company Limited* (招商局國際科技有限公司), a company incorporated in the PRC and an indirect subsidiary of CMPG
<b>“CMPG”</b>	China Merchants Port Group Co., Ltd.* (招商局港口集團股份有限公司), a company incorporated in the PRC whose A shares and B shares are listed on the Shenzhen Stock Exchange (Stock Code: 001872/201872) and a substantial shareholder of the Company
<b>“CMPG Group”</b>	CMPG and its subsidiaries, excluding the Group

<b>“Company”</b>	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 (Stock Code: 00144)
<b>“connected person”</b>	has the meaning ascribed to this term under Rule 14A.06 of the Listing Rules
<b>“DCT”</b>	Dalian Container Terminal Co., Ltd.* (大連集裝箱碼頭有限公司), a company incorporated in the PRC and an indirect subsidiary of CMG
<b>“Directors”</b>	the directors of the Company
<b>“DTBP”</b>	Dalian Taiping Bay Port Co., Ltd.* (大連太平灣港口有限公司), a company incorporated in the PRC and an indirect subsidiary of CMG
<b>“DUKP”</b>	Dalian United King Port Auto Trade Co., Ltd.* (大連金港聯合汽車國際貿易有限公司), a company incorporated in the PRC, an indirect subsidiary of CMG
<b>“Equipment Modification Agreements”</b>	collectively, the Equipment Modification (Empty Stackers) Agreement and the Equipment Modification (Terminal Tractors) Agreement
<b>“Equipment Modification (Empty Stackers) Agreement”</b>	the agreement dated 27 September 2024 entered into between CICT and Hoi Tung in relation to the modification of equipment for the electrification of empty stackers at the Colombo International Container Terminal
<b>“Equipment Modification (Terminal Tractors) Agreement”</b>	the agreement dated 27 September 2024 entered into between CICT and Hoi Tung in relation to the modification of equipment for the electrification of terminal tractors at the Colombo International Container Terminal
<b>“Equipment Sales Agreements”</b>	collectively, the Equipment Sales (5 Yard Cranes) Agreement and the Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement

<b>“Equipment Sales (4 Quay Cranes and 8 Yard Cranes) Agreement”</b>	the agreement dated 27 September 2024 entered into between HIPG, DTBP and DUKP whereas DTBP shall sell to HIPG 4 quay cranes and 8 yard cranes located at the Taiping Bay Port Container Terminal in Dalian City, PRC
<b>“Equipment Sales (5 Yard Cranes) Agreement”</b>	the agreement dated 27 September 2024 entered into between HIPG, DCT and DUKP whereas DCT shall sell to HIPG 5 NOELL branded yard cranes located at the Container Terminal Dayaowan Port in Dalian City, PRC
<b>“Existing Lessees”</b>	Yiu Lian, CMPG, Chiwan Container Terminal, Chiwan Port, CMBL, CMIT, CM Chuangrong, Shenzhen Gangteng, Shenzhen West Security and CM Property Management
<b>“Existing Qianhai Bay Garden Lease Agreements”</b>	collectively, the lease agreements entered into between Qianhai Bay Property on the one hand, and the Existing Lessees on the other hand, which are the subject of announcements published by the Company on 28 September 2023 and 22 March 2024, each an <b>“Existing Qianhai Bay Garden Lease Agreement”</b>
<b>“Group”</b>	the Company and its subsidiaries
<b>“HIPG”</b>	Hambantota International Port Group (Private) Limited, a company incorporated in Sri Lanka and an indirect subsidiary of the Company
<b>“HK\$”</b>	Hong Kong dollar, the lawful currency of Hong Kong
<b>“Hoi Tung”</b>	Hoi Tung Innotek (HongKong) Co., Limited (海通科創(香港)有限公司), a company incorporated in Hong Kong and an indirect subsidiary of CMG
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC
<b>“Independent Third Party(ies)”</b>	an independent third party not connected with the Company, its directors, chief executives and substantial shareholders and any of its associates within the meaning of the Listing Rules

<b>“Lessees”</b>	collectively, the Existing Lessees and the 2024 Lessees
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
<b>“PRC”</b>	the People’s Republic of China
<b>“Qianhai Bay Garden”</b>	Qianhai Bay Garden* (前海灣花園), residential properties located in Shenzhen, PRC
<b>“Qianhai Bay Garden Lease Agreements”</b>	collectively, the Existing Qianhai Bay Garden Lease Agreements and the 2024 Qianhai Bay Garden Lease Agreements
<b>“Qianhai Bay Property”</b>	China Merchants Qianhai Bay Property Co., Ltd.* (深圳市招商前海灣置業有限公司), a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
<b>“RMB”</b>	Renminbi, the lawful currency of the PRC
<b>“Shenzhen Gangteng”</b>	Shenzhen Gangteng Internet Technology Co., Ltd.* (深圳港騰互聯科技有限公司), a company incorporated in the PRC and a subsidiary of CMPG
<b>“Shenzhen West Security”</b>	Shenzhen West Port Security Service Co., Ltd.* (深圳西部港口保安服務有限公司), a company incorporated in the PRC and an indirect subsidiary of CMG
<b>“subsidiary(ies)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“USD”</b>	United States dollar, the lawful currency of the United States of America
<b>“Yiu Lian”</b>	Yiu Lian Dockyards (Shekou) Limited* (友聯船廠(蛇口)有限公司), a company incorporated in the PRC and an indirect wholly-owned subsidiary of CMG
<b>“%”</b>	per cent.

\* For identification purpose only

*For reference only, an exchange rate of HK\$1.00 to RMB0.90 has been used for the conversion of Renminbi into Hong Kong dollar and an exchange rate of USD1.00 to HK\$7.80 has been used for the conversion of United States dollar into Hong Kong dollar in this announcement.*

By Order of the Board  
**China Merchants Port Holdings Company Limited**  
**Feng Boming**  
*Chairman*

Hong Kong, 27 September 2024

*As at the date of this announcement, the Board comprises Mr. Feng Boming (Chairman), Mr. Yim Kong and Mr. Yang Guolin as Non-Executive Directors; Mr. Xu Song, Mr. Lu Yongxin and Mr. Tu Xiaoping as Executive Directors; and Mr. Chan Hiu Fung Nicholas, Ms. Chan Yuen Sau Kelly, Mr. Li Ka Fai David, Mr. Wong Chi Wing and Ms. Wong Pui Wah as Independent Non-Executive Directors.*