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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)

Non-executive Directors:

Mr. Feng Boming (*Chairman*)
Mr. Yim Kong (*Vice Chairman*)
Mr. Yang Guolin

Executive Directors:

Mr. Xu Song (*Vice Chairman and Chief Executive Officer*)
Mr. Lu Yongxin (*Managing Director*)
Mr. Tu Xiaoping (*Chief Financial Officer*)

Independent Non-executive Directors:

Mr. Chan Hiu Fung Nicholas
Ms. Chan Yuen Sau Kelly
Mr. Li Ka Fai David
Mr. Wong Chi Wing
Ms. Wong Pui Wah

Registered Office:

38th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

5 June 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
PROPOSAL FOR APPOINTMENT OF AUDITOR
AND
AMENDED NOTICE OF ANNUAL GENERAL MEETING**

References are made to (i) the circular of China Merchants Port Holdings Company Limited (the “**Company**”) dated 26 April 2024 (the “**Original Circular**”) and the notice of AGM dated the same day (the “**Original AGM Notice**”) to the Shareholders in relation to, among other things, information on matters to be dealt with at the AGM originally scheduled to be held on Monday, 27 May 2024 at 9:30 a.m. (the “**Initially Scheduled AGM**”); (ii) the announcement of the Company dated 12 April

2024 in relation to, among other things, the retirement of Deloitte Touche Tohmatsu (“**Deloitte**”) as the auditor of the Company (the “**Auditor**”) at the conclusion of the Initially Scheduled AGM; (iii) the announcement of the Company dated 24 May 2024 (the “**24 May Announcement**”) in relation to, among other things, the postponement of the Initially Scheduled AGM to Thursday, 20 June 2024 at 9:30 a.m. (the “**Rescheduled AGM**”); and (iv) the announcement of the Company dated 3 June 2024 (the “**3 June Announcement**”) in relation to the proposed appointment of KPMG as the new Auditor effective immediately following the retirement of Deloitte at the conclusion of the Rescheduled AGM, subject to the approval of the Shareholders at the Rescheduled AGM. Unless the context requires otherwise, capitalized terms used in this supplemental circular (the “**Supplemental Circular**”) shall have the same meanings as those defined in the Original Circular, the 24 May Announcement and the 3 June Announcement.

As disclosed in the 24 May Announcement, the Rescheduled AGM will be held on Thursday, 20 June 2024 at 9:30 a.m. This Supplemental Circular should be read in conjunction with the Original Circular, the 24 May Announcement and the 3 June Announcement. The purpose of this Supplemental Circular is to provide the Shareholders with (i) information regarding the amendment of resolution relating to the proposed appointment of the Auditor; and (ii) an amended notice for the purpose of the Rescheduled AGM, as set out on pages 5 to 10 of this Supplemental Circular (the “**Amended AGM Notice**”).

A revised form of proxy for use at the Rescheduled AGM (the “**Revised Form of Proxy**”) is enclosed with this Supplemental Circular. Whether or not you intend to attend and vote at the Rescheduled AGM in person, you are requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon to the Company’s Share Registrars, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the Rescheduled AGM or at any adjournment thereof (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the Rescheduled AGM or any adjournment thereof (as the case may be) should you so desire.

1. APPOINTMENT OF AUDITOR

As disclosed in the Original Circular and the 3 June Announcement, Deloitte will retire as the Auditor at the conclusion of the Rescheduled AGM, and a new Auditor will stand for election at the AGM as part of the Company’s regular rotation of Auditor, subject to the approval of the Shareholders. Having considered relevant regulatory requirements in terms of practice qualifications, professional competence, independence, and integrity etc., the Board has resolved, with the recommendation of the Audit Committee, to propose the appointment of KPMG as the new Auditor effective immediately following the retirement of Deloitte at the conclusion of the Rescheduled AGM, subject to the approval of the Shareholders at the Rescheduled AGM (the “**Proposed Appointment**”).

The Board considers that KPMG’s appointment as the new Auditor is in the interest of the Company and its Shareholders as a whole. The Board and the Audit Committee in proposing the appointment of KPMG as the new Auditor have reviewed the qualifications, credentials and experience of KPMG and consider that KPMG meets the regulatory requirements in terms of practice qualifications, professional competence, independence, and integrity etc..

Accordingly, the Board proposes to seek the approval of the Shareholders of the Proposed Appointment at the Rescheduled AGM and the appointment of KPMG as the new Auditor shall come into effect upon approval of the Shareholders at the Rescheduled AGM.

The Company has received a letter from Deloitte confirming that there are no circumstances connected with their retirement that need to be brought to the attention of the Shareholders or the Company's creditors. The Board has confirmed that there is no disagreement between Deloitte and the Company, and there are no matters in respect of the proposed change of Auditor that need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited.

2. ANNUAL GENERAL MEETING

Set out on pages 5 to 10 of this Supplemental Circular is the Amended AGM Notice. The amended resolution numbered 4 for the appointment of KPMG as the new Auditor will be proposed at the Rescheduled AGM for your consideration and approval. The Revised Form of Proxy is enclosed herewith to include such proposed resolution.

Please refer to the Original Circular dated 26 April 2024 for the details of other resolutions to be proposed in the Rescheduled AGM and other relevant matters.

Special arrangements about the completion and submission of the Revised Form of Proxy are also set out in Appendix I to this Supplemental Circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Rescheduled AGM are requested to pay particular attention to the special arrangements set out therein. Shareholders are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the Rescheduled AGM or at any adjournment thereof (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the Rescheduled AGM or any adjournment thereof (as the case may be) should you so desire.

3. RECOMMENDATION

The Directors believe that the Proposed Appointment is in the best interest of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the Rescheduled AGM and as set out in the Amended AGM Notice.

Yours faithfully
By order of the Board
China Merchants Port Holdings Company Limited
Feng Boming
Chairman

APPENDIX I TO THE CIRCULAR

A Shareholder who has not yet lodged the proxy form which has been sent to the Shareholders on 26 April 2024 together with the Original Circular and the accompanying notice of the Initially Scheduled AGM (the “**First Proxy Form**”) with the Company’s Share Registrar is requested to lodge the Revised Form of Proxy in accordance with the instructions printed thereon. In this case, the First Proxy Form should not be lodged with the Company’s Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Company’s Share Registrar should note that:

- (i) if no Revised Form of Proxy is lodged with the Company’s Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the Rescheduled AGM (including, if properly put, the resolutions as set out in the Amended AGM Notice enclosed in the Supplemental Circular) except for those resolutions to which the Shareholder has indicated his voting direction in the First Proxy Form;
- (ii) if the Revised Form of Proxy is lodged with the Company’s Share Registrar at a time in any event not later than 48 hours before the time appointed for holding of the Rescheduled AGM or any adjournment thereof (the “**Closing Time**”), the Revised Form of Proxy, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him; or
- (iii) if the Revised Form of Proxy is lodged with the Company’s Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be invalid and in the latter case, the validity of the Revised Form of Proxy will be subject to the discretion of the Board. Whether or not the Revised Form of Proxy is valid, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the First Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy before the Closing Time. If such Shareholders wish to vote at the Rescheduled AGM, they will have to attend in person and vote at the Rescheduled AGM themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting at the Rescheduled AGM or any adjourned meeting should they so wish.

AMENDED NOTICE OF ANNUAL GENERAL MEETING



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)

AMENDED NOTICE OF ANNUAL GENERAL MEETING

This amended notice of annual general meeting supersedes the notice of annual general meeting of China Merchants Port Holdings Company Limited (the “**Company**”) dated 26 April 2024 (the “**Original Notice**”).

NOTICE IS HEREBY GIVEN THAT an annual general meeting of the Company (the “**AGM**”) will be held at Granville & Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 20 June 2024 at 9:30 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

1. To receive and consider the Audited Consolidated Financial Statements for the year ended 31 December 2023 together with the Report of the Directors and the Independent Auditor’s Report.
2. To declare a final dividend of 48 HK cents per share for the year ended 31 December 2023.
3. A. Each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Directors**”):
 - (a) To re-elect Mr. Xu Song as a Director;
 - (b) To re-elect Mr. Yang Guolin as a Director;
 - (c) To re-elect Mr. Chan Hiu Fung Nicholas as a Director;
 - (d) To re-elect Ms. Wong Pui Wah as a Director;
 - (e) To re-elect Mr. Feng Boming as a Director; and
 - (f) To re-elect Mr. Wong Chi Wing as a Director.
- B. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“**THAT** KPMG be and is hereby appointed as auditor of the Company in place of the retiring auditor, Deloitte Touche Tohmatsu, to hold office until the conclusion of the next annual general meeting at a remuneration to be fixed by the board of directors of the Company.”

5. To consider and, if thought fit, to pass with or without modifications the following resolutions as ordinary resolutions:

Ordinary Resolutions

A. “THAT:

- (a) subject to paragraph (c) of this Resolution and pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company’s articles of association (the “**Articles of Association**”), shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution) and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited (the “**HKSE**”) or any other stock exchange on which the securities of the Company may be listed and recognised by Securities and Futures Commission and the HKSE for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the total number of the shares of the Company in issue on the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution) and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** conditional upon Resolutions numbered 5A and 5B set out in the notice convening this meeting being passed, the total number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in Resolution numbered 5B set out in the notice convening this meeting shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution numbered 5A set out in the notice convening this meeting, provided that the number of shares bought back by the Company shall not exceed 10 per cent. of the total number of shares of the Company in issue on the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution).”

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

Hong Kong, 5 June 2024

Registered Office:
38th Floor, China Merchants Tower,
Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

Notes:

1. This amended notice should be read in conjunction with the circular of the Company dated 26 April 2024 (the “**Original Circular**”) and the supplemental circular of the Company dated 5 June 2024 (the “**Supplemental Circular**”).
2. **PROXY FORM**

Since the proxy form which has been sent to the shareholders of the Company (the “**Shareholders**”) on 26 April 2024 together with the Original Circular and the accompanying notice of the AGM (the “**First Proxy Form**”) for use at the annual general meeting of the Company initially scheduled to be held on 27 May 2024 does not contain certain information as set out in this amended notice, the revised proxy form for the AGM (the “**Revised Form of Proxy**”) has been prepared and is enclosed with this amended notice.

- (a) A member entitled to attend and vote at the meeting convened pursuant to the above notice is entitled to appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company.
- (b) In order to be valid, the Revised Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the meeting or at any adjournment thereof.
- (c) A Shareholder who has not yet lodged the First Proxy Form with the Company’s Share Registrars is requested to lodge the Revised Form of Proxy in accordance with the instructions printed thereon. In this case, the First Proxy Form should not be lodged with the Company’s Share Registrar.

- (d) A Shareholder who has already lodged the First Proxy Form with the Company's Share Registrar should note that:
- (i) if no Revised Form of Proxy is lodged with the Company's Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM (including, if properly put, the resolutions as set out in this amended notice) except for those resolutions to which the Shareholder has indicated his voting direction in the First Proxy Form;
 - (ii) if the Revised Form of Proxy is lodged with the Company's Share Registrar at a time in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (the "**Closing Time**"), the Revised Form of Proxy, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by him; or
 - (iii) if the Revised Form of Proxy is lodged with the Company's Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be invalid and in the latter case, the validity of the Revised Form of Proxy will be subject to the discretion of the Board. Whether or not the Revised Form of Proxy is valid, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the First Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.
- (e) Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so wish.

3. To ascertain the Shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 17 June 2024 to 20 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 14 June 2024.

Subject to the approval of the Shareholders at the meeting, the proposed final dividend will be despatched to Shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Tuesday, 25 June 2024. In order to qualify for the proposed final dividend, all transfers and the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at the above address not later than 4:30 p.m. on Tuesday, 25 June 2024.

4. Concerning resolution numbered 4 above, the existing auditor, Deloitte Touche Tohmatsu, will retire as the auditor of the Company with effect from the conclusion of the meeting. A special notice has been given by a member of the Company, pursuant to Sections 400(1)(a) and 578 of the Companies Ordinance, of the intention to propose the resolution to appoint KPMG as the auditor of the Company.
5. Concerning resolutions numbered 5A and 5C above, the Board wishes to state that it has no immediate plans to issue any new shares in the Company. The ordinary resolution is being sought from members as a general mandate in compliance with sections 140 and 141 of the Companies Ordinance and the Listing Rules.
6. Concerning resolution numbered 5B above, the Board wishes to state that it has no immediate plans to buy back any existing shares pursuant to the relevant mandate. Approval is being sought from members as a general mandate to be given to the Directors to buy back shares. The Explanatory Statement required by the Listing Rules in connection with the proposed buy-back mandate has been despatched to members on 26 April 2024.

7. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote at the AGM pursuant to Article 54 of the Articles of Association.
8. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the HKSAR Government is/are in force on the date of the AGM, the AGM will be considered to be postponed or adjourned. The Company will post an announcement on the Company’s website (www.cmport.com.hk) and the HKSE’s website (www.hkexnews.hk) to notify the Shareholders if there are any changes on the date, time and place of the AGM. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations.
9. As at the date of this notice, the Board comprises Mr. Feng Boming (Chairman), Mr. Yim Kong and Mr. Yang Guolin as Non-executive Directors; Mr. Xu Song, Mr. Lu Yongxin and Mr. Tu Xiaoping as Executive Directors; and Mr. Chan Hiu Fung Nicholas, Ms. Chan Yuen Sau Kelly, Mr. Li Ka Fai David, Mr. Wong Chi Wing and Ms. Wong Pui Wah as Independent Non-executive Directors.