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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 INDEPENDENT NON-EXECUTIVE DIRECTOR**
- (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
- (3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 21 March 2023:

- (1) Mr. Kut Ying Hay has resigned as an Independent Non-Executive Director of the Company; and
- (2) Ms. Chan Yuen Sau Kelly has been appointed as an Independent Non-Executive Director of the Company.

1. Resignation of Independent Non-Executive Director

The board of directors (the “**Board**”) of China Merchants Port Holdings Company Limited (the “**Company**”) announces that Mr. Kut Ying Hay (“**Mr. Kut**”) has tendered his resignation as an Independent Non-Executive Director of the Company with effect from 21 March 2023 due to retirement. Accordingly, with effect from 21 March 2023, Mr. Kut will also cease to be a member and the chairman of the nomination committee of the Company (the “**Nomination Committee**”), a member of the audit committee of the Company (the “**Audit 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. Kut for his remarkable contributions to the Company during his term of office. Mr. Kut has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the holders of securities of the Company.

2. Appointment of Independent Non-Executive Director

The Board further announces that it has resolved to appoint Ms. Chan Yuen Sau Kelly (“**Ms. Chan**”) as an Independent Non-Executive Director of the Company with effect from 21 March 2023.

The biographical details of Ms. Chan are set out below:

Ms. Chan, aged 52, JP, is currently the managing director of Peony Consulting Services Limited, a company which is principally engaged in provision of business advisory services. Ms. Chan obtained a bachelor’s degree in accountancy from the City Polytechnic of Hong Kong (currently known as City University of Hong Kong) in November 1992. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants (“**ACCA**”) and the Hong Kong Institute of Directors. She has around 30 years of experience in auditing and accounting. From July 1992 to September 2001, Ms. Chan served at Deloitte Touche Tohmatsu and was responsible for provision of auditing and management advisory services to listed companies. From October 2001 to August 2007, Ms. Chan was a director and financial controller of Heineken Hong Kong Limited (“**Heineken HK**”), a beer manufacturer, where she was responsible for the financial management and accounting functions. Heineken HK was then a subsidiary of Heineken N.V. and is currently a subsidiary of China Resources Beer (Holdings) Company Limited (a company principally engaged in the manufacture and sales of beer whose shares are listed on the Stock Exchange). From August 2007 to October 2018, Ms. Chan served at Moët Hennessy Diageo Hong Kong Limited (“**MHD HK**”) with the last position as the finance director. MHD HK is a subsidiary of LVMH Moët Hennessy Louis Vuitton SE (a company principally engaged in provision of high quality products in the luxury market whose shares are listed on the Euronext N.V.).

Ms. Chan was the president of ACCA Hong Kong from 2008 to 2009 and was the president of the Association of Women Accountants (Hong Kong) from September 2020 to September 2021. She is currently the member of the Board of the Association of Women Accountants (Hong Kong) and the vice-chairman of Shenzhen Hong Kong Macau Women Directors Alliance. In October 2020, Ms. Chan was appointed as a Justice of the Peace by the HKSAR Government in recognition of her remarkable public services and contribution to the community. In March 2022, Ms. Chan was awarded with ACCA’s Advocacy Award 2021 for the China region in recognition of her relentless support for the accountancy profession.

Ms. Chan is currently an independent non-executive director of Aluminum Corporation of China Limited, the H shares of which are listed on the Stock Exchange and the A shares of which are listed on the Shanghai Stock Exchange, and an independent non-executive director of Morimatsu International Holdings Company Limited, shares of which are listed on the Stock Exchange.

As at the date of this announcement, Ms. Chan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. Chan did not hold any directorship in other listed public companies in the last three years or any position with the Company or its subsidiaries. Save as disclosed above, Ms. 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 Ms. Chan. However, the Company has entered into an appointment letter with Ms. Chan in relation to her directorship with the Company for a term of three years commencing on 21 March 2023, subject to re-election at the next general meeting of the Company pursuant to article 95 of the articles of association of the Company (the “**Articles of Association**”). Thereafter, she will be subject to rotational retirement and re-election requirements at annual general meetings pursuant to the Articles of Association. Ms. 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 2023.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Ms. 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 Rules Governing the Listing of Securities on the Stock Exchange.

The Board would like to take this opportunity to welcome Ms. Chan to the Board.

3. Change in Composition of Board Committees

The Board further announces that the Board has approved the change in composition of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 21 March 2023, 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, Ms. Chan 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 Ms. Chan 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, Ms. Chan and Mr. Li Ka Fai David with Mr. Chan Hiu Fung Nicholas serving as the chairman of the Remuneration Committee.

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

Hong Kong, 21 March 2023

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, Ms. Chan Yuen Sau Kelly, Mr. Li Ka Fai David and Ms. Wong Pui Wah as Independent Non-Executive Directors.