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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)

CONNECTED TRANSACTION
STRUCTURED LEASE AGREEMENT

STRUCTURED LEASE AGREEMENT

On 3 November 2026, HIPG entered into the Structured Lease Agreement with Ocean Offshore. Pursuant to the Structured Lease Agreement, HIPG agreed to transfer all legal and beneficial right, title and interest in and to the Equipment to Ocean Offshore, and Ocean Offshore agreed to accept and be granted all legal and beneficial right, title and interest in and to the Equipment, with the intention that Ocean Offshore shall then immediately lease the Equipment back to HIPG for the Lease Period.

On the same date, as security for the performance of HIPG's obligations under the Structured Lease Agreement, HIPG entered into the Lessee's Assignment with Ocean Offshore, pursuant to which HIPG assigned to Ocean Offshore its rights and interest in and to, among other things, the Insurances and any Requisition Compensation in respect of the Equipment.

Ocean Offshore is an indirect wholly-owned subsidiary of CMG, the ultimate holding company of the Company, and therefore a connected person of the Company. Accordingly, the transactions contemplated under the Structured Lease Agreement and the Lessee's Assignment constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Structured Lease Agreement and the Lessee's Assignment exceed 0.1% but all of them are below 5%, these transactions are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

1. BACKGROUND

Pursuant to the Procurement Contract dated 10 January 2026, HIPG agreed to purchase 22 cranes from an independent third-party supplier at a contract price of USD90,747,530 (equivalent to approximately HK$707.83 million).

Upon completion of the manufacture and delivery of the Equipment to HIPG under the Procurement Contract, HIPG will transfer title in the Equipment to Ocean Offshore, and Ocean Offshore will lease the Equipment back to HIPG. Ocean Offshore has agreed to finance, directly or indirectly, the acquisition of the Equipment on the basis that HIPG shall repay Ocean Offshore through the rentals and other amounts payable under the Structured Lease Agreement.

2. STRUCTURED LEASE AGREEMENT

Key terms of the Structured Lease Agreement are as follows:

Date:	3 November 2026
Parties:	(i) HIPG, as lessee (ii) Ocean Offshore, as lessor
Leased assets:	The Equipment, comprising 22 cranes at Hambantota International Port, being five quay cranes, one feeder quay crane and 16 rubber gantry cranes. The aggregate net book value of the Equipment is USD90,747,530 (equivalent to approximately HK$707.83 million), being equal to its original cost, as the Equipment is newly manufactured and has not yet been placed into service.
Transfer of title and agreement to lease:	HIPG will transfer all the legal and beneficial right, title and interest in and to the Equipment to Ocean Offshore against payment of the Financing Amount in accordance with the Structured Lease Agreement. Simultaneously with the delivery to and acceptance by Ocean Offshore of the Equipment, Ocean Offshore shall lease and HIPG shall take on the lease of the Equipment for the lease term described below within which HIPG has the rights and benefits of use, possession or quiet enjoyment of the Equipment.

Conditions to effectiveness:	The Structured Lease Agreement will not become effective until HIPG's onshore controlling headquarters has completed the NDRC foreign debt registration.
Financing Amount:	An amount not more than 90% of the contract price of the Equipment under the Procurement Contract, subject to an aggregate cap of USD81,423,000 (equivalent to approximately HK$635.10 million). The Financing Amount is payable by Ocean Offshore in cash, in instalments, subject to satisfaction of the conditions precedent under the Structured Lease Agreement, including the delivery of the relevant payment notice by HIPG to Ocean Offshore. The Financing Amount was arrived at after arm's length negotiation between the Group and Ocean Offshore and is in effect the principal amount of a loan to be advanced by Ocean Offshore to HIPG.
Lease Period:	The period commencing on the earlier of (i) the date on which the delivery instalment is paid by Ocean Offshore and (ii) the day immediately following the expiry of the period of 12 months from the date on which Ocean Offshore remits the first financing instalment and ending on the date falling on the eighth anniversary of that first remittance date, unless terminated earlier in accordance with the Structured Lease Agreement.
Interest:	Interest shall accrue on each financing instalment paid before delivery and on the Rent principal balance at a rate equal to the aggregate of (i) the applicable three-month Term SOFR rate as at the date of calculation and (ii) a margin of 0.9% per annum.
Lease payment:	HIPG shall pay the Rent to an account designated by Ocean Offshore in arrears at six-monthly intervals and shall pay any interest accrued on financing instalments paid before delivery in arrears on the relevant pre-delivery interest payment dates.

Deposit:	HIPG shall pay to Ocean Offshore a non-interest-bearing deposit in an aggregate amount equivalent to 5% of the Financing Amount, payable in instalments no later than the date on which the corresponding financing instalment is remitted or, subject to Ocean Offshore's election, by way of set-off against the corresponding financing instalment.
Repurchase of Equipment:	On the date falling on the eighth anniversary of the date on which Ocean Offshore remits the first financing instalment, subject to payment of all moneys owing and payable to Ocean Offshore under the Structured Lease Agreement, HIPG shall be obliged to purchase the Equipment from Ocean Offshore for USD1.00 (equivalent to approximately HK$7.80). HIPG may also exercise an early purchase option after the first anniversary of the earlier of (i) the date on which the delivery instalment is paid by Ocean Offshore; and (ii) the day immediately following the expiry of the period of 12 months from the date on which Ocean Offshore remits the first financing instalment, by serving at least 60 days' prior written notice and paying the applicable purchase option price in accordance with the terms of the Structured Lease Agreement, provided that no default is continuing.
Security:	As continuing security for HIPG's obligations under the Structured Lease Agreement, HIPG will enter into the Lessee's Assignment, pursuant to which HIPG will assign to Ocean Offshore all of its rights, title and interest in and to the Insurances and any Requisition Compensation in respect of the Equipment. The Lessee's Assignment is governed by the laws of Sri Lanka. HIPG is also required to keep the Equipment insured and to name Ocean Offshore as additional insured and first-ranking loss payee.

The terms of the Structured Lease Agreement, including the Financing Amount and the margin, were arrived at after arm's length negotiations between the Group and Ocean Offshore, having regard to the terms offered by other financial leasing institutions, including the interest rate proposed, the term of the financing, administrative processes and security requirements.

3. LISTING RULES IMPLICATIONS

Ocean Offshore is an indirect wholly-owned subsidiary of CMG, the ultimate holding company of the Company, and therefore a connected person of the Company. Accordingly, the transactions contemplated under the Structured Lease Agreement and the Lessee's Assignment constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

Since one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Structured Lease Agreement and the Lessee's Assignment exceed 0.1% but all of them are below 5%, these transactions are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

4. REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The core business of the Group includes port and port-related business. The Group aims to strengthen and develop its port business and port-related business through enhancing the safety, efficiency and environmental performance of its terminal operations and through expanding its container-related logistics services.

HIPG engages in the business of container handling at Hambantota International Port. In order to fund its acquisition of the Equipment under the Procurement Contract, to ensure its production and operation, to broaden its financing channels and to strengthen its financing guarantee, HIPG requires new financing arrangements. After comparing the terms offered by various financial leasing institutions, including the interest rate proposed, the term of the financing, administrative processes and security requirements, the Board is of the view that the terms and conditions under the Structured Lease Agreement are the most beneficial for the Group as a whole. In particular, the margin of 0.9% per annum under the Structured Lease Agreement compares favourably with the margin of 2.8% per annum under the structured lease agreement entered into between HIPG and Ocean Offshore on 11 April 2025 as disclosed in the April 2025 Announcement.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Structured Lease Agreement and the Lessee's Assignment have been entered into on normal commercial terms and in the ordinary and usual course of business of the Group and that the terms of the Structured Lease Agreement and the Lessee's Assignment are fair and reasonable and in the interests of the Company and its shareholders as a whole.

None of the Directors has a material interest in the Structured Lease Agreement or the Lessee's Assignment, nor are they required to abstain from voting in the relevant board resolutions.

5. FINANCIAL EFFECTS AND USE OF PROCEEDS

The transactions contemplated under the Structured Lease Agreement will be accounted for as financing arrangements, and the transactions under such finance lease arrangements will not result in the Group recording any disposal gains or losses. The Equipment will be recognised as finance lease assets in the financial accounts of the Group on a consolidated basis as a result of the Structured Lease Agreement. The Financing Amount is in effect the principal amount of a loan to be advanced by Ocean Offshore to HIPG.

The Financing Amount will be applied towards the purchase of the Equipment under the Procurement Contract and the operation of the Equipment and the business of HIPG, and towards broadening its financing channels and increasing its financial resources.

6. GENERAL INFORMATION

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.

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

Ocean Offshore is a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of CMG, and therefore a connected person of the Company. Its principal activities are provision of leasing, investment, purchase and disposal of ships services.

7. DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

"**April 2025 Announcement**"	the announcement of the Company dated 11 April 2025 in relation to the structured lease agreement entered into between HIPG and Ocean Offshore
"**Board**"	the board of Directors of the Company
"**CMG**"	China Merchants Group Limited, a company incorporated in the PRC and the ultimate holding company of the Company
"**Company**"	China Merchants Port Holdings Company Limited, a company incorporated in Hong Kong and whose shares are listed on the Main Board of the HKSE (Stock Code: 00144)
"**connected person**"	has the meaning ascribed to this term under Rule 14A.06 of the Listing Rules
"**Directors**"	the directors of the Company
"**Equipment**"	the 22 cranes at Hambantota International Port which are the subject of the Structured Lease Agreement, being five quay cranes, one feeder quay crane and 16 rubber gantry cranes
"**Financing Amount**"	an amount not more than 90% of the contract price of the Equipment under the Procurement Contract, provided that the aggregate financing amount shall not exceed USD 81,423,000 (equivalent to approximately HK$635.10 million)
"**Group**"	the Company and its subsidiaries
"**HIPG**"	Hambantota International Port Group (Private) Limited, a company incorporated in Sri Lanka and an indirect subsidiary of the Company
"**HK$**"	Hong Kong dollars, the lawful currency of Hong Kong

"**HKSE**"	The Stock Exchange of Hong Kong Limited
"**Hong Kong**"	the Hong Kong Special Administrative Region of the PRC
"**Insurances**"	all policies and contracts of insurance which are from time to time taken out in respect of the Equipment or otherwise in connection with the Equipment
"**Lease Period**"	the term of the lease pursuant to the Structured Lease Agreement
"**Lessee's Assignment**"	the deed of assignment dated 3 November 2026 entered into between HIPG as assignor and Ocean Offshore as assignee in relation to, among other things, the Insurances and any Requisition Compensation
"**Listing Rules**"	the Rules Governing the Listing of Securities on the HKSE
"**NDRC**"	National Development and Reform Commission of the PRC
"**Ocean Offshore**"	Ocean Offshore 2403 Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of CMG
"**PRC**"	the People's Republic of China
"**Procurement Contract**"	the contract dated 10 January 2026 entered into between HIPG and an independent third-party equipment supplier in respect of the procurement of the Equipment, at a contract price of USD90,747,530
"**Rent**"	the rent payable by HIPG under the Structured Lease Agreement
"**Requisition Compensation**"	all compensation or other money which may from time to time be payable as a result of the Equipment being requisitioned for title or in any other way compulsorily acquired, other than by way of requisition for hire
"**Structured Lease Agreement**"	the structured lease agreement dated 3 November 2026 entered into between HIPG as lessee and Ocean Offshore as lessor in relation to the transfer of title to and the lease of the Equipment

"**subsidiary(ies)**"	has the meaning ascribed to it under the Listing Rules
"**Term SOFR**"	the term SOFR reference rate administered by CME Group Benchmark Administration Limited (or any other person which takes over the administration of that rate) for the relevant period
"**USD**"	United States dollars, the lawful currency of the United States of America
"**%**"	per cent.

For reference only, an exchange rate of USD1.00 to HK$7.80 has been used for the conversion of United States dollar into Hong Kong dollar.

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

Hong Kong, 3 November 2026

As at the date of this announcement, the Board comprises Mr. Feng Boming (Chairman) and Mr. Yim Kong as Non-executive Directors; Mr. Xu Song, Mr. Lu Yongxin and Mr. Huang Qiang Zhong as Executive Directors; and Mr. Chan Hiu Fung Nicholas, Ms. Chan Yuen Sau Kelly, Mr. Wong Chi Wing and Ms. Wong Pui Wah as Independent Non-executive Directors.