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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)

CONNECTED TRANSACTION

(1) HOI TUNG AGREEMENTS

AND

CONTINUING CONNECTED TRANSACTIONS

(2) 2026 LEASING AND RELATED SERVICES FRAMEWORK

AGREEMENT

**(3) 2025 WAREHOUSE SERVICE AGREEMENTS — REVISION OF
ANNUAL CAPS**

HOI TUNG AGREEMENTS

On 28 September 2026, HIPG entered into the following agreements with Hoi Tung in relation to equipment at Hambantota International Port: (i) the RTG Safety Features Agreement, in relation to the supply, installation and commissioning of safety features at 16 existing rubber tyred gantry cranes, at a contract price of USD1.13 million (equivalent to approximately HK\$8.81 million); (ii) the QC Safety Features Agreement, in relation to the supply, installation and commissioning of safety features at seven existing ship-to-shore (quay) cranes, at a contract price of USD0.85 million (equivalent to approximately HK\$6.63 million); and (iii) the Electrification Agreement, in relation to the electrical conversion of 12 prime movers, one reach stacker and one empty stacker, at a contract price of USD1.33 million (equivalent to approximately HK\$10.37 million).

Hoi Tung is an indirect subsidiary of CMG, the ultimate holding company of the Company. Accordingly, Hoi Tung is a connected person of the Company and the transactions contemplated under each of the Hoi Tung Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under each of the Hoi Tung Agreements, on a standalone basis, are less than 0.1% and therefore, each of these transactions, on a standalone basis, constitutes a de minimis connected transaction pursuant to Rule 14A.76(1) of the Listing Rules and is fully exempt from the reporting, announcement, circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

However, as these transactions are of a similar nature or otherwise connected, they will need to be aggregated as if they were one transaction. The aggregate contract price under the Hoi Tung Agreements is USD3.31 million (equivalent to approximately HK\$25.82 million). Since one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Hoi Tung Agreements, when aggregated, exceed 0.1% but all of them are below 5%, these transactions are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

2026 LEASING AND RELATED SERVICES FRAMEWORK AGREEMENT

On 28 September 2026, CMBL entered into the 2026 Leasing and Related Services Framework Agreement with Qianhai Yigang, pursuant to which Qianhai Yigang and its subsidiaries will provide leasing and related services, including the leasing of land, warehouses and sites and the provision of related water, electricity and property management services, to CMBL and its subsidiaries for a term commencing on 1 October 2026 and ending on 31 December 2028.

Qianhai Yigang is an indirect subsidiary of CMG, the ultimate holding company of the Company. Accordingly, Qianhai Yigang is a connected person of the Company and the transactions contemplated under the 2026 Leasing and Related Services Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

For the purpose of Rule 14A.53 of the Listing Rules, on 28 September 2026, the Directors resolved to set the annual caps in respect of the total fees payable by the CMBL Group to Qianhai Yigang Group under the 2026 Leasing and Related Services Framework Agreement for the period from 1 October 2026 to 31 December 2026 and for each of the two years ending 31 December 2027 and 2028 as RMB7.40 million (equivalent to approximately HK\$8.22 million), RMB24.00 million (equivalent to approximately HK\$26.67 million) and RMB24.00 million (equivalent to approximately HK\$26.67 million), respectively.

Since the highest applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the annual caps for the fees payable to Qianhai Yigang Group under the 2026 Leasing and Related Services Framework Agreement exceed 0.1% but are below 5%, these transactions are subject to the reporting, annual review and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

2025 WAREHOUSE SERVICE AGREEMENTS

Reference is made to the September 2025 Announcement in relation to, inter alia, the 2025 Warehouse Service Agreements entered into between CMBL and Shenzhen Nanyou.

On 28 September 2026, CMBL entered into the Termination Agreement with Shenzhen Nanyou, pursuant to which the parties agreed to terminate with effect from 30 September 2026, among other arrangements between the parties, (i) 2025 Warehouse Service Agreement 1, (ii) 2025 Warehouse Service Agreement 2 and (iii) 2025 Warehouse Service Agreement 3. The remaining 2025 Warehouse Service Agreements, namely 2025 Warehouse Service Agreement 4, 2025 Warehouse Service Agreement 5 and 2025 Warehouse Service Agreement 6, are not affected by the Termination Agreement and will expire/have been expired in accordance with their respective terms.

Pursuant to Rule 14A.54 of the Listing Rules, where a listed issuer proposes to revise the annual caps for a continuing connected transaction, it must re-comply with the announcement and, if applicable, the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules. Accordingly, notwithstanding that the annual caps in respect of the 2025 Warehouse Service Agreements are being revised downwards, the Company is required to re-comply with the applicable requirements of Chapter 14A of the Listing Rules and this announcement is made in accordance with Rule 14A.54 of the Listing Rules.

As a result of the Termination Agreement, on 28 September 2026 the Directors resolved to revise the aggregate annual caps in respect of the total fees payable by the Group to Shenzhen Nanyou under the 2025 Warehouse Service Agreements downwards from RMB13.89 million (equivalent to approximately HK\$15.43 million), RMB12.74 million (equivalent to approximately HK\$14.16 million) and RMB9.40 million (equivalent to approximately HK\$10.44 million) to RMB11.15 million (equivalent to approximately HK\$12.39 million), nil and nil for each of the three years ending 31 December 2026, 2027 and 2028 respectively.

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the revised aggregate annual cap for the fees payable to Shenzhen Nanyou under the 2025 Warehouse Service Agreements for the year ending 31 December 2026 are less than 0.1% and therefore, these transactions constitute a de minimis continuing connected transaction pursuant to Rule 14A.76(1) of the Listing Rules and is fully exempt from the reporting, announcement, circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

1. HOI TUNG AGREEMENTS

Background

Hambantota International Port is operated by HIPG, an indirect subsidiary of the Company. As part of the Group's ongoing programme to enhance the safety, operational efficiency and environmental performance of its container handling equipment at Hambantota International Port, on 28 September 2026, HIPG entered into the following agreements with Hoi Tung in relation to equipment at Hambantota International Port: (i) the RTG Safety Features Agreement, in relation to the supply, installation and commissioning of safety features at 16 existing rubber tyred gantry cranes; (ii) the QC Safety Features Agreement, in relation to the supply, installation and commissioning of safety features at seven existing ship-to-shore (quay) cranes; and (iii) the Electrification Agreement, in relation to the electrical conversion of 12 prime movers, one reach stacker and one empty stacker.

(i) The RTG Safety Features Agreement

Key terms of the RTG Safety Features Agreement are as follows:

Date:	28 September 2026
Parties:	(i) HIPG, as employer (ii) Hoi Tung, as contractor
Subject matter:	The design, supply, installation, commissioning, testing and handover of safety features for 16 existing rubber tyred gantry cranes at Hambantota International Port, together with the remedying of any defects.
Contract price:	An all-inclusive fixed lump sum of USD1.13 million (equivalent to approximately HK\$8.81 million).

The contract price was determined and agreed by the parties on an arm's length basis following a tender process, with reference to prevailing market rates for comparable works.

Payment terms: The materials portion is payable on a documents against acceptance basis of 30 days against submission of the relevant shipping documents, and the services portion is payable in instalments by telegraphic transfer following issuance of the relevant taking-over certificates.

Commencement and completion: The works shall commence on a date to be notified by HIPG. The time for completion is 365 days.

(ii) The QC Safety Features Agreement

Key terms of the QC Safety Features Agreement are as follows:

Date: 28 September 2026

Parties: (i) HIPG, as employer
(ii) Hoi Tung, as contractor

Subject matter: The design, supply, installation, commissioning, testing and handover of safety features for seven existing ship-to-shore (quay) cranes at Hambantota International Port, together with the remedying of any defects.

Contract price: An all-inclusive fixed lump sum of USD0.85 million (equivalent to approximately HK\$6.63 million).

The contract price was determined and agreed by the parties on an arm's length basis following a tender process, with reference to prevailing market rates for comparable works.

Payment terms: The materials portion is payable on a documents against acceptance basis of 30 days against submission of the relevant shipping documents, and the services portion is payable in instalments by telegraphic transfer following issuance of the relevant taking-over certificates.

Commencement and completion: The works shall commence on a date to be notified by HIPG. The time for completion is 365 days.

(iii) The Electrification Agreement

Key terms of the Electrification Agreement are as follows:

Date:	28 September 2026
Parties:	(i) HIPG, as employer (ii) Hoi Tung, as contractor
Subject matter:	The design, execution and completion of the electrical conversion of 12 prime movers, one reach stacker and one empty stacker at Hambantota International Port from diesel to fully electric operation, together with the remedying of any defects.
Contract price:	USD1.33 million including the social security contribution levy (equivalent to approximately HK\$10.37 million). The contract price was determined and agreed by the parties on an arm's length basis following a tender process, with reference to prevailing market rates for comparable works.
Payment terms:	The materials portion is payable on a documents against acceptance basis of 30 days, and the services portion and balance of the contract price are payable by telegraphic transfer upon issuance of the relevant taking-over certificate and performance certificate, respectively.
Commencement and completion:	The commencement date was 14 February 2026, as agreed in the letters of acceptance issued by HIPG and accepted by Hoi Tung in February 2026 and April 2026, which were subsequently formalised by this Electrification Agreement. The time for completion of the works is 200 days.

Listing Rules Implications

Hoi Tung is an indirect subsidiary of CMG, the ultimate holding company of the Company. Accordingly, Hoi Tung is a connected person of the Company and the transactions contemplated under each of the Hoi Tung Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under each of the Hoi Tung Agreements, on a standalone basis, are less than 0.1% and therefore, each of these transactions, on a standalone basis, constitutes a de minimis connected transaction pursuant to Rule 14A.76(1) of the Listing Rules and is fully exempt from the reporting, announcement, circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

However, as these transactions are of a similar nature or otherwise connected, they will need to be aggregated as if they were one transaction. The aggregate contract price under the Hoi Tung Agreements is USD3.31 million (equivalent to approximately HK\$25.82 million). Since one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Hoi Tung Agreements, when aggregated, exceed 0.1% but all of them are below 5%, these transactions are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

2. 2026 LEASING AND RELATED SERVICES FRAMEWORK AGREEMENT

The 2026 Leasing and Related Services Framework Agreement

Key terms of the 2026 Leasing and Related Services Framework Agreement are as follows:

Date:	28 September 2026
Parties:	(i) Qianhai Yigang (as Lessor) (ii) CMBL (as Lessee)
Term:	1 October 2026 to 31 December 2028
Subject matter:	Qianhai Yigang and its subsidiaries shall provide leasing and related services to CMBL and its subsidiaries, comprising the leasing of land, warehouses and sites, together with the provision of related services including water and electricity supply and property management services.

Implementation by specific contracts:	Qianhai Yigang and CMBL shall procure their respective subsidiaries to enter into specific contracts from time to time for individual transactions. Each specific contract shall set out the relevant services, quantity, price and period and comply with the principles and conditions of the 2026 Leasing and Related Services Framework Agreement and applicable laws and regulations, including the Listing Rules.
Pricing basis:	Prices and related terms shall be fair and reasonable and no less favourable than those offered by Qianhai Yigang and its subsidiaries to independent third parties for comparable services. The framework agreement does not prescribe fixed unit rates; each price will be agreed in the relevant specific contract by reference to these principles and prevailing market conditions.
Payment:	Service fees are payable in accordance with the payment method agreed by the parties.
Renewal:	Either party may notify the other in writing of its intention to renew the agreement at any time within the 12 months before its expiry (or at another time agreed by the parties), subject to the parties negotiating on a fair and reasonable basis and complying fully with all applicable disclosure and/or shareholders' approval requirements under the Listing Rules.

Listing Rules Implications and Determination of Annual Caps

Qianhai Yigang is an indirect subsidiary of CMG, the ultimate holding company of the Company. Accordingly, Qianhai Yigang is a connected person of the Company and the transactions contemplated under the 2026 Leasing and Related Services Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

Pursuant to the 2026 Leasing and Related Services Framework Agreement, it is expected that the aggregate amount of fees payable by the CMBL Group to Qianhai Yigang Group will not exceed the following annual caps:

Period	Annual cap in respect of the total fees payable by the CMBL Group to Qianhai Yigang Group
From 1 October 2026 to 31 December 2026	RMB7.40 million (equivalent to approximately HK\$8.22 million)
For the year ending 31 December 2027	RMB24.00 million (equivalent to approximately HK\$26.67 million)
For the year ending 31 December 2028	RMB24.00 million (equivalent to approximately HK\$26.67 million)
Total	RMB55.40 million (equivalent to approximately HK\$61.56 million)

The above annual caps have been determined with reference to: (i) the estimated total area of the land, warehouses and sites to be leased under the 2026 Leasing and Related Services Framework Agreement, being approximately 58,000 square metres in aggregate; (ii) the anticipated utilisation rates of such premises based on the Group's operational needs and business growth projections; (iii) the prevailing market rates for comparable premises and related services in the Qianhai area of Shenzhen; (iv) the estimated water, electricity and property management charges to be incurred; and (v) an appropriate buffer to accommodate possible increases in service demand and market fluctuations during the term.

Since the highest applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the annual caps for the fees payable by CMBL Group to Qianhai Yigang Group under the 2026 Leasing and Related Services Framework Agreement exceed 0.1% but are below 5%, these transactions are subject to the reporting, annual review and announcement requirements but are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

3. 2025 WAREHOUSE SERVICE AGREEMENTS — REVISION OF ANNUAL CAPS

Background

Reference is made to the September 2025 Announcement, pursuant to which CMBL entered into the 2025 Warehouse Service Agreements with Shenzhen Nanyou on 25 September 2025 in relation to the provision of warehouse services by Shenzhen Nanyou to CMBL at the Warehouses located in Qianhai, Shenzhen.

The ownership of the warehouse premises which are the subject of the terminated agreements has been transferred. In view of that transfer of ownership, and without fault on the part of either party, CMBL and Shenzhen Nanyou have agreed to terminate early those of the 2025 Warehouse Service Agreements which relate to the affected premises.

The Termination Agreement

On 28 September 2026, CMBL entered into the Termination Agreement with Shenzhen Nanyou, pursuant to which the parties agreed to terminate certain arrangements between them with effect from 30 September 2026, including 2025 Warehouse Service Agreement 1, 2025 Warehouse Service Agreement 2 and 2025 Warehouse Service Agreement 3. The rights and obligations of the parties under the terminated agreements shall cease with effect from that date. The early termination arises from the transfer of ownership of the premises which are the subject of the terminated agreements, and is without fault on the part of either party. Shenzhen Nanyou shall refund to CMBL in full the performance deposits paid under the terminated agreements, without interest, within 20 business days after the date of the Termination Agreement (subject to CMBL having settled all warehouse service fees, property management fees, water and electricity charges and other charges payable by it), and neither party shall be entitled to claim damages or compensation from the other in respect of the early termination.

Listing Rules Implications and Revision of Annual Caps

Shenzhen Nanyou is a subsidiary of CMG, the ultimate holding company of the Company. Accordingly, Shenzhen Nanyou is a connected person of the Company and the transactions contemplated under the 2025 Warehouse Service Agreements constitute continuing connected transactions of the Company under the Listing Rules.

As disclosed in the September 2025 Announcement, the annual caps in respect of the total fees payable to Shenzhen Nanyou under the 2025 Warehouse Service Agreements for each of the three years ending 31 December 2026, 2027 and 2028 were set at RMB13.89 million (equivalent to approximately HK\$15.43 million), RMB12.74 million (equivalent to approximately HK\$14.16 million) and RMB9.40 million (equivalent to approximately HK\$10.44 million), respectively.

Following the termination of 2025 Warehouse Service Agreement 1, 2025 Warehouse Service Agreement 2 and 2025 Warehouse Service Agreement 3 with effect from 30 September 2026, no fees will be payable to Shenzhen Nanyou under those agreements in respect of any period thereafter. As they are the only 2025 Warehouse Service Agreements extending beyond 31 December 2026, no fees will be payable under the 2025 Warehouse Service Agreements for either of the two years ending 31 December 2027 and 2028. Accordingly, on 28 September 2026, the Directors resolved to revise the aggregate annual caps in respect of the total fees payable to Shenzhen Nanyou under the 2025 Warehouse Service Agreements downwards as follows:

For the year ending 31 December	Existing aggregate annual cap	Revised aggregate annual cap
2026	RMB13.89 million (equivalent to approximately HK\$15.43 million)	RMB11.15 million (equivalent to approximately HK\$12.39 million)
2027	RMB12.74 million (equivalent to approximately HK\$14.16 million)	Nil
2028	RMB9.40 million (equivalent to approximately HK\$10.44 million)	Nil

The revised aggregate annual caps have been determined with reference to (i) the fees payable under 2025 Warehouse Service Agreement 1, 2025 Warehouse Service Agreement 2 and 2025 Warehouse Service Agreement 3 in respect of the period up to and including 30 September 2026, being the effective date of termination under the Termination Agreement; (ii) the fees payable under 2025 Warehouse Service Agreement 4, 2025 Warehouse Service Agreement 5 and 2025 Warehouse Service Agreement 6, which are not terminated by the Termination Agreement and which expire in accordance with their respective terms; and (iii) the absence of any further fees payable to Shenzhen Nanyou under the 2025 Warehouse Service Agreements after 31 December 2026.

Save for the revision of the annual caps described above and the termination of 2025 Warehouse Service Agreement 1, 2025 Warehouse Service Agreement 2 and 2025 Warehouse Service Agreement 3, the pricing basis and the fees payable under the 2025 Warehouse Service Agreements remain unchanged.

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the revised aggregate annual cap for the fees payable to Shenzhen Nanyou under the 2025 Warehouse Service Agreements for the year ending 31 December 2026 are less than 0.1% and therefore, these transactions constitute a de minimis continuing connected transaction pursuant to Rule 14A.76(1) of the Listing Rules and is fully exempt from the reporting, announcement, circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

4. GENERAL INFORMATION

The Company is a company incorporated in Hong Kong and whose shares are listed on the Main Board of the Stock Exchange. The core business of the Group includes port and port-related business.

CMPG is a company incorporated in the PRC whose A shares and B shares are listed on the Shenzhen Stock Exchange (Stock Code: 001872/201872) and a substantial shareholder of the Company. Its principal activity is logistics service, container terminal and port management.

CMG, the ultimate holding company of the Company, is an enterprise wholly-owned by the PRC Government (the State Council of the PRC) and supervised by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC. It mainly provides services in three sectors, including transportation and related infrastructure, financial investment and asset management, and industry park and property development and management.

HIPG is a company incorporated in Sri Lanka and an indirect subsidiary of the Company. Its principal activities are port development, management and operation.

Hoi Tung is a company incorporated in Hong Kong and an indirect subsidiary of CMG, the ultimate holding company of the Company, and therefore a connected person of the Company. Its principal business is the provision of energy systems to ports.

CMBL is a company incorporated in the PRC and its principal activity is providing bonded logistics services. CMBL is a 60%-owned subsidiary of the Company and 40%-owned by CMPG, a substantial shareholder of the Company.

Qianhai Yigang is a company incorporated in the PRC and an indirect subsidiary of CMG, the ultimate holding company of the Company, and therefore a connected person of the Company. Its principal activities are real estate development and operation.

Shenzhen Nanyou is a limited liability company incorporated under the laws of the PRC and its principal activity is investment, development, construction and management at Shenzhen Qianhai. Shenzhen Nanyou is a subsidiary of CMG and therefore a connected person of the Company.

5. REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The core business of the Group includes port and port-related business. The Group aims to strengthen and develop its port business and port-related business through enhancing the safety, efficiency and environmental performance of its terminal operations and through expanding its container-related logistics services.

Hoi Tung Agreements

The container handling equipment at Hambantota International Port has been in service for a number of years. The installation of the safety subsystems under the RTG Safety Features Agreement and the QC Safety Features Agreement; and the conversion of the prime movers, reach stacker and empty stacker from diesel to fully electric operation under the Electrification Agreement are expected to enhance operational safety and efficiency at Hambantota International Port. Hoi Tung has expert knowledge in the field of the supply, modification, repair and conversion of port handling equipment, and the contract prices were arrived at following the tender processes.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Hoi Tung Agreements have been entered into on normal commercial terms and in the ordinary and usual course of business of the Group and that the terms of the Hoi Tung Agreements are fair and reasonable and in the interests of the Company and its shareholders as a whole.

2026 Leasing and Related Services Framework Agreement

The capacity of the warehouse and yard space available to CMBL Group is largely saturated, while demand for such space from its customers remains high. In addition, following the termination of certain of the 2025 Warehouse Service Agreements pursuant to the Termination Agreement, CMBL Group requires replacement land, warehouse and site capacity in order to continue to serve its customers without interruption. The 2026 Leasing and Related Services Framework Agreement establishes a framework under which CMBL and its subsidiaries may secure such capacity, together with the related utilities and property management services, on terms no less favourable than those offered by Qianhai Yigang and its subsidiaries to independent third parties.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the 2026 Leasing and Related Services Framework Agreement has been entered into on normal commercial terms and in the ordinary and usual course of business of the Group and that the terms of the 2026 Leasing and Related Services Framework Agreement and the annual caps for the period from 1 October 2026 to 31 December 2026 and for each of the two years ending 31 December 2027 and 2028 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

Termination Agreement

The ownership of the warehouses which are the subject of the terminated agreements has changed, and neither party is at fault in respect of the early termination. The Termination Agreement provides for the orderly cessation of the relevant arrangements, the refund in full of the performance deposits paid by CMBL and the mutual release of any claim for damages or compensation.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Termination Agreement has been entered into on normal commercial terms and in the ordinary and usual course of business of the Group and that the terms of the Termination Agreement and the revised annual caps are fair and reasonable and in the interests of the Company and its shareholders as a whole.

None of the Directors has a material interest in the Hoi Tung Agreements, the 2026 Leasing and Related Services Framework Agreement or the Termination Agreement, nor are they required to abstain from voting in the relevant board resolutions.

6. INTERNAL CONTROL MEASURES

The Company has established the following internal control measures to monitor the transactions contemplated under the 2026 Leasing and Related Services Framework Agreement and the 2025 Warehouse Service Agreements and to ensure compliance with the terms of the relevant agreements, their respective pricing bases and the applicable annual caps:

- (i) the finance department of the Company will perform half-yearly reporting of the actual transaction amounts;
- (ii) the Company will have specifically designated personnel from the relevant departments monitor the actual transaction amounts in relation to the transactions and report to the management team on a quarterly basis to ensure that the respective annual caps are not exceeded;
- (iii) the Company will conduct internal control review, including review of financial, operational and compliance controls, on a continuous basis;
- (iv) the auditors of the Company will conduct an annual review of the pricing basis and annual caps of the transactions in accordance with the Listing Rules; and
- (v) the independent non-executive Directors will conduct an annual review of the transactions to ensure that they are entered into through arm's length negotiations and on normal commercial terms or better, are fair and reasonable, in the ordinary and usual course of business of the Group, in the interests of the Company and its shareholders as a whole and are carried out pursuant to their terms and in compliance with the Listing Rules.

7. DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“2025 Warehouse Service Agreements”	collectively, the six warehouse service agreements dated 25 September 2025 entered into between Shenzhen Nanyou and CMBL in relation to the provision of warehouse services at the Warehouses, as disclosed in the September 2025 Announcement
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“2026 Leasing and Related Services Framework Agreement”	the framework agreement dated 28 September 2026 entered into between CMBL and Qianhai Yigang in relation to the provision of leasing and related services
“Board”	the board of Directors of the Company
“CMBL”	China Merchants Bonded Logistics Co., Ltd.* (招商局保税物流有限公司), a company incorporated in the PRC. It is a 60%-owned subsidiary of the Company and the rest of the 40% shareholding is owned by CMPG
“CMBL Group”	CMBL and its subsidiaries
“CMG”	China Merchants Group Limited, a company incorporated in the PRC and the ultimate holding company of the Company
“CMPG”	China Merchants Port Group Co., Ltd., a company incorporated in the PRC whose A shares and B shares are listed on the Shenzhen Stock Exchange (Stock Code: 001872/201872) and a substantial shareholder of the Company
“Company”	China Merchants Port Holdings Company Limited, a company incorporated in Hong Kong and whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 00144)
“connected person”	has the meaning ascribed to this term under Rule 14A.06 of the Listing Rules
“Directors”	the directors of the Company
“Electrification Agreement”	the agreement dated 28 September 2026 entered into between HIPG and Hoi Tung in relation to the electrical conversion of 12 prime movers, one reach stacker and one empty stacker at Hambantota International Port
“Group”	the Company and its subsidiaries
“HIPG”	Hambantota International Port Group (Private) Limited, a company incorporated in Sri Lanka and an indirect subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hoi Tung”	Hoi Tung Innotek (Hong Kong) Co., Limited, a company incorporated in Hong Kong and an indirect subsidiary of CMG
“Hoi Tung Agreements”	collectively, the RTG Safety Features Agreement, the QC Safety Features Agreement and the Electrification Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“QC Safety Features Agreement”	the agreement dated 28 September 2026 entered into between HIPG and Hoi Tung in relation to the supply, installation and commissioning of safety features at seven existing ship-to-shore (quay) cranes at Hambantota International Port
“Qianhai Yigang”	Shenzhen Qianhai Yigang Park Operation Co., Ltd.* (深圳市前海易港園區運營有限公司), a company incorporated in the PRC and an indirect subsidiary of CMG
“Qianhai Yigang Group”	Qianhai Yigang and its subsidiaries
“RMB”	Renminbi, the lawful currency of the PRC
“RTG Safety Features Agreement”	the agreement dated 28 September 2026 entered into between HIPG and Hoi Tung in relation to the supply, installation and commissioning of safety features at 16 existing rubber tyred gantry cranes at Hambantota International Port
“September 2025 Announcement”	the announcement of the Company dated 25 September 2025 in relation to, inter alia, the 2025 Warehouse Service Agreements
“Shenzhen Nanyou”	Shenzhen Nanyou (Holdings) Ltd.* (深圳市南油(集團)有限公司), a limited liability company incorporated under the laws of the PRC and a subsidiary of CMG
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

“ Termination Agreement ”	the termination agreement dated 28 September 2026 entered into between Shenzhen Nanyou and CMBL in relation to, among other things, the termination of 2025 Warehouse Service Agreement 1, 2025 Warehouse Service Agreement 2 and 2025 Warehouse Service Agreement 3
“ USD ”	United States dollars, the lawful currency of the United States of America
“ Warehouses ”	No. 3, No. 4 and No. 5 warehouses at the Bonded Logistics Area (深圳前海綜合保稅區), located in Qianhai, Shenzhen
“ % ”	per cent.

** For identification purpose only*

For reference only, an exchange rate of USD1.00 to HK\$7.80 and an exchange rate of HK\$1.00 to RMB0.90 have been used for the conversion of United States dollars and Renminbi into Hong Kong dollars respectively in this announcement.

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

Hong Kong, 28 September 2026

As at the date of this announcement, 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.