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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)**

**ANNOUNCEMENT**

**(1) RESIGNATION OF DIRECTORS**

**(2) REDESIGNATION OF DIRECTORS**

**(3) APPOINTMENT OF EXECUTIVE DIRECTORS**

**(4) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**(5) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

**(6) ESTABLISHMENT OF THE ENVIRONMENTAL,  
SOCIAL AND GOVERNANCE COMMITTEE**

The Board announces that with effect from 8 December 2022:

- (1) Mr. Liu Weiwu and Mr. Deng Weidong have resigned as Non-executive Directors of the Company;
- (2) Mr. Lee Yip Wah Peter has resigned as an Independent Non-executive Director of the Company;
- (3) Mr. Yim Kong and Mr. Yang Guolin have been redesignated from Executive Directors of the Company to Non-Executive Directors of the Company;
- (4) Mr. Tu Xiaoping and Mr. Lu Yongxin have been appointed as Executive Directors of the Company; and
- (5) Mr. Chan Hiu Fung Nicholas has been appointed as an Independent Non-Executive Director of the Company.

## 1. Resignation of Directors

The board of directors (the “**Board**”) of China Merchants Port Holdings Company Limited (the “**Company**”) announces that Mr. Liu Weiwu and Mr. Deng Weidong have tendered their resignations as Non-executive Directors of the Company with effect from 8 December 2022 due to change of work arrangement.

The Board further announces that Mr. Lee Yip Wah Peter has tendered his resignation as an Independent Non-executive Director of the Company with effect from 8 December 2022 due to retirement. Accordingly, with effect from 8 December 2022, Mr. Lee Yip Wah Peter will also cease to be a member and the chairman of the audit committee of the Company (the “**Audit Committee**”), a member of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”).

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Liu Weiwu, Mr. Deng Weidong and Mr. Lee Yip Wah Peter for their remarkable contributions to the Company during their terms of office. Mr. Liu Weiwu, Mr. Deng Weidong and Mr. Lee Yip Wah Peter have confirmed that they have no disagreement with the Board and there are no matters in relation to their resignation that need to be brought to the attention of the holders of securities of the Company.

## 2. Redesignation of Executive Directors to Non-Executive Directors

The Board further announces that it has resolved to redesignate Mr. Yim Kong (“**Mr. Yim**”) and Mr. Yang Guolin (“**Mr. Yang**”) from Executive Directors of the Company to Non-Executive Directors of the Company (the “**Redesignation**”) with effect from 8 December 2022 due to a reallocation of responsibilities amongst the Company’s management. Mr. Yim will remain as the Vice Chairman of the Board.

### **The biographical details of Mr. Yim are set out below:**

Mr. Yim, aged 50, currently serves as the Vice Chairman of China Merchants Port Group Co., Ltd., shares of which are listed on the Shenzhen Stock Exchange. Having graduated from International Trade at Xiamen University with a Bachelor’s Degree in Economics, he went on to complete an MBA program cocreated by the Maastricht School of Management (Maastricht, the Netherlands) and Shanghai Maritime University. Mr. Yim has rich managerial experience in the port and logistics industries. He served as the Chief Representative of the representative office of China Merchants Group Limited in Central Asia and the Baltic Sea and the General Manager of China-Belarus Industrial Park. He also served as the Chief Operational

Officer, General Manager and the Deputy General Manager of China Merchants Port Group Co., Ltd., shares of which are listed on the Shenzhen Stock Exchange and the Managing Director, the Chief Commercial Officer and Deputy General Manager of the Company as well as the Commercial Director, Deputy General Manager, Standing Deputy General Manager and General Manager of Shekou Container Terminals Limited, a subsidiary of the Company, and worked for senior logistics management positions in Neptune Orient Lines (NOL) of Singapore and Swire Group of Hong Kong. He currently serves as Functional Constituency — Commercial (Third) member of the Legislative Council of the Hong Kong Special Administrative Region, a member of Election Committee of the Hong Kong Special Administrative Region and a member of the Maritime and Port Development Committee of Hong Kong Maritime and Port Board. He was a member of the Pilotage Advisory Committee (PAC) of the Marine Department of the Hong Kong Special Administrative Region and a member of the Logistics Services Advisory Committee of the Hong Kong Trade Development Council.

He was appointed to the Board of Directors as Executive Director and Managing Director of the Company on 3 November 2021 and was then re-designated as Vice Chairman of the Board of Directors on 22 June 2022.

As at the date of this announcement, Mr. Yim has an interest in the Company and 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**”) and has (i) personal interest in 7,227 shares of the Company (“**Shares**”), and (ii) 102,000 share options which are granted by China Merchants Port Group Co., Ltd..

Save as disclosed above, Mr. Yim did not hold any directorship in other listed public companies in the last three years or any position with the Company or its subsidiaries (together, the “**Group**”) or other members of the Group. Save as disclosed above, Mr. Yim is independent of and not connected with any Director, senior management or substantial or controlling shareholder of the Company.

In respect of the Redesignation, Mr. Yim has entered into a new appointment letter with the Company, to replace the existing appointment letter between himself and the Company, for a term commencing from 8 December 2022 to 2 November 2024, subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”). Pursuant to the appointment letter, Mr. Yim is entitled to an annual emolument of HK\$1,195,700 as well as discretionary bonus to be determined at the end of each financial year. Such emolument was recommended by the Remuneration Committee with reference to Mr. Yim’s duties and responsibilities within the Company, the Company’s remuneration policy and the prevailing market level of remuneration paid by comparable companies.

Save as disclosed above, the Board is not aware of any other matters relating to the Redesignation that need to be brought to the attention of the holders of securities of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

**The biographical details of Mr. Yang are set out below:**

Mr. Yang, aged 47, is currently the Chairman of China Nanshan Development (Group) Incorporation and a director of various subsidiaries of the Company. He is a Senior Engineer and obtained a Doctor’s Degree of Science from Chang’an University. He served as the Manager of the transportation infrastructure department of the Company, the Assistant General Manager of Ningbo Changzhen Highway Co., Ltd., the Assistant General Manager of Ningbo Zhenluo Highway Co., Ltd., the Deputy General Manager, Managing Director of Guizhou Jinguan Highway Co., Ltd., the Deputy General Manager, Managing Director of Guizhou Yunguan Highway Co., Ltd., the Deputy General Manager, Managing Director of Guizhou Pantao Highway Co., Ltd., the Deputy General Manager, Managing Director of Guizhou Jinhua Highway Co., Ltd., the Chairman and General Manager of Wenzhou Yongtaiwen Expressway Co., Ltd., the Assistant General Manager and the Deputy General Manager of China Merchants Expressway Network & Technology Holdings Co., Ltd., shares of which are listed on the Shenzhen Stock Exchange, the Deputy Head of Human Resource Department, Executive Deputy Head (Ministerial), Deputy Head of Organization Department of Party Committee and Executive Deputy Head (Ministerial) of China Merchants Group Limited.

He was appointed to the Board as Executive Director of the Company on 22 June 2022.

As at the date of this announcement, Mr. Yang has an interest in the Company within the meaning of Part XV of the SFO and has personal interest in 212,415 Shares.

Save as disclosed above, Mr. Yang did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. Yang is independent of and not connected with any Director, senior management or substantial or controlling shareholder of the Company.

In respect of the Redesignation, Mr. Yang has entered into a new appointment letter with the Company, to replace the existing appointment letter between himself and the Company, for a term commencing from 8 December 2022 to 21 June 2025, subject to retirement by rotation and re-election at an annual general meeting of the

Company in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Yang is entitled to an annual emolument of HK\$1,132,700 as well as discretionary bonus to be determined at the end of each financial year. Such emolument was recommended by the Remuneration Committee with reference to Mr. Yang's duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market level of remuneration paid by comparable companies.

Save as disclosed above, the Board is not aware of any other matters relating to the Redesignation that need to be brought to the attention of the holders of securities of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **3. Appointment of Executive Directors**

The Board further announces that it has resolved to appoint Mr. Tu Xiaoping (“**Mr. Tu**”) and Mr. Lu Yongxin (“**Mr. Lu**”) as Executive Directors of the Company with effect from 8 December 2022.

#### **The biographical details of Mr. Tu are set out below:**

Mr. Tu, aged 57, joined the Company in 2021 and currently serves as Chief Financial Officer of the Company and a director of various subsidiaries of the Company. He obtained a Bachelor's degree in financial accounting of water economics from the Shanghai Maritime University, and subsequently received a Master's degree in Investment Management from Zhongnan University of Economics and Law. Mr. Tu has over 30 years of working experiences in enterprise and financial management. Before joining the Company, he served as the General Manager of China Yangtze Shipping Group Co., Ltd., Vice General Manager and Chief Finance Officer of China Merchants Logistics Group Co., Ltd., General Manager of Finance Department of China Merchants Shekou Industrial Zone Co., Ltd. and Vice General Manager and Chief Finance Officer of China Merchants Venture Co. Ltd..

As at the date of this announcement, Mr. Tu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tu did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. Tu is independent of and not connected with any Director, senior management or substantial or controlling shareholder of the Company.

The Company has entered into an appointment letter with Mr. Tu in relation to his directorship with the Company for a term of three years commencing from 8 December 2022, subject to re-election at the next following annual general meeting of the Company pursuant to article 95 of the Articles of Association. Thereafter, he will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to the Articles of Association. Mr. Tu will receive an annual salary of HK\$1,195,700 and he will also be entitled to mandatory provident fund contribution and discretionary bonus to be determined at the end of each financial year.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. Tu as an Executive Director of the Company that need to be brought to the attention of the holders of securities of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**The biographical details of Mr. Lu are set out below:**

Mr. Lu, aged 52, joined the Company in 2007 and currently serves as Deputy General Manager of the Company and a director of various subsidiaries of the Company. He obtained a Master's degree in Project Management from the Curtin University of Technology. Mr. Lu has extensive managerial experience in the international portfolio expansion activities of port companies. Prior to joining the Company, he served as Assistant General Manager of Zhen Hua Engineering Co., Ltd. and Deputy General Manager (in charge) of the General Manager's Office at China Harbor Engineering Co. Ltd. (Beijing). Before his current role in the Company, he was Deputy General Manager of the Research & Development Division, General Manager of the International Division and Assistant General Manager of the Company. Between May 2014 and January 2016, Mr. Lu was seconded to France as Chief Financial Officer and Senior Vice President of Terminal Link SAS, an associate of the Company.

As at the date of this announcement, Mr. Lu has an interest in the Company and its associated corporations within the meaning of Part XV of the SFO and has (i) personal interest in 13,597 Shares, and (ii) 144,000 share options which are granted by China Merchants Port Group Co., Ltd..

Save as disclosed above, Mr. Lu did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. Lu is independent of and not connected with any Director, senior management or substantial or controlling shareholder of the Company.

The Company has entered into an appointment letter with Mr. Lu in relation to his directorship with the Company for a term of three years commencing from 8 December 2022, subject to re-election at the next following annual general meeting of the Company pursuant to article 95 of the Articles of Association. Thereafter, he will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to the Articles of Association. Mr. Lu will receive an annual salary of HK\$944,000 and he will also be entitled to mandatory provident fund contribution and discretionary bonus to be determined at the end of each financial year.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. Lu as an Executive Director of the Company that need to be brought to the attention of the holders of securities of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

#### **4. Appointment of Independent Non-Executive Director**

The Board further announces that it has resolved to appoint Mr. Chan Hiu Fung Nicholas (“**Mr. Chan**”) as an Independent Non-Executive Director of the Company with effect from 8 December 2022.

##### **The biographical details of Mr. Chan are set out below:**

Mr. Chan, MH, JP, aged 48, is currently a partner of Squire Patton Boggs. Mr. Chan graduated from the University of Melbourne with a degree of Bachelor of Science (Computer Science) and a degree of Bachelor of Laws in March 1997, and he was admitted as a solicitor in the High Court of Hong Kong in May 1999. Mr. Chan has been appointed as a member of the Hospital Governing Committee of Castle Peak Hospital and Siu Lam Hospital since April 2019. He has been appointed to serve as a council member of The Chinese University of Hong Kong for a period of three years from 1 June 2022. Since May 2022, he has been appointed to serve as the director of AALCO Hong Kong Regional Arbitration Centre, a regional arbitration centre established by an inter-governmental legal consultative organisation. He is also the Hong Kong Deputy to the 13th National People’s Congress of the People’s Republic of China. From 30 December 2014 to 30 May 2019, Mr. Chan was a council member of the Law Society of Hong Kong, and for six years from 1 April 2016, he served as a council member of the Hong Kong University of Science and Technology. Mr. Chan was awarded with the Medal of Honour (MH) from the Government of the Hong Kong Special Administrative Region in 2016 and was appointed as a Justice of the Peace in July 2021.

Mr. Chan is also an independent non-executive director of Sa Sa International Holdings Limited, an independent non-executive director of Q P Group Holdings Limited, an independent non-executive director of Pangaea Connectivity Technology Limited, an independent non-executive director of Million Cities Holdings Limited, and an independent non-executive director of Genertec Universal Medical Group Company Limited. Shares of the above five companies are listed on The Stock Exchange of Hong Kong Limited.

As at the date of this announcement, Mr. Chan does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group. Save as disclosed above, Mr. Chan is independent of and not connected with any Director, senior management or substantial or controlling shareholder of the Company.

There is no employment service contract between the Company and Mr. Chan. However, the Company has entered into an appointment letter with Mr. Chan in relation to his directorship with the Company for a term of three years commencing on 8 December 2022, subject to re-election at the next general meeting of the Company pursuant to article 95 of the Articles of Association. Thereafter, he will be subject to rotational retirement and re-election requirements at annual general meetings pursuant to the Articles of Association. Mr. Chan is entitled to a director's fee of HK\$300,000 per annum, which will be pro-rated for the year ending 31 December 2022.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. Chan as an Independent Non-Executive Director of the Company that need to be brought to the attention of the holders of securities of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Tu, Mr. Lu and Mr. Chan to the Board.



## **5. Change in Composition of Board Committees**

The Board further announces that the Board has approved the change in composition of the Audit Committee, Nomination Committee and Remuneration Committee with effect from 8 December 2022, details of which are as follows:

- (1) The Audit Committee shall consist of five members, namely Mr. Bong Shu Ying Francis, Mr. Chan Hiu Fung Nicholas, Mr. Kut Ying Hay and Ms. Wong Pui Wah with Mr. Li Ka Fai David serving as the chairman of the Audit Committee.
- (2) The Nomination Committee shall consist of five members, namely Mr. Wang Xiufeng, Mr. Bong Shu Ying Francis, Mr. Chan Hiu Fung Nicholas and Ms. Wong Pui Wah with Mr. Kut Ying Hay serving as the chairman of the Nomination Committee.
- (3) The Remuneration Committee shall consist of five members, namely Mr. Xu Song, Mr. Bong Shu Ying Francis, Mr. Kut Ying Hay and Mr. Li Ka Fai David with Mr. Chan Hiu Fung Nicholas serving as the chairman of the Remuneration Committee.

## **6. Establishment of the Environmental, Social and Governance Committee**

The Board further announces that it has approved to form an environmental, social and governance committee (the “**ESG Committee**”) under the Board with effect from 8 December 2022.

The Board also announces that Mr. Wang Xiufeng, Mr. Yim, Mr. Xu Song and Ms. Wong Pui Wah have been appointed as the members of the ESG Committee, and Mr. Deng Renjie has been appointed as the chairman of the ESG Committee with effect from 8 December 2022.

The ESG Committee is mainly responsible for reporting to the Board matters relating to the Group’s environmental, social and governance practices, as well as monitoring the formulation and implementation of the Group’s vision, strategies, goals and policies regarding environmental, social and governance issues.

The terms of reference for the ESG Committee (as may be amended and supplemented from time to time) will be published on the website of The Stock Exchange of Hong Kong Limited and the website of the Company.

By Order of the Board  
**China Merchants Port Holdings Company Limited**  
**Deng Renjie**  
*Chairman*

Hong Kong, 8 December 2022

*As at the date of this announcement, the Board comprises Mr. Deng Renjie (Chairman), Mr. Yim Kong and Mr. Yang Guolin as Non-Executive Directors; Mr. Wang Xiufeng, Mr. Xu Song, Mr. Tu Xiaoping and Mr. Lu Yongxin as Executive Directors; and Mr. Bong Shu Ying Francis, Mr. Chan Hiu Fung Nicholas, Mr. Kut Ying Hay, Mr. Li Ka Fai David and Ms. Wong Pui Wah as Independent Non-Executive Directors.*