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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Ocean Line Port Development Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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遠航港口發展有限公司

OCEAN LINE PORT DEVELOPMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8502)

**MAJOR TRANSACTION
IN RELATION TO FORMATION OF JOINT VENTURE COMPANY**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A letter from the Board is set out on pages 3 to 9 of this circular.

The Company has received a written approval of the JV Agreement and the transactions contemplated thereunder by Vital Force, which holds 600,000,000 Shares, representing 75% of the total issued Shares as at the Latest Practicable Date. Accordingly, pursuant to Rule 19.44 of the GEM Listing Rules, no general meeting of the Company will be convened for the purpose of approving the JV Agreement and the transactions contemplated thereunder. This circular is being despatched to the Shareholders for information only.

This circular will remain on the “Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.oceanlineport.com.

25 January 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 29 December 2023 in relation to the formation of the JV Company
“Board”	the board of Directors
“Chizhou Port Holding”	池州港遠航控股有限公司 (Chizhou Port Ocean Line Holdings Limited*), a company established in the PRC and an indirect 72%-owned subsidiary of the Company
“Company”	Ocean Line Port Development Limited (遠航港口發展有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 30 October 2017 and the issued Shares of which are listed on GEM (stock code:8502)
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a third party independent of and not connected with the Company and/or its subsidiaries and their respective connected persons
“JV”	the joint venture under the JV Agreement
“JV Agreement”	the joint venture agreement dated 29 December 2023 entered into between Chizhou Port Holding and the JV Partners in relation to the formation of the JV Company
“JV Company”	the company to be formed under the JV Agreement and to be established under the laws of the PRC with limited liability
“JV Partner I”	池州資產運營集團有限公司 (Chizhou Assets Operation Group Co., Ltd.*), a company established in the PRC with limited liability

DEFINITIONS

“JV Partner II”	安徽平天湖投資控股集團有限公司 (Anhui Pingtian Lake Investment Holding Group Co., Ltd.*), a company established in the PRC with limited liability
“JV Partners”	JV Partner I and JV Partner II
“Latest Practicable Date”	22 January 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau and Taiwan
“Project Land”	a piece of land located at Chizhou Economic Development Zone, East of Tongguan Port Project, North of Yanjiang Avenue* in Chizhou City, Anhui Province, the PRC (中國安徽省池州市池州經濟技術開發區銅冠碼頭項目以東沿江路以北) with an area of approximately 74,798 square metres
“SFO”	Securities and Futures Ordinance (Cap. 571)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary/subsidiaries”	has the meaning ascribed thereto in the GEM Listing Rules
“Vital Force”	Vital Force Developments Limited, a company incorporated in British Virgin Islands with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

* *The English transliteration of the Chinese names in this circular, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.*



遠航港口發展有限公司

OCEAN LINE PORT DEVELOPMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8502)

Executive Directors:

Kwai Sze Hoi
Huang Xueliang

Non-executive Director:

Cheung Wai Fung

Independent non-executive Directors:

Nie Rui
Li Weidong
Cheung Sze Ming

Registered Office:

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*Headquarter, Head Office and
Principal Place of Business in the PRC:*
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Chizhou, Anhui
PRC

*Principal Place of Business in
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Hong Kong Plaza
188 Connaught Road West
Hong Kong

25 January 2024

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTION
IN RELATION TO FORMATION OF JOINT VENTURE COMPANY**

INTRODUCTION

Reference is made to the Announcement in relation to the formation of the JV Company.

The purpose of this circular is to provide you with, *inter alia*, (i) further details on the JV Agreement and the transactions contemplated thereunder; and (ii) other information as required under the GEM Listing Rules, for information only.

LETTER FROM THE BOARD

On 29 December 2023 (after trading hours of the Stock Exchange), Chizhou Port Holding (an indirect 72%-owned subsidiary of the Company) entered into the JV Agreement with the JV Partners pursuant to which the parties agreed to establish the JV Company with a registered capital of RMB100,000,000.

THE JV AGREEMENT

The principal terms of the JV Agreement are as follows.

Date 29 December 2023 (after trading hours of the Stock Exchange)

Parties (i) Chizhou Port Holding;

(ii) JV Partner I; and

(iii) JV Partner II

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, as at the Latest Practicable Date, the JV Partners and their ultimate beneficial owners are Independent Third Parties.

Formation of the JV Company and its registered capital

Pursuant to the JV Agreement, Chizhou Port Holding, and the JV Partners agree to establish the JV Company that shall be principally engaged in (i) cargo handling (including barging), storage, custody, transit and surface transport, surface intermodal transport, water-rail intermodal transport; (ii) international and domestic freight forwarding services, including cargo collection, booking, chartering, customs clearance, inspection, agency transport, ship agency and supply services; and (iii) mineral products trade, port machinery and equipment maintenance.

Upon its establishment, the JV Company will be owned as to 60% by Chizhou Port Holding, 30% by the JV Partner I and 10% by JV Partner II, respectively. The registered share capital of the JV Company shall be RMB100,000,000, which will be contributed in cash as to 60% by Chizhou Port Holding (i.e. RMB60,000,000), 30% by the JV Partner I (i.e. RMB30,000,000) and 10% by JV Partner II (i.e. RMB10,000,000), respectively. 25% of the total registered share capital (i.e. RMB25,000,000) will be injected into the JV Company within one month after the establishment of the JV Company and the remaining balance of the registered share capital of the JV Company will be further injected into the JV Company depending on the progress of development of the JV Company and will be agreed further among the shareholders of the JV Company.

Accordingly, the JV Company will be accounted for as a subsidiary of the Group and its financial results will be consolidated into the consolidated financial statements of the Group. The capital contribution of RMB60,000,000 by Chizhou Port Holding will be funded by internal resources of the Group.

LETTER FROM THE BOARD

The amount of capital contributions was determined after arm's length negotiation between the parties to the JV Agreement with reference to the total registered share capital of the JV Company and their respective shareholding interest in the JV Company.

Condition precedent

The JV Agreement and the transactions contemplated thereunder are conditional upon the following conditions:

- (1) the Company having obtained the written approval from a Shareholder who holds more than 50% of the voting rights at the general meeting of the Company to approve the JV Agreement and the transactions contemplated thereunder; and
- (2) the Company having issued the circular in relation to the JV Agreement and the transactions contemplated thereunder as required pursuant to the GEM Listing Rules.

None of the above conditions are waivable. As at the Latest Practicable Date, the Company has received a written approval of the JV Agreement and the transactions contemplated thereunder by Vital Force, which holds 600,000,000 Shares, representing 75% of the total issue Shares as at the Latest Practicable Date. After the despatch of this circular to the Shareholders on 25 January 2024, the above conditions (1) and (2) will be fulfilled.

Corporate governance

The board of directors of the JV Company shall comprise seven directors. Chizhou Port Holding is entitled to nominate four directors and each of JV Partner I and JV Partner II is entitled to nominate one director. The employees of the JV Company are also entitled to elect an employee representative who will be appointed as a director. The chairman of the board of directors of the JV Company shall be nominated by Chizhou Port Holding. The board meetings of the JV Company shall only be held in the presence of more than two-thirds of all directors of the JV Company. Each director of the JV Company shall have one vote. Matters arising in any meeting of the board of directors of the JV Company shall be passed by a majority of not less than two-thirds of votes cast by such directors of the JV Company.

Shareholders' rights

Each shareholder of the JV Company has the following rights:

- (1) to participate or entrust others to participate in the shareholders' meetings and exercise voting rights in proportion to its capital contribution in the JV Company;
- (2) to understand the JV Company's operating status and financial status, supervise the JV Company's operation, administrative management and financial management work and make suggestions or inquiries;
- (3) to nominate director candidates and supervisor candidates in accordance with the articles of association of the JV Company;

LETTER FROM THE BOARD

- (4) to receive dividends, which will be distributed on a pro rata basis of the contributed registered capital;
- (5) to have priority to subscribe for the new capital of the JV Company on a pro rata basis of the contributed registered capital;
- (6) be entitled to distribution of remaining assets and properties of the JV Company after termination of the JV Company;
- (7) to review and copy the JV Company's articles of association, board of directors meeting resolutions, supervisors' decisions and financial accounting reports; and
- (8) other rights stipulated in laws, regulations and the JV Company's articles of association.

Distribution of profit

Each shareholder of the JV Company shall be entitled to, on a pro rata basis of the contributed registered capital, receive the dividend as the shareholders of the JV Company may decide from time to time in accordance with the laws and regulations of the PRC and the articles of association of the JV Company.

Equity transfer

The transfer of equity interests by a shareholder to a person other than a shareholder shall be subject to the consent of the other shareholders. The shareholder shall notify the other shareholders in writing of (i) its intention to transfer; (ii) the percentage of equity interests it intends to transfer; (iii) the terms and conditions of the transfer; and (iv) the basic information of the proposed transferee, etc. Other shareholders who have not responded within 30 days from the date of receiving the written notice shall be deemed to have agreed to the transfer. If other shareholders do not agree to the transfer, the disapproving shareholders shall purchase the equity to be transferred and if they do not make the purchase, they shall be deemed to have agreed to the transfer.

Project land

The JV Company will acquire the land use right of the Project Land currently held by Chizhou Port Holding for its future project and operation. On 21 July 2020, Chizhou Port Holding has succeeded in the bid of the land use right of the Project Land through the listing-for-sale process conducted by a local bureau of Chizhou City at a consideration of approximately RMB11,020,000. In April 2021, Chizhou Port Holding has obtained the land use rights certificate and the land use right of the Project Land has been transferred to Chizhou Port Holding. For details of the successful bidding, please refer to the announcement of the Company dated 21 July 2020. The consideration for selling the Project Land to the JV Company shall be determined after obtaining a valuation report to determine the fair value of the Project Land. The asset evaluation and transfer procedures of the land will be completed within two months after the establishment of the JV Company.

LETTER FROM THE BOARD

The Project Land has not been developed since the acquisition of the land use right of the Project Land by Chizhou Port Holding up to the Latest Practicable Date.

INFORMATION ON THE PARTIES TO THE JV AGREEMENT

Chizhou Port Holding is a company established in the PRC with limited liability and is an indirect 72%-owned subsidiary of the Company. It is principally engaged in port operation in the PRC.

JV Partner I is a state-owned enterprise established in the PRC with limited liability and is an investing and financing platform company of Chizhou Municipal Government. JV Partner I is principally engaged in city infrastructure (such as transportation infrastructure) construction.

JV Partner II is a state-owned enterprise established in the PRC with limited liability and is a platform company of 池州經濟技術開發區 (Chizhou Economic Development Zone*). JV Partner II is principally engaged in infrastructure construction.

FINANCIAL EFFECTS

Upon formation of the JV Company, the JV Company will be accounted for as a subsidiary of the Group and its financial results will be consolidated into the consolidated financial statements of the Group.

The formation of the JV Company will not affect the earnings, assets and liabilities of the Group initially. However, upon full contribution of the registered share capital of the JV Company, it is expected that the total assets of the Group will be increased by RMB40,000,000 (being the capital contribution to be made by the JV Partners).

REASONS FOR AND BENEFITS OF THE FORMATION OF THE JV COMPANY

The Group is an inland terminal operator in the PRC and is principally engaged in the provision of port logistic services (including uploading and unloading of cargoes, bulk cargo handling services, container handling, storage and other services).

The JV Company will plan, construct and operate the Phase IV of Jiangkou terminal located in Jiangkou Port Area, Economic and Technological Development Zone, Chizhou City, Anhui Province, PRC. The total investment amount for the construction of Jiangkou Terminal Phase IV is estimated to be approximately RMB505,000,000 (including terminal platform construction, bridge approach, production and auxiliary production construction work, mechanical equipment purchase and installation work, road, warehouse, electrical engineering, smart terminal system, control and communication engineering, water supply, drainage and fire protection engineering, environmental protection and greening engineering, temporary work and special projects budget estimate, etc.), and will be funded by the JV Company's registered capital and the JV Company's appropriate financing (including bank borrowings) in the amount of RMB405,000,000. The construction of Jiangkou Terminal Phase IV is expected to be completed by the end of 2025. In any event additional capital contribution would be involved, the Company will comply with the requirements under the GEM Listing Rules.

LETTER FROM THE BOARD

The Directors believe that the establishment of the JV Company and cooperation with the JV Partners in the JV Agreement will help the Group seize the opportunities brought by the development of Jiangkou Terminal Phase IV to promote Multi-mode Transport Demonstration Project. Each of the parties to the JV Agreement has its own specialties and expertise. JV Partner I has extensive experience in the fields of transport infrastructure construction, general cargo warehousing services, domestic and international freight forwarding, ship chartering, port cargo handling activities and port operations. JV Partner II specialises in the investment, financing, construction, operation and management of infrastructure, basic industries and transportation utilities projects. To leverage on the background and experience of the parties and with their valuable opinions and assistance, the JV Company will be able to enhance its competitiveness and obtain more resources for the construction of Jiangkou Terminal Phase IV, and the Group will thereby obtain the operating advantages of the public port in Chizhou City and enhance the status of Jiangkou Central Port Area. In addition, it will provide a better investment promotion platform for the development of Chizhou City and facilitate the development of the mining industry in Chizhou City, which will in turn benefit the long-term operation and development of the Group's port business in Chizhou City. The Group will also be able to enhance its competitiveness in the inland terminal operators market in Chizhou City, Anhui Province, the PRC.

The terms of the JV Agreement were negotiated between the parties thereto after arm's length negotiations. In light of the above, the Directors consider that the terms of the JV Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under GEM Listing Rule 19.07) in respect of the JV Agreement exceeds 25% but is less than 100%, the JV Agreement and the transactions contemplated thereunder constitute a major transaction on the part of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the JV Agreement and the transactions contemplated thereunder. The Company has received a written approval of the JV Agreement and the transactions contemplated thereunder by Vital Force, which holds 600,000,000 Shares, representing 75% of the total issue Shares as at the Latest Practicable Date. Accordingly, pursuant to Rule 19.44 of the GEM Listing Rules, no general meeting of the Company will be convened for the purpose of approving the JV Agreement and the transactions contemplated thereunder.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the terms of the JV Agreement are on normal commercial terms and fair and reasonable and the establishment of the JV Company is in the interests of the Company and the Shareholders as a whole. If a general meeting were to be convened for the approval of JV Agreement and the transactions contemplated thereunder, the Board would recommend the Shareholders to vote in favour of the resolution to approve the JV Agreement and the transactions contemplated thereunder at such general meeting.

The JV Agreement is conditional upon fulfilment of the conditions precedent under the JV Agreement. There is no assurance that the establishment of the JV Company will take place or as to when it may take place. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information as set out in the appendices to this circular.

By order of the Board
Ocean Line Port Development Limited
Kwai Sze Hoi
Chairman and executive Director

1. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of the three years ended 31 December 2020, 2021 and 2022 are disclosed in the following documents, which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.oceanlineport.com):

- the annual report of the Company for the year ended 31 December 2020 published on 26 March 2021 (pages 72 to 149):

<https://www1.hkexnews.hk/listedco/listconews/gem/2021/0326/2021032601396.pdf>

- the annual report of the Company for the year ended 31 December 2021 published on 30 March 2022 (pages 69 to 143):

<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0330/2022033001462.pdf>

- the annual report of the Company for the year ended 31 December 2022 published on 30 March 2023 (pages 69 to 141):

<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0330/2023033001445.pdf>

2. INDEBTEDNESS STATEMENT

At the close of business on 30 November 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information contained in this statement of indebtedness, the Group had outstanding indebtedness of approximately RMB43,000, consisting of current lease liabilities (unsecured and unguaranteed) of approximately RMB43,000.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables in the normal course of business, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities as at the close of business on 30 November 2023.

3. WORKING CAPITAL STATEMENT

The Directors, after due and careful consideration, are of the opinion that, taking into consideration the financial resources available to the Group including the internally generated funds, the banking facilities and the effect of the formation of the JV Company, the Group will have sufficient working capital for at least twelve (12) months from the date of publication of this circular. As at the Latest Practicable Date, the Company has obtained the confirmation as required under Rule 19.66(13) of the GEM Listing Rules from the auditors of the Company that (a) the above statement has been made by the Directors after due and careful enquiry; and (b) the persons or institutions providing finance have confirmed in writing that such facilities exist.

4. FINANCIAL AND TRADING PROSPECT OF THE GROUP

The Group is an inland terminal operator in the PRC and is principally engaged in the provision of port logistic services (including uploading and unloading of cargoes, bulk cargo handling services, container handling, storage and other services).

In recent years, the high standard of environmental protection has become a normal practice and our works in all aspects have to meet higher environmental requirements, of which the higher environmental requirements for land transportation have made our port environmental protection work facing more difficulties, limiting the growth of our ports' scale. In addition, the "Bulk Cargoes to Containers" ("散改集") (the change in transportation form from bulk cargo to container) operation has just started in the Chizhou City market, and the development of our container business is still in a bottleneck period.

Upon completion of the establishment of the JV Company, the Group will accelerate the development of Jiangkou Terminal Phase IV in order to promote Multi-mode Transport Demonstration Project, the construction of which will be conducive to the promotion of the deep processing of mineral products and the "Bulk Cargoes to Containers" operation, thereby facilitating the high-quality transformation and development of the mining economy of Chizhou City. In addition, through planning, Jiangkou Terminal will have a more reasonable layout and more comprehensive functions, which will be beneficial to the promotion of the construction of smart ports and green ports. The construction of Multi-mode Transport Demonstration Project will break through the bottleneck of road transportation, lock up the bulk cargo sources, consolidate the status of Jiangkou Central Port Area, and lay a solid foundation for the sustainable development of Jiangkou Terminal.

Looking ahead, with the steady growth policy of the PRC government taking effect, the domestic economy is expected to recover, and the PRC's port industry is expected to remain stable and continue to recover, we remain relatively optimistic about the business outlook of the Group.

1. RESPONSIBILITY STATEMENT

This circular, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors' and chief executive's interests in the securities of the company and its associated corporations

As at the Latest Practicable Date, the following Directors of chief executive of the Company had or was deemed to have interests short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules:

(I) Long position in the Shares and underlying shares of the Company

Name of Director	Capacity/Nature of interest	Number of issued Shares hold/interested	Approximate percentage shareholding
Mr. Kwai Sze Hoi	Interest in a controlled corporation (<i>Note</i>)	600,000,000	75%
Ms. Cheung Wai Fung	Interest in a controlled corporation (<i>Note</i>)	600,000,000	75%

Note: Vital Force is interested in 600,000,000 Shares. Vital Force is legally and beneficially owned as to 58.4% by Mr. Kwai Sze Hoi, 38.9% by Ms. Cheung Wai Fung and 2.7% by Hongkong Shun Yi Industrial Co. Limited, which is a company incorporated in Hong Kong with limited liability and owned as to 60% by Mr. Huang Xueliang. Mr. Kwai Sze Hoi and Ms. Cheung Wai Fung are deemed to be interested in all the Shares held by Vital Force under Part XV of the SFO. Mr. Kwai Sze Hoi is the chairman and an executive Director of the Company and a director of Vital Force. Ms. Cheung Wai Fung is a non-executive Director of the Company, a director of Vital Force and the spouse of Mr. Kwai Sze Hoi. Mr. Huang Xueliang is an executive Director of the Company.

(II) Long position interests in ordinary shares of associated corporation

Name of associated corporation	Name of Director	Capacity/Nature of interests	Number of issued ordinary shares held	Percentage of the Company's share capital
Vital Force	Kwai Sze Hoi	Beneficial owner (Note 1)	29,200	58.4%
Vital Force	Cheung Wai Fung (Note 2)	Beneficial owner (Note 1)	19,466	38.9%
Vital Force	Huang Xueliang	Interest of a controlled corporation (Note 1)	1,334	2.7%

Notes:

1. Vital Force is legally and beneficially owned as to 58.4% by Mr. Kwai Sze Hoi, 38.9% by Ms. Cheung Wai Fung and 2.7% by Hongkong Shun Yi Industrial Co. Limited, which is a company incorporated in Hong Kong with limited liability and owned as to 60% by Mr. Huang Xueliang.
2. Ms. Cheung Wai Fung is the spouse of Mr. Kwai Sze Hoi.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, notified to the Company and the Stock Exchange.

(III) Substantial Shareholder's interests in the Shares

So far as is known to the Directors, as at the Latest Practicable Date, the following Shareholders and persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were,

directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of Shareholder	Capacity/Nature of interest	Number of Shares held	Approximate percentage of shareholding
Vital Force	Beneficial owner	600,000,000	75%

Note: Vital Force is legally and beneficially owned as to 58.4% by Mr. Kwai Sze Hoi, 38.9% by Ms. Cheung Wai Fung and 2.7% by Hongkong Shun Yi Industrial Co. Limited, which is a company incorporated in Hong Kong with limited liability and owned as to 60% by Mr. Huang Xueliang. Mr. Kwai Sze Hoi and Ms. Cheung Wai Fung are deemed to be interested in all the Shares held by Vital Force under Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, the Directors were not aware of any interests or short positions owned by any persons (other than the Directors or chief executives of the Company) in the Shares or underlying shares of the Company which were required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under section 336 of the SFO.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, all Directors have entered into letters of appointment or service contracts with the Company. None of the Directors had entered, or proposed to enter into a service contract with any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

4. DIRECTORS' INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENT SIGNIFICANT TO THE GROUP

Ocean Line Port Development (Hong Kong) Limited ("**Ocean Line Hong Kong**"), a subsidiary of the Company and a related company entered into a tenancy agreement dated 30 November 2020 (the "**1st Tenancy Agreement**") pursuant to which the related party as the landlord agreed to lease certain premises to Ocean Line Hong Kong as the tenant for a term of three years from 1 January 2021 to 31 December 2023. Ocean Line Hong Kong and the related company entered into a new tenancy agreement dated 30 November 2023 (the "**2nd Tenancy Agreement**") pursuant to which the related party as the landlord agreed to lease certain premises to Ocean Line Hong Kong as the tenant for a term of three years from 1 January 2024 to 31 December 2026. The annual rentals under the 1st Tenancy Agreement and the 2nd Tenancy Agreement amounted to HK\$570,000 and HK\$633,600, respectively. Mr. Kwai Sze Hoi and Ms. Cheung Wai Fung, both being Directors, are the beneficial owners of the related company.

Save as disclosed above, as at the Latest Practicable Date:

- (a) none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or lease to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2022, being the date to which the latest published audited accounts of the Company were made up; and
- (b) none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and was significant in relation to the business of the Group.

5. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or their respective associates had any direct or indirect interest in a business which competes or may compete with the business of the Group.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there have been no material adverse change in the financial or trading position of the Group since 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up.

7. LITIGATION

As at the Latest Practicable Date, none of the members of the Group was involved in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

8. MATERIAL CONTRACTS

During the two years immediately preceding the Latest Practicable Date, the Group has entered into the following material contracts (not being contracts entered into in the ordinary course of business):

- (a) the JV Agreement;
- (b) the joint venture agreement dated 30 June 2023 entered into between Chizhou Port Holding, 池州資產運營集團有限公司 (Chizhou Assets Operation Group Co., Ltd.*) and 安徽平天湖投資控股集團有限公司 (Anhui Pingtian Lake Investment Holding Group Co., Ltd.*), in relation to the formation of a joint venture company; and

- (c) the agreement entered into between 池州遠航牛頭山港務有限公司 (Chizhou Ocean Line Niutoushan Limited*), an indirect 77.7%-owned subsidiary of the Company and 池州貴鼎建設工程有限公司 (Chizhou Guiding Construction Engineering Co., Ltd.*) as the contractor on 14 July 2023, pursuant to which the contractor undertook the construction works of a warehouse in Niutoushan Qianjiang Industrial Park.

9. GENERAL

- (a) The Company secretary of the Company is Mr. Lee Chun Hin. Mr. Lee Chun Hin is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Hong Kong Chartered Governance Institute. He graduated from Edinburgh Napier University and further obtained a Master's degree in Corporate Governance from the Hong Kong Polytechnic University in September 2022.
- (b) The audit committee of the Company comprises of Mr. Cheung Sze Ming as Chairman and Mr. Nie Rui and Dr. Li Weidong as members. For the full background and past experience of each of them respectively, please see page 14–16 of the Company's 2022 annual report published on 23 March 2023 for the year ended 31 December 2022.
- (c) The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (d) The Company's headquarter, head office and principal place of business in the PRC is No. 8 Yanjiang Avenue, Chizhou Economic Development Zone, Chizhou, Anhui, PRC. The Company's principal place of business in Hong Kong is Room 2715–16, 27/F, Hong Kong Plaza, 188 Connaught Road West, Hong Kong.
- (e) The share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (f) In the event of inconsistency, the English language text of this circular shall prevail over the Chinese language text.

10. DOCUMENTS ON DISPLAY

A copy of the JV Agreement will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.oceanlineport.com>) for not less than 14 days from the date of this circular (both days inclusive).