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XINGHUA PORT HOLDINGS LTD.

興華港口控股有限公司 *

(Incorporated in the Republic of Singapore with limited liability)

(Stock Code: 01990)

(1) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

(2) CLARIFICATION ON CERTAIN SHARES HELD BY A DIRECTOR

Reference is made to the joint announcement of Zhuhai Port (Hong Kong) Co., Limited and Xinghua Port Holdings Ltd. (the “**Company**”) dated 29 July 2020 (the “**Offer Announcement**”) in relation to the Offer as defined therein. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Offer Announcement.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Board wishes to announce that Donvex Capital Limited, a corporation licensed by the SFC to carry out type 6 (advising on corporate finance) regulated activity under the SFO, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer and as to whether the terms of the Offer are fair and reasonable and as to its acceptance. Such appointment of the Independent Financial Adviser has been approved by the Independent Board Committee in accordance with the Takeovers Code.

The advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee in respect of the Offer will be included in the Composite Document to be despatched to the Offer Shareholders in accordance with the Takeovers Code.

In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, until they or their advisers have considered the information and the recommendation of the Independent Board Committee as well as the advice of the Independent Financial Adviser, which will be set out in the Composite Document.

CLARIFICATION ON CERTAIN SHARES HELD BY A DIRECTOR

The Board has been informed by Mr. Ting Yian Ann (“**Mr. Ting**”), an independent non-executive Director, on 30 July 2020 that he has held 100,000 Shares, representing approximately 0.01% of the Company’s total issued share capital, since February 2018 up to the date of this announcement. According to Mr. Ting, he has recently sought to ascertain if he has any shareholding in the Company, and was informed with such information by his stockbroker after the release of the Offer Announcement.

* for identification purpose only

As disclosed in the Company's listing document dated 29 December 2017, Pan-United Corporation Ltd. ("**PanU**") undertook a distribution in specie in February 2018 and distributed the Shares held by PanU to its then shareholders. As a shareholder of PanU, Mr. Ting was entitled to receive the 100,000 Shares he currently holds. Mr. Ting confirms that as at the date of this announcement, he has not otherwise been interested in or dealt in any Shares.

Taking into account of the Shares held by Mr. Ting, the number of Shares held by the Directors (other than Mr. Patrick Ng and Ms. Jane Ng), "other public Shareholders", and all public Shareholders as disclosed on page 17 of the Offer Announcement should be 8,458,800, 204,505,705, and 282,381,908 Shares respectively, representing approximately 1.04%, 25.11%, and 34.67% of the Company's total issued share capital.

Furthermore, as disclosed in the Offer Announcement, Mr. Ting is a member of the Independent Board Committee. The Company considers that the Shares held by Mr. Ting will not affect his independence on giving the recommendation to the Offer Shareholders.

Save as disclosed above, the Board confirms that to the best of its knowledge, the disclosure in the Offer Announcement relating to the shareholding structure of the Company is accurate.

For and on behalf of
Xinghua Port Holdings Ltd.
Patrick Ng Bee Soon
Chairman and Executive Director

Singapore, 31 July 2020

As at the date of this announcement, the executive Directors are Mr. Patrick Ng Bee Soon, Mr. Kor Tor Khoon and Ms. Jane Kimberly Ng Bee Kiok; the non-executive Director is Mr. Lee Cheong Seng; and the independent non-executive Directors are Mr. Tan Chian Khong, Mr. Soh Ee Beng and Mr. Ting Yian Ann.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.