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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)*

Executive Directors:
Mr. Xu Song *(Vice Chairman and Chief Executive Officer)*
Mr. Lu Yongxin *(Managing Director)*
Mr. Huang Qiang Zhong

Independent Non-executive Directors:
Mr. Chan Hiu Fung Nicholas
Ms. Chan Yuen Sau Kelly
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

28 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO BUY BACK AND ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

The purpose of this circular (the "**Circular**") is to give shareholders (the "**Shareholders**") of China Merchants Port Holdings Company Limited (the "**Company**") information on matters to be dealt with at the annual general meeting of the Company (the "**AGM**") scheduled on 2 June 2026, which include the following proposals: (i) the re-election of retiring directors; (ii) the renewal of the general mandates for buy-back and issue of shares; and (iii) notice of AGM (the "**AGM Notice**"), as set out in the AGM notice dated 28 April 2026. This Circular also provides particulars of the directors of the Company ("**Directors**") subject to re-election and sets out an explanatory statement

regarding the buy-back mandate, as required to be sent to the Shareholders under the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**HKSE**"). This Circular also constitutes the memorandum required under section 239 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Companies Ordinance**"). Reference in this document to "**Shares**" means fully-paid share(s) of all classes in the share capital of the Company.

1 RE-ELECTION OF RETIRING DIRECTORS

As at 17 April 2026 (the "**Latest Practicable Date**"), the board of Directors (the "**Board**") of the Company comprises Mr. Feng Boming (Chairman) and Mr. Yim Kong who are non-executive Directors ("**Non-executive Director(s)**"), Mr. Xu Song, Mr. Lu Yongxin and Mr. Huang Qiang Zhong who are executive Directors ("**Executive Director(s)**"), and Mr. Chan Hiu Fung Nicholas, Ms. Chan Yuen Sau Kelly, Mr. Wong Chi Wing and Ms. Wong Pui Wah who are independent non-executive Directors ("**Independent Non-executive Director(s)**").

Pursuant to article 97 of the articles of association of the Company (the "**Articles of Association**"), Mr. Xu Song, Mr. Chan Hiu Fung Nicholas and Ms. Wong Pui Wah shall retire from office by rotation at the AGM and shall be eligible and shall offer themselves for re-election. Pursuant to article 103 of the Articles of Association, Mr. Huang Qiang Zhong will retire from office at the AGM and shall be eligible and will offer himself for re-election. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this Circular.

2 GENERAL MANDATES TO BUY BACK AND ISSUE SHARES

Under section 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting, allot new shares or grant rights to subscribe for, or to convert any security into shares in the company. Therefore, the Directors propose to seek the approval of the Shareholders at the AGM for the grant of:

(a) the issue mandate to issue Shares and to sell or transfer treasury shares of the Company (if any) up to a maximum of 20% of the Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolutions, as set out in item 5A of the AGM Notice;

(b) the Buy-back Mandate (as defined in Appendix II to this Circular) to buy back Shares up to a maximum of 10% of the Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolutions, as set out in item 5B of the AGM Notice; and

(c) authority to the Directors to increase the maximum number of new Shares which may be issued under the general issue mandate (as referred to in paragraph (a) above) by adding to it the number of the Shares bought back pursuant to the Buy-back Mandate (as referred to in paragraph (b) above), as set out in item 5C of the AGM Notice.

An explanatory statement containing all information required pursuant to Rule 10.06(1)(b) of the Listing Rules is set out in Appendix II to this Circular.

As at the Latest Practicable Date, the Company has issued 4,198,009,186 Shares. On the basis of such figure, the Directors would be authorised to issue up to 839,601,837 Shares during the period up to the next annual general meeting in 2027 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the general issue mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

3 ANNUAL GENERAL MEETING

Set out on pages 13 to 16 of this Circular is the AGM Notice.

4 RECOMMENDATION

The Directors believe that the above proposals for (i) the re-election of retiring Directors, and (ii) the renewal of the general mandates for buy-back and issue of Shares are in the best interest of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of all related resolutions to be proposed at the AGM.

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

The following are the particulars of the Directors (as required by Rule 13.51(2) of the Listing Rules) that are subject to retirement at the AGM and proposed for re-election in accordance with the Articles of Association at the AGM. Unless otherwise stated, companies referred to in this Appendix I are unlisted companies.

1. Mr. Xu Song, aged 54, is currently the Vice Chairman of the Board, the Chief Executive Officer and an Executive Director of the Company. He is also a member of each of the nomination committee (the "**Nomination Committee**") and the environmental, social and governance committee (the "**ESG Committee**") of the Company. He was appointed as a member of the Board in June 2022.

   He is the Vice Chairman of the Board of Directors, the Chief Executive Officer and a member of the Strategy and Sustainable Development Committee of China Merchants Port Group Co., Ltd. ("**CMPG**"), shares of which are listed on the Shenzhen Stock Exchange, and the Vice Chairman of the Board of Directors and a member of the Strategy Committee of Shanghai International Port (Group) Co., Ltd., shares of which are listed on the Shanghai Stock Exchange. He also serves as a director of various subsidiaries of the Company. He is a Senior Economist, graduated from Huazhong University of Science and Technology majoring in Material Management, and obtained a Bachelor's Degree. He then obtained a Master's Degree from Dongbei University of Finance and Economics majoring in Business Administration, a Master's Degree from Coventry University majoring in International Business, and a PhD from Dalian Maritime University majoring in the Transportation Planning and Management.

   He successively served as the Deputy General Manager of Dalian Portnet Co., Ltd., the Deputy General Manager and the General Manager of Dalian Jifa Logistics Co., Ltd., the General Manager of Dalian Port Container Co., Ltd., the General Manager of Dalian Port North Yellow Sea Port Cooperation Management Company, the General Manager and a Non-executive Director of Liaoning Port Co., Ltd. (formerly known as Dalian Port (PDA) Company Limited, shares of which are listed on the Shanghai Stock Exchange and the HKSE), a Director, the Deputy General Manager and the General Manager of Dalian Port Corporation Limited, the Deputy General Manager of Liaoning Port Group Co., Ltd., the Deputy General Manager, the General Manager and the Chief Operating Officer of China Merchants Port Group Co., Ltd., shares of which are listed on the Shenzhen Stock Exchange, and other positions.

   Mr. Xu's directorship with the Company is subject to retirement by rotation pursuant to the Articles of Association. As at the Latest Practicable Date, Mr. Xu 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 22,200 Shares of CMPG (an associated corporation of the Company), and (ii) 120,000 share options which are granted under the employee incentive scheme of CMPG and are exercisable in batches from 29 January 2023 to 29 January 2027. Mr. Xu has not received and is not entitled to any Director's fee. Mr. Xu received total emolument of HK$3.34 million for the year ended 31 December 2025 (including salary, discretionary bonus and employer's contribution to pension scheme). Such emolument was recommended by the remuneration committee of the Company (the "**Remuneration Committee**") with

reference to Mr. Xu's duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market level of remuneration paid by comparable companies. There is an existing appointment letter between Mr. Xu and the Company for a term of three years commencing from 22 June 2025.

2. Mr. Huang Qiang Zhong, aged 56, is currently an Executive Director of the Company. He is also a member of the ESG Committee. He was appointed as a member of the Board in January 2026.

   He currently serves as the head of the International Exchange and Cooperation Institute of CMPG, the shares of which are listed on the Shenzhen Stock Exchange. He is an Intermediate Engineer, graduated from Dalian Maritime University with a Bachelor's degree in Automatic Control, and subsequently obtained a Master's degree in Management Science and Engineering from Zhejiang University.

   Mr. Huang previously served as the Deputy General Manager and the General Legal Counsel of China Merchants Industry Holdings Co., Ltd., the Deputy Minister of the Human Resources Department of China Merchants Group Limited, the Chairman and the General Manager of China Merchants Zhangzhou Development Zone Co., Ltd., the Supervisor of the Management Committee of the Zhangzhou China Merchants Economic and Technological Development Zone, and other positions.

   Mr. Huang's directorship with the Company is subject to retirement by rotation pursuant to the Articles of Association. As at the Latest Practicable Date, Mr. Huang does not hold any interest in the Shares within the meaning of Part XV of the SFO. Mr. Huang has not received and is not entitled to any Director's fee. Mr. Huang will receive emolument (including salary, discretionary bonus and employer's contribution to pension scheme) which will be pro-rated for the year ending 31 December 2026. Such emolument was recommended by the Remuneration Committee with reference to Mr. Huang's duties and responsibilities as an Executive Director of the Company and the prevailing market conditions. There is an existing appointment letter between Mr. Huang and the Company for a term of three years commencing from 14 January 2026.

3. Mr. Chan Hiu Fung Nicholas, aged 52, BBS, MH, JP, is currently an Independent Non-executive Director of the Company. He is also the Chairman of the Remuneration Committee and a member of each of the audit committee of the Company (the "**Audit Committee**") and the Nomination Committee. He was appointed as a member of the Board in December 2022.

   He 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 elected to serve as a member of the Legislative Council of the Hong Kong Special Administrative Region from January 2026. He was also awarded with the Medal of Bronze Bauhinia Star (BBS) from the Government of the Hong Kong Special Administrative Region on 1 July 2024. 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 has been re-appointed to serve as a council member of The Chinese University of Hong Kong for a period of three years from 1 June 2025. 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 international intergovernmental legal consultative organisation. He is also the Hong Kong Deputy to the 13th and 14th 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 also appointed as the Vice Chairman of the China Committee of the Hong Kong General Chamber of Commerce for a period of one year from 11 July 2025. He was also re-elected as the Vice Chairman of Fu Hong Society for a term of one year from October 2025. He was also re-elected as a non-club-linked director of the board of the Football Association of Hong Kong, China Limited for a term of 4 years from July 2025 to June 2029. Also, since 16 June 2025, he was re-appointed as the Chairman of the Advisory Committee of the Innovation and Technology Venture Fund for a period of two years. Mr. Chan was re-appointed as a member of the Social Development Expert Group of the Chief Executive's Policy Unit Expert Group for a period of one year from 30 May 2025. He was also re-appointed as a member of each of the Broadcast Complaints Committee and Telecommunications Affairs Committee of the Communications Authority respectively, each for a period of two years from 1 April 2025. He was also appointed by the Secretary for Justice to serve as a member of the Expert Advisory Group on Legal and Dispute Resolution Services for a term of three years from 4 October 2024. He was also appointed as a member of the Competition Commission for a term of two years from 1 May 2024.

Since 17 May 2024, Mr. Chan was appointed as the Chairman of the Risk Management Subcommittee of The Chinese University of Hong Kong. Since 1 April 2026, Mr. Chan was re-appointed as the director to the Board of Directors of the Hong Kong Cyberport Management Company Limited and the Chairman of the Knowledge Transfer Committee, a member of the Executive Committee of the Council and a member of the Audit and Risk Management Committee of The Chinese University of Hong Kong respectively, each for a period of two years. Mr. Chan was appointed as a member of the Communications Authority since 1 April 2023. Mr. Chan is currently an honorary legal advisor of Hong Kong Information Technology Federation, an honorary legal advisor of Hong Kong Internet Service Providers Association, an honorary legal advisor of International Federation of Creativity and Technology and an honorary legal advisor of BEAM Society. Mr. Chan was previously a member of the Hospital Governing Committee of Castle Peak Hospital and Siu Lam Hospital, and a member of Committee on Innovation, Technology and Industry Development of The Government of the Hong Kong Special Administrative Region.

Since 15 October 2025, Mr. Chan was appointed as an Independent Non-executive Director and a member of each of the Related Party Transaction Control and Consumer Rights Protection Committee and the Strategy and Investment Committee of Ping An Insurance (Group) Company of China, Ltd.. Mr. Chan is also an Independent Non-executive Director and a member of each of the Audit Committee and the Remuneration Committee of Sa Sa International Holdings Limited, an Independent Non-executive Director, the Chairman of the Remuneration Committee, and a member of each of the Audit Committee, Nomination Committee and Risk Management Committee of Q P Group Holdings Limited and an Independent Non-executive Director and a member of the Nomination Committee of Genertec Universal Medical Group Company Limited. Shares of the above four companies are listed on the HKSE.

Mr. Chan was an Independent Non-executive Director of Million Cities Holdings Limited and Pangaea Connectivity Technology Limited. Shares of the above two companies are listed on the HKSE.

Mr. Chan's directorship with the Company is subject to retirement by rotation pursuant to the Articles of Association. As at the Latest Practicable Date, Mr. Chan does not hold any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 31 December 2025, Mr. Chan received a Director's fee of HK$300,000 which was determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to the recommendation made by the Remuneration Committee. There is an existing appointment letter between Mr. Chan and the Company for a term of three years commencing from 8 December 2025.

4. Ms. Wong Pui Wah, aged 50, is currently an Independent Non-executive Director of the Company. She is also the Chairman of the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee. She was appointed as a member of the Board in September 2022.

   She is the Chief Financial Officer and Company Secretary and serves as director of certain subsidiaries of YTO International Express and Supply Chain Technology Limited (formerly known as YTO Express (International) Holdings Limited), shares of which are listed on the HKSE. She was an executive Director of On Time Logistics Holdings Limited (currently known as YTO International Express and Supply Chain Technology Limited) from 20 December 2013 to 1 December 2017. Prior to joining YTO International Express and Supply Chain Technology Limited, Ms. Wong had acquired auditing and accounting experiences by working in various accountancy firms from June 1998 to March 2006. She has over 20 years of experience in auditing, accounting and financial management. Ms. Wong graduated from Lingnan University (formerly known as Lingnan College) with a Bachelor's Degree in Business Administration in November 1998. She also obtained a Master's Degree in Professional Accounting from The Hong Kong Polytechnic University in November 2010. She is a non-practising member of HKICPA and a fellow of ACCA.

   Ms. Wong's directorship with the Company is subject to retirement by rotation pursuant to the Articles of Association. As at the Latest Practicable Date, Ms. Wong does not hold any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 31 December 2025, Ms. Wong received a Director's fee of HK$300,000 which was determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to the recommendation made by the Remuneration Committee. There is an existing appointment letter between Ms. Wong and the Company for a term of three years commencing from 2 September 2025.

The Nomination Committee has considered the background, skills, knowledge and experience of the Independent Non-executive Directors standing for re-election, having regard to the Board diversity policy of the Company ("**Board Diversity Policy**"). The Board Diversity Policy sets out that Board appointments are based on a variety of aspects including, but not limited to, cultural and educational background, professional experience, skills and knowledge in the industry of the Group's business and the past employment track record. The Board notes that these Directors have extensive experience in different fields and professions. In addition, their respective education, background, experience and practice allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Mr. Chan Hiu Fung Nicholas and Ms. Wong Pui Wah have shared their experience and expertise both at and outside Board and committee meetings, which has been very valuable to the Group's business development and strategy. Their re-election will continue to enhance the governance and oversight of the Company at both the Board and the Board committee levels.

By taking into account the nomination policy of the Company and the Board Diversity Policy, and considering Mr. Chan's experience in legal field and Ms. Wong's experience in accounting and audit, the Nomination Committee and the Board consider that the proposed re-election of Mr. Chan and Ms. Wong as Independent Non-executive Directors are based on merits and competence, that Mr. Chan and Ms. Wong will be considered against the abovementioned objective criteria necessary for the operation of the Board as a whole, and that the proposed re-election of Mr. Chan and Ms. Wong is conducive to maintaining a sound balance of the Board's composition.

Further, the Independent Non-executive Directors seeking re-election have confirmed their independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. During their years of appointment, they have demonstrated their ability to provide independent views to the Company's matters and have never engaged in any executive management of the Company. To the best knowledge of the Directors, as at the date of this Circular, the Company is not aware of any matters or events that may affect the independence of the Independent Non-executive Directors.

The Nomination Committee considers that the Independent Non-executive Directors seeking re-election continue to contribute to the Board and the Company effectively and are committed to their roles. Accordingly, the Nomination Committee has recommended the re-election of the above retiring Directors to the Board. Accordingly, the Board, having considered the recommendation of the Nomination Committee, is of the view that the knowledge, skill sets and experience of Mr. Chan Hiu Fung Nicholas and Ms. Wong Pui Wah will continue to generate significant contribution to the Company and the Shareholders as a whole and proposed that each of the above retiring Directors to stand for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of the above retiring Directors, namely Mr. Xu Song, Mr. Huang Qiang Zhong, Mr. Chan Hiu Fung Nicholas and Ms. Wong Pui Wah, stands for re-election as a Director by way of separate resolutions at the AGM.

Save as disclosed above, each of Mr. Xu Song, Mr. Huang Qiang Zhong, Mr. Chan Hiu Fung Nicholas and Ms. Wong Pui Wah 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, each of Mr. Xu Song, Mr. Huang Qiang Zhong, Mr. Chan Hiu Fung Nicholas and Ms. Wong Pui Wah is independent of and not connected with any Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, each of Mr. Xu Song, Mr. Huang Qiang Zhong, Mr. Chan Hiu Fung Nicholas and Ms. Wong Pui Wah has confirmed that there are no other matters relating to his/her re-election that need to be brought to the attention of the Shareholders and there is no other information in relation to his/her re-election which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules.

SHAREHOLDERS' APPROVAL

All buy-backs of securities by a company with its primary listing on the HKSE must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

SOURCE OF FUNDS

Buy-backs by a company may only be funded out of funds legally available for the purpose in accordance with its articles of association and the Laws of Hong Kong.

TRADING RESTRICTIONS

The total number of shares which a company is authorised to buy back on the HKSE is limited to the shares representing up to a maximum of 10% of the existing issued shares (excluding treasury shares), and warrants representing 10% of all such warrants at the date of the resolution approving the grant of the general mandate.

A company may not make, or announce any proposal on, a new issue of shares or a sale or transfer of any treasury shares (other than those under a capitalisation issue, for a grant or vesting or exercise of share awards or options under the share scheme, or pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue shares or transfer treasury shares which were outstanding prior to such share buy-back) for a period of 30 days immediately following a buy-back without the prior approval of the HKSE.

A company may not buy back any of its own shares on the HKSE for a period of 30 days after any sale or transfer of any treasury shares on the HKSE, without the prior approval of the HKSE.

EXERCISE OF THE BUY-BACK MANDATE

Whilst the Directors do not presently intend to buy back any Shares, they believe that the flexibility afforded by the mandate granted to them if the ordinary resolution set out as item 5B of the AGM Notice (the "**Buy-back Mandate**") is passed would be beneficial to the Company.

It is proposed that up to 10% of the Shares in issue (excluding treasury shares) at the date of the passing of the resolution to approve the Buy-back Mandate may be bought back. As at the Latest Practicable Date, the Company has issued 4,198,009,186 Shares and did not hold treasury shares. On the basis of such figure, the Directors would be authorised to buy back up to 419,800,918 Shares during the period up to the next annual general meeting in 2027 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Buy-back Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

The Listing Rules provide that the shares repurchased by a company shall be held as treasury shares or cancelled. The listing of all shares which are held as treasury shares shall be retained. The company shall ensure that treasury shares are appropriately identified and segregated. The listing of all shares bought back but not held as treasury shares shall be automatically cancelled and the certificates for these shares must be cancelled and destroyed.

REASONS FOR BUY-BACKS

Buy-backs of Shares will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

FUNDING OF BUY-BACKS

Buy-backs pursuant to the Buy-back Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with its articles of association and the laws of Hong Kong. Under the Companies Ordinance, payment in respect of a share buy-back may be made out of the Company's distributable profits and/or out of the proceeds of a fresh issue of shares made for the purpose of the buy-back.

There might be a material adverse impact on the working capital, or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2025) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates, has any present intention, if the Buy-back Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Buy-back Mandate is exercised.

DIRECTORS' UNDERTAKING

The Directors will exercise the powers of the Company to make repurchases under the Buy-back Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws of Hong Kong.

The Company confirms that neither the explanatory statement nor the Buy-back Mandate has any unusual features.

SHARE BUY-BACK BY THE COMPANY

The Company had not bought back any Shares during the six months prior to the Latest Practicable Date (whether on the HKSE or otherwise).

If the Company repurchases its Shares pursuant to the Buy-back Mandate, it may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase(s) of the Shares.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee. Any resale or transfer of treasury shares (if any) will be subject to the ordinary resolution in respect of the Issue Mandate set out in item 5A of the AGM Notice and made in accordance with the Listing Rules and the Companies Ordinance.

TAKEOVERS CODE CONSEQUENCES

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers and Share Buy-backs (the "**Takeovers Code**"). As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances.

As at the Latest Practicable Date, China Merchants Group Limited ("**CMG**"), the ultimate holding company of the Company, has a 72.15% shareholding interest in the Company and CMPG, a substantial shareholder of the Company, has a 49.67% shareholding interest in the Company. If the Buy-back Mandate is exercised in full, based on the number of Shares in issue as at the Latest Practicable Date, CMG and CMPG will hold up to 80.17% and up to 55.19% shareholding interest in the Company, respectively, depending on the extent to which the Buy-back Mandate is exercised. Unless a waiver is granted by the SFC, such increase may give rise to an obligation on CMPG to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Buy-back Mandate to such an extent as to result in takeover obligations. Save as disclosed above, the Directors are not aware of any other consequence which may arise under the Takeovers Code as a result of any buy-backs if the Buy-back Mandate is exercised in full.

The Listing Rules prohibit a company from making a buy-back on the HKSE if the buy-back would result in the proportion of shares held by the public being reduced to less than 25%. The Directors do not intend to buy back Shares to an extent which would reduce the aggregate number of Shares held by the public to less than 25%.

MARKET PRICES

The highest and lowest prices at which the Shares have traded on the HKSE during each of the previous twelve months before the printing of this circular were:

	Share Prices (per share)	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	13.76	11.42
May	15.38	12.42
June	15.38	14.10
July	15.98	14.16
August	16.30	14.83
September	15.78	14.26
October	15.47	14.27
November	16.37	14.94
December	16.73	14.75
2026		
January	15.93	14.75
February	17.48	15.40
March	17.85	14.60
April (up to and including the Latest Practicable Date)	16.05	14.26

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of China Merchants Port Holdings Company Limited (the "**Company**") will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2026 at 9:30 a.m. for the following purposes:

1 To receive and consider the Audited Consolidated Financial Statements for the year ended 31 December 2025 together with the Report of the Directors and the Independent Auditor's Report.

2 To declare a final dividend of HK$0.489 per share for the year ended 31 December 2025.

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. Huang Qiang Zhong as a Director;

(c) To re-elect Mr. Chan Hiu Fung Nicholas as a Director; and

(d) To re-elect Ms. Wong Pui Wah as a Director.

B. To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

4 To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.

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 sell and transfer any treasury shares of 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, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred (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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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, 28 April 2026

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

Notes:

1. 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.

2. In order to be valid, the instrument appointing a 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 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 meeting or at any adjournment thereof.

3. To ascertain the shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 26 May 2026 to 2 June 2026, 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 Registrars, 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, 22 May 2026. Shareholders whose names appear on the register of members of the Company on 26 May 2026 will be entitled to attend and vote at the meeting.

   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 Friday, 5 June 2026. In order to qualify for the proposed final dividend, all transfers and the relevant share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, at the above address not later than 4:30 p.m. on Friday, 5 June 2026.

4. 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 resolutions are being sought from members as a general mandate in compliance with sections 140 and 141 of the Companies Ordinance and the Listing Rules.

5. 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 will be despatched to members together with the notice of the meeting.

6. 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 58 of the Articles of Association.

7. 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.

8. As at the date of this notice, the Board comprises Mr. Feng Boming (Chairman) and Mr. Yim Kong as Non-executive Directors; Mr. Xu Song, Mr. Lu Yongxin and Mr. Huang Qiang Zhong as Executive Directors; and Mr. Chan Hiu Fung Nicholas, Ms. Chan Yuen Sau Kelly, Mr. Wong Chi Wing and Ms. Wong Pui Wah as Independent Non-executive Directors.