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天津港發展控股有限公司

Tianjin Port Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03382)

**VERY SUBSTANTIAL ACQUISITION,
VERY SUBSTANTIAL DISPOSAL AND CONNECTED TRANSACTION
IN RELATION TO
THE ISSUANCE OF SHARES BY TIANJIN PORT HOLDINGS CO LTD
FOR ASSET ACQUISITION**

Reference is made to the announcements of the Company dated 8 June 2026 and 22 June 2026, of which they announced, among other things:

- (1) Tianjin Port Co, an indirect subsidiary of the Company, entered into the letter of acquisition intent on 8 June 2026 and subsequently entered into the Acquisition Agreement on 22 June 2026 with Tianjin Port Group, the controlling shareholder of the Company, pursuant to which, Tianjin Port Co intends to acquire all equity interests of the Target Companies by Issuance of Shares, and Tianjin Port Group intends to sell all equity interests of the Target Companies to Tianjin Port Co.
- (2) As at the signing date of the Acquisition Agreement, the audit and valuation work of the Target Companies had not yet been completed, and the appraised value of the Target Companies and the Consideration had not yet been determined. The final Consideration would be determined through negotiation between the parties based on the valuation results stated in the asset valuation report issued by an appraisal institution that complies with relevant laws and regulations and filed with the State-owned Assets Supervision and Administration Commission or its authorised agency. After completion of the aforementioned audit and valuation work, the Company will convene a separate board meeting and Shareholders' meeting to review the specific plan for the Transaction and sign the Supplemental Agreement to, among other things, clearly stipulate the final Consideration.

THE SUPPLEMENTAL AGREEMENT

On 22 October 2026, Tianjin Port Co entered into the Supplemental Agreement with Tianjin Port Group, pursuant to which, the Consideration is set at RMB6,223,719,600, the Issue Price per share for the New Shares is increased from RMB4.36 per share to RMB4.63 per share. Thus, the number of New Shares to be issued by Tianjin Port Co to Tianjin Port Group is 1,344,215,896.

LISTING RULES IMPLICATIONS

If the Transaction is implemented, Tianjin Port Co will satisfy the Consideration by way of Issuance of Shares, which will result in a reduction in the percentage equity interest indirectly held by the Company in Tianjin Port Co. Therefore, it constitutes a deemed disposal by the Company under Rule 14.29 of the Listing Rules.

Pursuant to Rule 14.24 of the Listing Rules, since the Transaction involves both an acquisition and a disposal, the Stock Exchange will apply the percentage ratios (as defined in the Listing Rules) to both the Acquisition and the Disposal. The Transaction will be classified by reference to the larger of the Acquisition or the Disposal. As the highest applicable percentage ratio in respect of each of the Acquisition and the Disposal exceeds 100% and 75% respectively, the Acquisition constitutes a very substantial acquisition of the Company and the Disposal constitutes a very substantial disposal of the Company under the Listing Rules. Therefore, the Transaction is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Tianjin Port Group, as the controlling shareholder of the Company, indirectly holds 53.5% of the issued share capital of the Company, and is therefore a connected person of the Company. Accordingly, the Transaction, if implemented, will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. From the perspective of Chapter 14A of the Listing Rules, since one or more of the relevant applicable percentage ratio(s) in connection with the Transaction exceed(s) 5%, the Transaction is subject to the requirements of Chapter 14A of the Listing Rules regarding reporting, announcement, circular (including independent financial advice), and approval by independent Shareholders.

An Independent Board Committee has been established by the Company to advise the Independent Shareholders on the Agreements and the Transaction. An Independent Financial Adviser, Ignite Capital (Asia Pacific) Limited, has also been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in this connection.

The EGM will be convened and held by the Company for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the entering into of the Agreements and the Transaction. As Tianjin Port Group is a controlling shareholder of the Company and is materially interested in the Transaction, Tianjin Port Group and its associates will abstain from voting in respect of such resolution(s).

GENERAL

As additional time is required to prepare and/or finalise certain information to be included in the circular to the Shareholders, the Company expects to despatch the circular containing, among other things, details of the terms of the Agreements and the Transaction, the recommendation from the Independent Board Committee to the Independent Shareholders, the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders and a notice of the EGM to the Shareholders on or before 25 November 2026.

Shareholders and potential investors of the Company should note that as the Transaction is subject to the fulfilment or waiver (as applicable) of the conditions precedent under the Agreements, the Transaction may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company.

Reference is made to the announcements of the Company dated 8 June 2026 and 22 June 2026, of which they announced, among other things:

- (1) Tianjin Port Co, an indirect subsidiary of the Company, entered into the letter of acquisition intent on 8 June 2026 and subsequently entered into the Acquisition Agreement on 22 June 2026 with Tianjin Port Group, the controlling shareholder of the Company, pursuant to which, Tianjin Port Co intends to acquire all equity interests of the Target Companies by Issuance of Shares, and Tianjin Port Group intends to sell all equity interests of the Target Companies to Tianjin Port Co.
- (2) As at the signing date of the Acquisition Agreement, the audit and valuation work of the Target Companies had not yet been completed, and the appraised value of the Target Companies and the Consideration had not yet been determined. The final Consideration would be determined through negotiation between the parties based on the valuation results stated in the asset valuation report issued by an appraisal institution that complies with relevant laws and regulations and filed with the State-owned Assets Supervision and Administration Commission or its authorised agency. After completion of the aforementioned audit and valuation work, the Company will convene a separate board meeting and Shareholders' meeting to review the specific plan for the Transaction and sign the Supplemental Agreement to, among other things, clearly stipulate the final Consideration.

On 22 October 2026, Tianjin Port Co entered into the Supplemental Agreement with Tianjin Port Group, pursuant to which, the Consideration is set at RMB6,223,719,600, the Issue Price per share for the New Shares is increased from RMB4.36 per share to RMB4.63 per share. Thus, the number of New Shares to be issued by Tianjin Port Co to Tianjin Port Group is 1,344,215,896.

THE AGREEMENTS

The following is a consolidated presentation of the key terms of the Agreements. The key terms of the Acquisition Agreement had been disclosed in the announcement of the Company dated 22 June 2026, while any terms amended or added by the Supplemental Agreement will be specifically marked with * and bold.

Dates	: The Acquisition Agreement was dated 22 June 2026 The Supplemental Agreement was dated 22 October 2026	
Parties	: Tianjin Port Co	(as acquirer)
	Tianjin Port Group	(as transferor)
Subject matter	: Tianjin Port Co intends to acquire all equity interests of the Target Companies by Issuance of Shares, and Tianjin Port Group intends to sell all equity interests of the Target Companies to Tianjin Port Co.	

Consideration and payment terms : The Consideration is determined through negotiation between the parties based on the appraised value of the equity interest in Target Companies as at the Reference Date, as stated in the Valuation Report on Second Container Co and the Valuation Report on Huisheng Co and filed with the State-owned Assets Supervision and Administration Commission or its authorised agency. The Independent Valuer has issued the Valuation Report on Second Container Co and Valuation Report on Huisheng Co on 13 October 2026.

***The Consideration has been agreed, after negotiation between the parties, as follows:**

Equity interests of the Target Companies	Appraised amount (RMB)	Transaction amount (RMB)
100% equity interests of Second Container Co	3,864,826,900	3,864,826,900
100% equity interests of Huisheng Co	2,358,892,700	2,358,892,700
Total		6,223,719,600

The entire Consideration shall be paid by Tianjin Port Co to Tianjin Port Group through the Issuance of Shares, with no cash component.

Issue Price and number of New Shares : ***The Issue Price is increased from RMB4.36 per share to RMB4.63 per share after negotiation between the parties.**

Pursuant to the relevant regulations of the CSRC, the Issue Price for the New Shares shall not be less than 80% of the market reference price.

The market reference price refers to each of the average trading price of Tianjin Port Co's shares on the SSE for the 20, 60 or 120 trading days prior to the date (the "**Pricing Reference Date**") of the announcement of the first board resolution of Tianjin Port Co regarding the Issuance of Shares. Taking the preceding 20 trading days as an example, the formula for calculating the average trading price is as follows: average trading price for the preceding 20 trading days = total trading amount of shares for the preceding 20 trading days ÷ total trading volume of shares for the 20 trading days prior to the Pricing Reference Date. RMB4.63 per share represents the average trading price of Tianjin Port Co's shares on the SSE for the 120 trading days prior to the Pricing Reference Date, whereas the average trading price of Tianjin Port Co's shares on the SSE for the 20 and 60 trading days prior to the Pricing Reference Date were RMB4.46 per share and RMB4.58 per share, respectively.

The number of New Shares = Consideration ÷ Issue Price. The number of New Shares shall be an integer.

***If the calculation result yields a fraction, it shall be rounded down to the nearest whole share. The amount corresponding to any resulting fractional share entitlement shall be considered as a donation from Tianjin Port Group to Tianjin Port Co and directly recorded in the capital reserve of Tianjin Port Co.**

***Based on the Issue Price RMB4.63 per share, the number of New Shares is 1,344,215,896.**

The final number of New Shares shall be subject to the number approved for registration by the CSRC.

***If Tianjin Port Co has any ex-rights or ex-dividend events such as cash dividends, capitalisation of capital reserves, bonus shares, or rights issues between the signing date of the Supplemental Agreement (“Pricing Reference Date” was originally used under the Acquisition Agreement) and the date of issuance of New Shares, the Issue Price will be adjusted accordingly in accordance with the relevant rules of the CSRC and the SSE. Where the Issue Price is adjusted, the number of New Shares will also be adjusted accordingly, provided that the Consideration remains unchanged.**

Following completion of the issuance, application for listing of the New Shares on the SSE will be sought.

As Tianjin Port Co will satisfy the Consideration by way of Issuance of Shares, this will result in a reduction of the percentage equity interest of the Group in Tianjin Port Co from 56.81% to 38.79%. Although the Group’s equity interests in Tianjin Port Co has changed, the Group has not lost control over Tianjin Port Co, and Tianjin Port Co will remain a subsidiary of the Group, as Grand Point will enter into a legally binding acting-in-concert agreement with Tianjin Port Group.

The acting-in-concert agreement is subject to completion of the delivery of the New Shares and the parties shall engage in full communication on the relevant resolutions before voting at the shareholders’ meetings of Tianjin Port Co, and Tianjin Port Group shall act in concert with Grand Point when voting on the matters to be considered, and Grand Point’s opinion shall prevail. The acting-in-concert agreement is for a term of 5 years. Within 60 days prior to the expiration of the acting-in-concert agreement, provided that it does not violate with any relevant laws and regulations, if Grand Point remains a direct or indirect subsidiary of Tianjin Port Group, both parties shall renew the acting-in-concert agreement. The concerted action relationship may not be unilaterally terminated or revoked by either party, and shall only be terminated by mutual agreement of both parties. All provisions relating to the concerted action relationship in the acting-in-concert agreement are irrevocable.

In case there is any material variation of the terms of the acting-in-concert agreement, or the concerted action relationship is terminated, or the acting-in-concert agreement is not renewed after 5 years, the Company will reassess, taking into account all other facts and circumstances, the impact to the Group's consolidated financial statement and make further announcement as and when appropriate.

Lock-up period : In accordance with the relevant provisions of the Company Law of the PRC (《中華人民共和國公司法》), the Securities Law of the PRC (《中華人民共和國證券法》), and the Administrative Measures for Major Asset Restructuring of Listed Companies (《上市公司重大資產重組管理辦法》), and with the consent and confirmation of the parties to the Agreements, the Lock-up period arrangement is as follow:-

The New Shares shall not be transferred within 36 months from the date of completion of their issuance. However, transfers permitted under applicable laws, regulations, and normative documents are not subject to this restriction. If, within 6 months after completion of the Transaction, the closing price of Tianjin Port Co shares falls below the Issue Price for 20 consecutive trading days, or if the closing price at the end of the six-month period following completion of the Transaction is lower than the Issue Price, the lock-up period shall be automatically extended by an additional 6 months.

The shares of Tianjin Port Co directly and indirectly held by Tianjin Port Group (i.e. including the 56.81% shares of Tianjin Port Co held by the Company through Grand Point, a wholly-owned subsidiary of the Company) (the “**Existing Shares**”) prior to the Transaction shall not be transferred within 18 months after completion of the Transaction. However, transfers permitted under applicable laws, regulations, and normative documents are not subject to this restriction.

During the aforementioned lock-up period, any additional shares derived by Tianjin Port Group from the New Shares and the Existing Shares, including those arising from bonus shares, capitalisation of reserves, or rights issues by Tianjin Port Co, shall also be subject to the same lock-up period restriction.

If the CSRC or other regulatory authorities impose additional lock-up requirements on the New Shares, Tianjin Port Group will make corresponding adjustments in accordance with the regulatory opinions and requirements. After the expiration of the aforementioned lock-up period, the transfer and trading of Tianjin Port Co shares by Tianjin Port Group will be conducted in accordance with the relevant regulations of the CSRC and the SSE in effect at that time.

Grand Point, a wholly-owned subsidiary of the Company and the controlling shareholder of Tianjin Port Co, has also in accordance with the requirements of the SSE given its consent in principle to the Issuance of Shares, given undertaking as to the aforementioned lock-up arrangements regarding the Existing Shares held by it, and undertaken that it has no plans to reduce its

holdings of the shares of Tianjin Port Co during the period from the Pricing Reference Date to the Completion Date. The Company and Grand Point have also, in accordance with the requirements of the SSE, signed letters of undertaking in relation to the avoidance of business competition, undertaking, among other things, that they and their other controlled enterprises (other than Tianjin Port Co and its controlled subsidiaries) will not engage in the same or similar businesses that may have a material adverse impact on Tianjin Port Co.

- Conditions precedent to completion : The transaction terms of the Agreements shall become effective upon satisfaction of the following conditions:
- (1) the board of directors of Tianjin Port Co approves the relevant resolutions relating to the Transaction;
 - (2) the shareholders' meeting of Tianjin Port Co approves the relevant resolutions relating to the Transaction;
 - (3) Tianjin Port Group completes the relevant internal procedures to review and approve the matters relating to the Transaction;
 - (4) the Transaction obtains all necessary approvals and filings required for the transfer of state-owned assets;
 - (5) the Transaction complies with all requirements of the Stock Exchange and the Listing Rules, including obtaining the Stock Exchange's approval of the circular, and has been approved in the general meeting of the Company;
 - (6) the SSE approves the Transaction;
 - (7) the CSRC issues an approval granting registration in response to the securities issuance application relating to the Transaction; and
 - (8) any other approvals, permits, or consents from other competent authorities required under applicable laws and regulations (if applicable).

All of the conditions precedent are not waivable. As at the date of this announcement, conditions precedent to the Transaction that have been fulfilled or partially completed are as follows:

- (1) the board of directors of Tianjin Port Co had approved the relevant resolutions relating to the Transaction;
- (2) Tianjin Port Group had completed the relevant internal procedures to review and approve the matters relating to the Transaction; and
- (3) the Valuation Reports have been filed with Tianjin Port Group, but approvals from the state-owned assets supervision and administration authority or its authorised agency is still required.

Completion : (1) Completion of the equity interests of the Target Companies

Within 30 days after the date of the issuance of the approval document by the CSRC granting the registration, the procedures for the change of industrial and commercial registration of the equity transfer of the Target Companies shall be initiated by the parties. The Target Companies and Tianjin Port Group shall be responsible for handling the completion procedures of the equity interests in the Target Companies, and Tianjin Port Co shall provide necessary assistance. From the Completion Date, all rights and obligations arising from the equity interest in the Target Companies shall be vested in and borne by Tianjin Port Co.

(2) Delivery of the New Shares

Within 30 days after the Completion Date, or within such other period as agreed by the parties, Tianjin Port Co shall complete the delivery of the New Shares to Tianjin Port Group and register the New Shares in the name of Tianjin Port Group with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. Tianjin Port Co shall be responsible for handling the procedures of the delivery of the New Shares, and Tianjin Port Group shall provide necessary assistance to Tianjin Port Co for the delivery of the New Shares.

Transitional Period arrangement : The Transitional Period refers to the period from the Reference Date (exclusive of the Reference Date) to the Completion Date (i.e. the date on which the equity interest in the Target Companies is registered under the name of Tianjin Port Co upon completion of the change of industrial and commercial registration) (inclusive of the Completion Date).

*** The parties to the Transaction agree that the profits and losses of the Target Companies during the Transitional Period shall be attributable to Tianjin Port Group. The aforesaid “profits and losses” refers to the aggregate increase or decrease in the equity attributable to the equity holder of the Target Companies during the Transitional Period as a result of profits, losses or other reasons.**

The profits and losses during the Transitional Period shall be determined in the following manner: a qualified accounting firm under the Securities Law of the PRC (《中華人民共和國證券法》) shall conduct a completion audit on the profits and losses of the Target Companies during the Transitional Period and issue a completion audit report. The audit fee shall be borne by the Target Companies. If the Completion Date falls on or before the 15th day of a month, the last day of the preceding month shall be the reference date for the completion audit; if the Completion Date falls after the 15th day of a month, the last day of that month shall be the reference date for the completion audit; or such other treatment method as mutually agreed by the parties to the Transaction at that time.

The parties to the Transaction shall complete the payment regarding the profits and losses during the Transitional Period within 10 business days from the date of issuance of the completion audit report, i.e., any aggregate increase in the equity attributable to the equity holders of the Target Companies shall be paid by Tianjin Port Co to Tianjin Port Group in cash, and any aggregate decrease in the equity attributable to the equity holders of the Target Companies shall be paid by Tianjin Port Group to Tianjin Port Co in cash.

If the arrangement on the profits and losses during the Transitional Period set out in the Supplemental Agreement are inconsistent with the regulatory opinions of the relevant securities regulatory authorities, the parties to the Transaction agree to make corresponding adjustments in accordance with the regulatory opinions of the relevant securities regulatory authorities.

Termination or rescission : The parties may terminate or rescind the Agreements in writing under the following circumstances:

- (1) if any competent regulatory authority objects to the content or performance of the Agreements, thereby rendering their material terms and conditions impossible to be fulfilled, and seriously affecting the commercial purpose at the time of signing the Agreements of any party;
- (2) by mutual agreement of the parties prior to the completion date of the Transaction to terminate or rescind the Agreements; or
- (3) if the formal proposal for the Transaction is not approved by the board of directors of Tianjin Port Co, or is not approved in the shareholders' meeting of Tianjin Port Co, or is not approved by the SSE, or is not approved for registration by the CSRC, or the conditions set out in the section of "Conditions precedent to completion" above cannot be met.

If any party breaches the Agreements, the non-breaching party shall have the right to demand immediate termination of the Agreements and to claim compensation from the breaching party for any losses incurred as a result, including but not limited to all expenses incurred by the non-breaching party in connection with the Transaction.

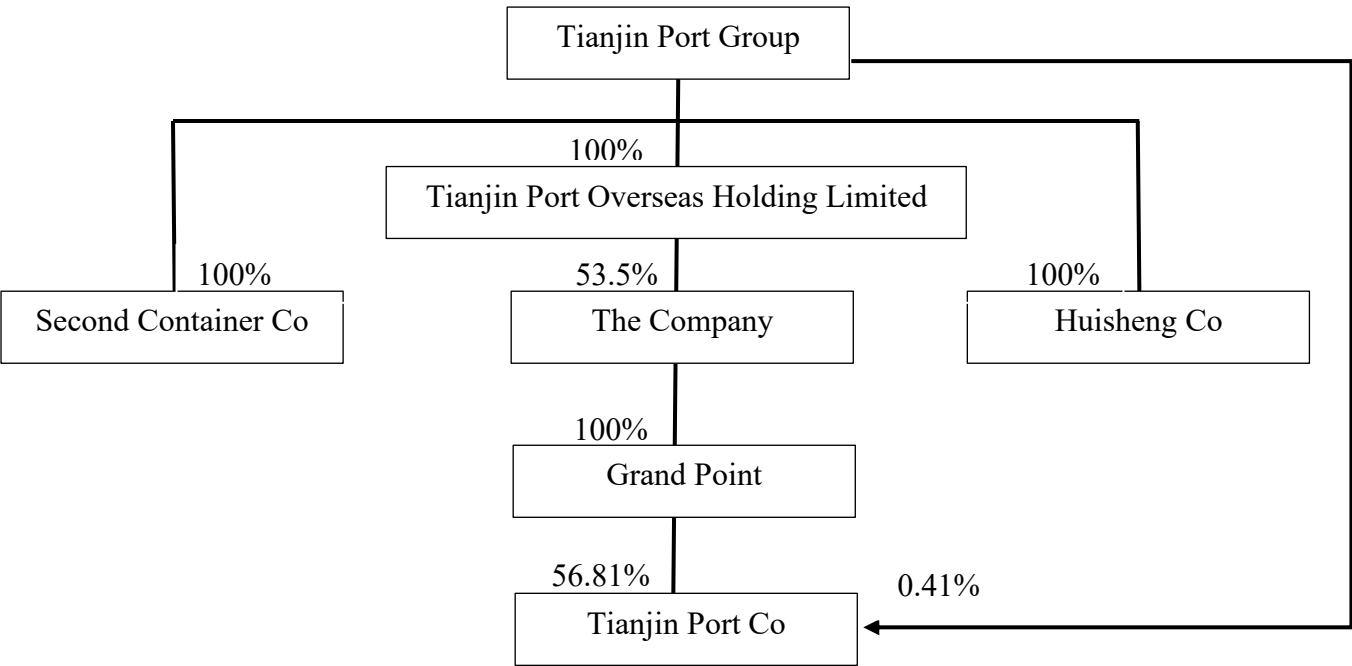
If the performance of the Agreements becomes impossible due to force majeure or if, for any other reason, the performance of the Agreements becomes unnecessary or impossible, the parties may, by mutual agreement, rescind and terminate the performance of the Agreements.

Taxes and Fees : Costs incurred in connection with the performance of the Agreements and completion of the Transaction shall be borne by the party incurring such costs.

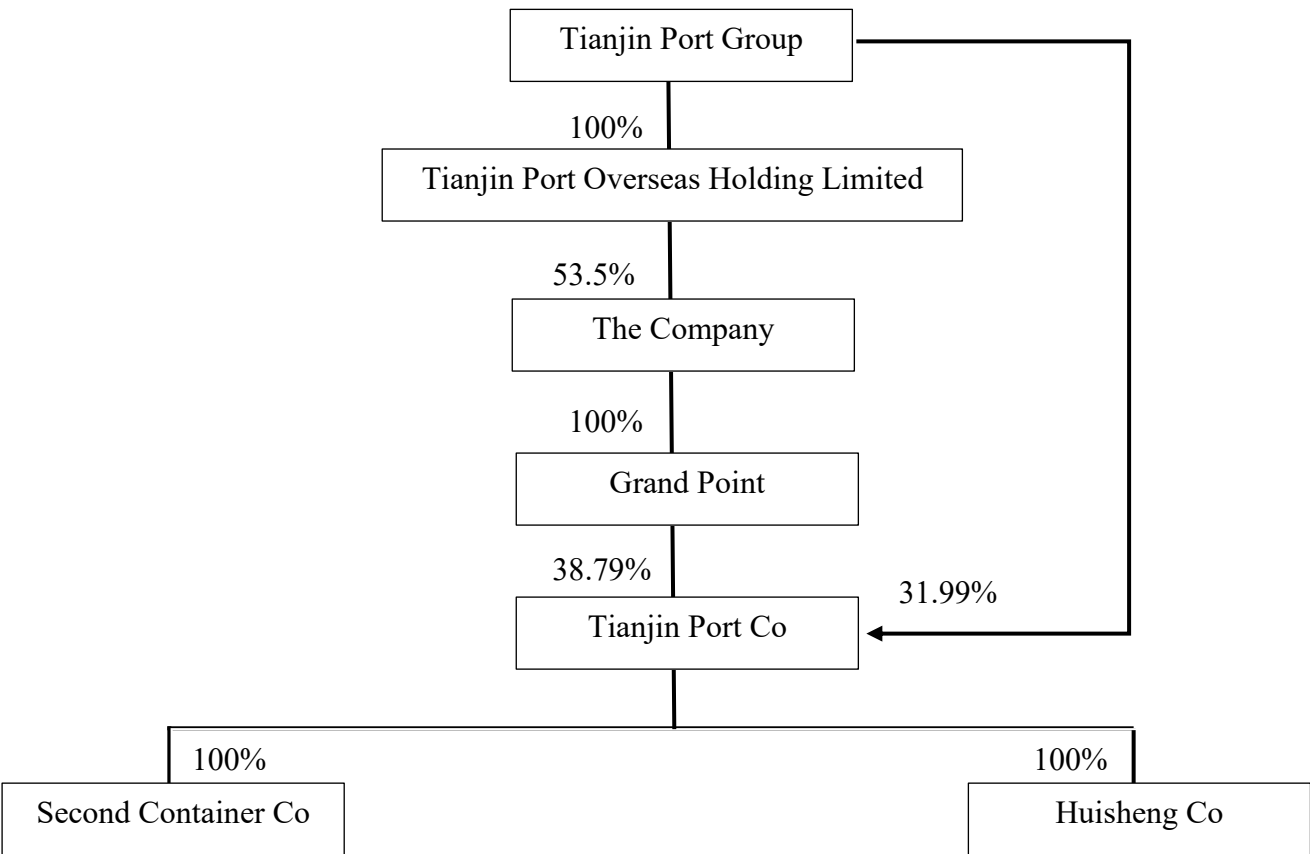
Both parties shall pay their respective taxes payable in accordance with applicable laws for the performance of their obligations under the Agreements.

SHAREHOLDING STRUCTURE

Immediately before completion of the Transaction



Immediately after completion of the Transaction



INFORMATION ON TARGET COMPANIES

Second Container Co

Second Container Co is a limited liability company incorporated in the PRC by Tianjin Port Group and is principally engaged in container handling, storage, and other port ancillary services, including container loading and unloading, port collection, inspection and shore power for ships. The registered and paid-in capital of Second Container Co contributed by Tianjin Port Group in respect of its equity interest is RMB3,000.00 million. Through its “Smart+Green” operation model, Second Container Co focuses on efficient and low-carbon container port operations, capable of meeting the round-the-clock berthing and operational needs of the world’s largest container vessels.

The Tianjin port area, where Second Container Co is located, is the maritime gateway to the Beijing-Tianjin-Hebei region and the “Three Norths” (Northeast, North, and Northwest China), a key point of the “Belt and Road” initiative’s sea-land intersection, an important node of the New Eurasian Land Bridge Economic Corridor, and one of the international hub ports serving China’s comprehensive opening-up policy.

As of the date of this announcement, Tianjin Port Group directly holds 100% equity interest in Second Container Co.

Set out below is the audited financial information of Second Container Co for the two years ended 31 December 2024 and 31 December 2025 and the six months ended 30 June 2026 as prepared in accordance with China Accounting Standards for Business Enterprises:

	As at 30 June 2026	As at 31 December 2025	As at 31 December 2024
	<i>RMB million</i> (audited)	<i>RMB million</i> (audited)	<i>RMB million</i> (audited)
Total Assets	4,771.91	4,642.40	4,705.39
Total Liabilities	1,346.80	1,405.24	1,711.95
Equity of shareholder	3,425.11	3,237.16	2,993.44
	For the six months ended 30 June 2026	For the year ended 31 December 2025	2024
	<i>RMB million</i> (audited)	<i>RMB million</i> (audited)	<i>RMB million</i> (audited)
Revenue	469.48	779.48	593.40
Net profit before tax	213.77	277.07	107.68
Net profit after tax	186.27	242.82	93.90

Set out below is the unaudited financial information of Second Container Co for the two years ended 31 December 2024 and 31 December 2025 and the six months ended 30 June 2026 as prepared in accordance with Hong Kong Financial Reporting Standard:

	As at 30 June 2026 <i>HK\$ million</i> (unaudited)	As at 31 December 2025 <i>HK\$ million</i> (unaudited)	As at 31 December 2024 <i>HK\$ million</i> (unaudited)
Total Assets	5,494.11	5,139.83	5,081.20
Total Liabilities	1,553.60	1,556.81	1,848.68
Equity of shareholder	3,940.51	3,583.02	3,232.52

	For the six months ended 30 June 2026 <i>HK\$ million</i> (unaudited)	For the year ended 31 December 2025 <i>HK\$ million</i> (unaudited)	2024 <i>HK\$ million</i> (unaudited)
Revenue	530.51	851.64	650.51
Net profit before tax	241.56	302.72	118.05
Net profit after tax	210.49	265.29	102.94

According to the Valuation Report on Second Container Co, the book net asset value of the entire shareholders' equity in Second Container Co on the Reference Date is approximately RMB3,425.11 million, while the appraised value based on the asset-based approach is approximately RMB3,864.83 million. Details of the Valuation Report on Second Container Co are set out below:

(I) Purpose of the Appraisal

Tianjin Port Co and Tianjin Port Group engaged 中通誠資產評估有限公司 (China Tong Cheng Asset Appraisal Co., Ltd.*) as the Independent Valuer to appraise the entire shareholders' equity in Second Container Co involved in the Transaction, so as to provide a reference value for the Transaction.

(II) Subject and Scope of the Appraisal

The subject of the appraisal is the total value of the equity interest in Second Container Co.

The scope of the appraisal covers all assets and liabilities declared by Second Container Co as of the Reference Date of 30 June 2026. The book value of total assets is RMB4,771,911.9 thousand, the book value of total liabilities is RMB1,346,799.0 thousand, and the book value of total equity interest is RMB3,425,112.9 thousand. Specifically, this includes current assets, non-current assets, and current liabilities. Non-current assets include fixed assets, construction in progress, intangible assets, and deferred tax assets. Among these, the declared physical assets are inventory (raw materials), fixed assets in the category of buildings and structures, fixed assets in the category of equipment,

and construction in progress - equipment installation projects. Intangible assets are land use rights and office software. The declared off-book assets are other intangible assets not recorded on the books, including 1 sea area use right, 4 trademark rights, 65 patent rights, 8 software copyrights and 1 domain name.

Such off-book assets have been considered by the Independent Valuer, and their appraised value is relatively immaterial compared to the total appraised value of the equity interest in Second Container Co. The Company's management, after discussion with its reporting accountants, has confirmed that the revaluation of the off-book assets of Second Container Co does not have impact to the financial information of Second Container Co as of the Reference Date.

The relevant land use right covers an area of 740,489.80 square meters, located at No. 1772 Linhai Road, Tanggu, Binhai New Area, Tianjin. The land use is port wharf land/non-residential, ancillary buildings, material warehouse, tool warehouse, outdoor staircase, and elevator building. The term of use runs from 3 April 2020 to 2 April 2070. The main existing buildings and structures on the land are the intelligent control center, ancillary buildings, material warehouse, tool warehouse, substation, etc., with a total certified building area of 32,532.32 square meters.

The accounting statements prepared under China Accounting Standards for Business Enterprises corresponding to the on-book assets and liabilities declared by Second Container Co have been audited by ShineWing Certified Public Accountants (Special General Partnership), and an unqualified audit report No. XYZH/2026TJAA1B0248 was issued on 13 October 2026.

(III) Appraisal Methods

According to the Practice Standards for Asset Appraisal – Enterprise Value, when carrying out an enterprise value appraisal business, the applicability of the three basic methods, namely the income approach, the market approach, and the cost approach (asset-based approach), shall be analysed based on the appraisal purpose, appraisal subject, value type, information collected, and other relevant conditions etc., and the appraisal method shall be selected accordingly.

Since Second Container Co is a non-listed company, listed companies in the same industry differ significantly from Second Container Co in terms of business structure, operating model, enterprise scale, asset allocation and utilisation, operating stage, growth, operating risk, financial risk, and other factors; moreover, there are few transaction cases involving comparable enterprises in the same industry as Second Container Co in terms of profitability, asset scale, and enterprise growth stage near the Reference Date. Therefore, it is very difficult to obtain the operating and financial data of relevant reliable comparable transaction cases, and an appropriate value ratio cannot be calculated. Accordingly, the market approach was not adopted in this appraisal.

Since the assets and liabilities on and off the balance sheet of Second Container Co as of the Reference Date are identifiable, and each identifiable asset and liability can be separately appraised using appropriate appraisal methods; and since Second Container Co has no assets or liabilities that would have a material impact on the appraisal conclusion and are difficult to identify and appraise, the asset-based approach was adopted in this appraisal.

The income approach evaluates assets from the perspective of the expected profitability of assets – the basic basis for determining the current fair market value of assets – and conforms to the basic definition of assets. The technical route of this method is to determine the market value of Second

Container Co by capitalising or discounting its future expected income. Second Container Co is mainly engaged in container loading and unloading operations, and its customers are mainly shipping companies and port agents. The company charges relevant fees in accordance with the publicly announced price standards of Tianjin Port for port loading and unloading services and cargo storage services, and its main source of income is the port operation lump-sum fee generated from loading and unloading related cargo. There is a relatively stable matching relationship among Second Container Co's revenue, costs, and expenses; future income can be predicted and quantified, and the risks corresponding to obtaining income can also be predicted and quantified. Therefore, the conditions for adopting the income approach are met.

The income approach forecasts are subject to inherent uncertainty. The business of Second Container Co is significantly affected by the international situation and downstream customers. Each item of the enterprise's future revenue, costs, expenses, working capital, capital expenditure and other data is a forecast or a measurement derived on the basis of forecasts, and is prone to deviation due to the influence of policy factors, human factors and market changes etc., and the long-term profit forecast is subject to considerable uncertainty. Second Container Co has a relatively large amount of existing fixed assets, land, buildings and other physical assets. The asset-based approach enables item-by-item verification of each identifiable asset and liability. The asset inventory information is complete, and the parameters are more verifiable.

Therefore, this appraisal selects the appraisal result of the asset-based approach as the final appraisal conclusion.

(IV) Appraisal Procedures

(1) Acceptance of Engagement

Through discussion and communication with the client, the basic information of the assets to be appraised was understood, the basic matters of the appraisal business such as the appraisal purpose, appraisal subject and scope, and Reference Date were clarified, and after comprehensively analysing professional competence, independence, and business risk, the engagement was determined to be accepted and an asset appraisal engagement contract was entered into. In light of the specific circumstances, the value type of the appraisal was determined, the appraisal work plan was drafted, and the appraisal team was organised.

(2) On-site Investigation and Data Collection

Second Container Co was guided in inventorying its assets and preparing appraisal materials, and on this basis an on-site investigation of Second Container Co was conducted, the materials required for the asset appraisal business were collected, and the current status of the appraisal subject's assets, business, and finances, the macroeconomic and regional economic factors affecting the enterprise's operations, and the current status and development prospects of the industry in which it operates were understood, with attention paid to the legal ownership of the appraisal subject. The materials used in the asset appraisal activities were also verified and validated in accordance with the law.

(3) Assessment and Estimation

Based on the specific circumstances of the asset appraisal business, the collected appraisal materials were analysed, summarised, and organised to form the basis for the assessment and estimation and for preparing the appraisal report; in accordance with the relevant conditions such as the appraisal

purpose, appraisal subject, value type, and information collected, the appraisal method was selected pursuant to the Practice Standards for Asset Appraisal. According to the appraisal method adopted, the corresponding formulas and parameters were selected for analysis, calculation, and judgment, the appraisal assumptions and restrictive conditions that might affect the appraisal business and appraisal conclusions were analysed and assessed, and the measurement results were formed. The measurement results formed by different appraisal methods were analysed and compared to form the appraisal conclusion.

(4) Issuance of the Report

After the project leader completed the assessment and estimation and formed the appraisal conclusion, a preliminary asset appraisal report was prepared. In accordance with laws, administrative regulations, asset appraisal standards, and the internal quality control system, the Independent Valuer conducted an internal review of the preliminary asset appraisal report, and after necessary communication with the client and other relevant parties on the relevant contents of the appraisal report, issued the formal Valuation Report on Second Container Co.

(V) Appraisal Assumptions

(1) Basic Assumptions

1. Transaction assumption. The transaction assumption assumes that all assets to be appraised are already in the process of transaction, and the valuation is simulated on the market according to the transaction conditions of the assets to be appraised.

2. Open market assumption. The open market assumption means that assets can be freely bought and sold in a fully competitive market, and their prices depend on the judgment of independent buyers and sellers on the value of the assets under a certain market supply situation. An open market refers to a fully competitive market with numerous buyers and sellers. In this market, buyers and sellers are equal in status, each has the opportunity and time to obtain sufficient market information, and the transaction behavior of both buyers and sellers is conducted voluntarily and rationally, rather than under coercive or unrestricted conditions.

3. Going-concern assumption. The going-concern assumption means that the operating activities of an operating entity can continue, and within the foreseeable future, the operating activities of the entity will not be suspended or terminated.

4. Continued-use-in-service assumption. The continued-use-in-service assumption assumes that the assets to be appraised that are in use will continue to be used according to their current use purpose and manner after the change in ownership or after the asset business occurs.

(2) Specific Assumptions

1. No major changes will occur in the current relevant laws, regulations, and policies of the state or in the national macroeconomic situation; no major changes will occur in the political, economic, and social environment of the regions where the parties to this transaction are located; and there will be no other major adverse effects caused by unpredictable and force majeure factors.

2. It is assumed that the operators of the enterprise are responsible and that the company's management is capable of performing their duties.
3. Unless otherwise stated, it is assumed that the enterprise fully complies with all relevant laws and regulations.
4. It is assumed that the accounting policies to be adopted by the enterprise in the future will be basically consistent in all important respects with the accounting policies adopted in preparing the Valuation Report on Second Container Co.
5. It is assumed that, on the basis of the existing management method and management level, the business scope and manner of the enterprise will remain consistent with the current direction.
6. It is assumed that no major changes will occur in relevant interest rates, exchange rates, tax bases and tax rates, policy-based levies, and other matters.
7. It is assumed that there will be no other force majeure factors or unforeseeable factors causing major adverse effects on the enterprise.
8. Second Container Co holds the “Port Operation License of the People’s Republic of China” (License No. (Jin) Gang Jing Zheng (MZC-729-01)), valid from 8 October 2024 to 7 October 2027, as well as the “Supplementary Certificate for Port Operations Involving Dangerous Goods”, valid from 8 October 2024 to 7 October 2027. It is assumed that the aforementioned port operation license and its supplementary certificate can be renewed without restriction upon expiration, provided the renewal falls within the authorised term of operation.

(3) Special Assumptions

1. It is assumed that the 25% enterprise income tax rate applicable to Second Container Co will remain unchanged during the forecast period.
2. It is assumed that the mid-period discounting method will be adopted to calculate the discounted value.

In accordance with the requirements of asset appraisal, these assumptions are determined to be valid as of the Reference Date. When the future economic environment undergoes major changes, the Independent Valuer shall not be liable for deriving different appraisal conclusions due to changes in the assumptions.

(VI) Key Appraisal Inputs

- (1) The calculation of the cost of capital in this appraisal is based on the Loan Prime Rate (LPR) authorised by the People’s Bank of China and published by the National Interbank Funding Center on 22 June 2026, without considering the impact on the appraised value of changes in the LPR on the Reference Date and on the date of the appraisal report.
- (2) The calculation of various taxes and fees in the Valuation Report on Second Container Co serves only the appraisal conclusion under the purpose of this appraisal, and is not a measurement of the enterprise’s actual tax burden in the future.

- (3) The appraisal method used in this instance did not take liquidity factors into account, and thus no liquidity discount was applied.
- (4) With regard to any defects in the appraisal findings concerning the assets being appraised and any other potential impacts on Second Container Co, where no specific written explanation was provided at the time of the engagement or during the course of the valuation work, and where such defects could not generally have been identified by the valuers on the basis of their professional experience nor could they have been discovered during the valuation process carried out by the Independent Valuer, the Independent Valuer and the valuers shall not bear any liability for the impact of such defects on the results of this appraisal.
- (5) Several of the patents held by Second Container Co have co-owners; for the purposes of this appraisal, the value of these patents has been assessed on the basis of actual costs incurred.
- (6) For unpublished software copyrights included in this valuation, the remaining useful life is calculated starting from the date of completion of development.

(VII) Appraisal Conclusion

Although both the asset-based approach and the income approach were applied in this valuation, the final conclusion was determined based on the results derived from the asset-based approach, following a comprehensive analysis.

Asset-based approach appraisal conclusion

As of the Reference Date, the audited book value of total assets of Second Container Co before appraisal was RMB4,771,911.9 thousand, the book value of total liabilities was RMB1,346,799.0 thousand, and the book value of total equity interests was RMB3,425,112.9 thousand.

After appraisal using the asset-based approach, the appraised value of assets was RMB5,161,662.1 thousand, with an increase of RMB389,750.2 thousand over the book value, and an appreciation rate of 8.17%; the appraised value of liabilities was RMB1,296,835.3 thousand, with a decrease of RMB49,963.7 thousand from the book value, and a depreciation rate of 3.71%; and the appraised value of owner's equity, i.e., the total value of equity interests, was RMB3,864,826.9 thousand, with an increase of RMB439,714.0 thousand over the book value, and an appreciation rate of 12.84%.

The appreciation in value mainly arises from adjustments to fixed assets, intangible assets and non-current liabilities, primarily due to the following reasons:

- (1) Appreciation of buildings and structures: ① The impact of rising prices. The appraised buildings were mainly completed in 2021, and the construction costs as of the Reference Date (market prices of labor, local materials, steel, etc.) were higher than those at the time of completion. ② The impact of depreciation policy. The accounting depreciation period is shorter than the economic useful life of the assets;
- (2) Appreciation or depreciation of the equipment category: ① With respect to machinery and equipment, although the domestic price index for special-purpose equipment has not shown a downward trend, the actual second-category expenses incurred by the enterprise, such as preliminary-stage expenses, were lower than the second-category expenses incurred under the

appraisal calculation, which increased the replacement cost; moreover, the financial depreciation period of the enterprise's machinery and equipment is shorter than the economic useful life of the appraised equipment. For the above comprehensive reasons, the machinery and equipment were appraised with appreciation. ② With respect to vehicles, the rate of decline in second-hand vehicle market prices is greater than the enterprise's financial depreciation rate, resulting in depreciation in the appraisal of vehicles. ③ With respect to electronic office equipment, electronic office equipment is updated and replaced relatively quickly and purchase prices have declined somewhat, but the financial depreciation period of the enterprise's equipment is shorter than the economic useful life of the appraised equipment. For the above comprehensive reasons, the machinery and equipment were appraised with appreciation;

- (3) Appreciation of land use rights: owing to the land supply policy at the time, the conditions of land market transactions, and the level of infrastructure, the appraised land parcels were recorded at relatively low book values. In addition, increased government investment in infrastructure around the appraised land parcels and the overall development of the area in which the appraised land parcels are located have caused land prices to rise; therefore, the appraisal shows appreciation;
- (4) Appreciation of sea area use rights: the sea area use rights have no book value; therefore, the appraisal shows appreciation;
- (5) Appreciation of other intangible assets: the acquisition costs of trademark rights, patent rights, and software copyrights have been expensed, and their book value is zero. The appraisal took into account the market value of such assets, resulting in appraisal appreciation; and
- (6) Depreciation of deferred income: Considering that the deferred income consists entirely of government subsidy funds and there is no repayment obligation, the appraised value is recognized based on the amount of enterprise income tax payable when the deferred income is carried forward to profit or loss in future years.

The details of the appraisal conclusion are shown in the following table:

Summary Table of Asset Appraisal Results (asset-based approach)

Reference Date: 30 June 2026

Unit: RMB Ten thousand

Items		Book Value	Appraisal Value	Appreciation Value	Appreciation Rate (%)
		A	B	C=B-A	D=C/A×100%
1	Current Asset	80,277.12	80,277.12	-	-
2	Non-current Assets	396,914.07	435,889.09	38,975.02	9.82
3	Included: Fixed Assets	342,868.41	369,180.29	26,311.88	7.67
4	Construction In Progress	398.59	398.59	-	-
5	Intangible Assets	52,079.65	64,742.79	12,663.14	24.31
6	Deferred Tax Assets	1,567.42	1,567.42	-	-
7	Total Assets	477,191.19	516,166.21	38,975.02	8.17
8	Current Liabilities	8,666.11	8,666.11	-	-
9	Non-current Liabilities	126,013.79	121,017.42	-4,996.37	-3.96
10	Total Liabilities	134,679.90	129,683.53	-4,996.37	-3.71
11	Net Assets (Equity Interests)	342,511.29	386,482.69	43,971.40	12.84

Income approach appraisal conclusion

For this valuation, the discounted cash flow method, specifically the Free Cash Flow to the Firm (FCFF) model, has been applied. The methodology involves using the Weighted Average Cost of Capital (WACC) as the discount rate to discount and aggregate the projected Free Cash Flow to the Firm (FCFF) for future years, thereby arriving at the value of operating assets. By adding the value of surplus assets and non-operating assets, and subtracting the value of non-operating liabilities, the total enterprise value is determined. Finally, by deducting the value of interest-bearing debt, the total value of shareholders' equity is obtained.

The basic formula is as follows:

Total Equity Value = Value of Operating Assets + Value of Non-Operating Assets - Value of Non-Operating Liabilities + Value of Surplus Assets - Value of Interest-Bearing Debt

The specific calculation formula is:

$$P = P' + A' + D' - D$$
$$P' = \sum_{i=1}^n \frac{R_i}{(1+i)^i}$$

Where: P — appraised value of total shareholders' equity;
 P' —discounted value of the enterprise's overall earnings;
 A' —value of non-operating net assets;
 D' —value of surplus assets;
 D —interest-bearing debt;
 R_i —expected earnings for the i^{th} future earnings period;
 i —duration of the earnings period;
 r —discount rate;
 n —forecast period

Based on the income approach, the appraised value of owner's equity, i.e., the total value of equity interests is RMB3,852,195.3 thousand, representing an appreciation of RMB427,082.4 thousand over the book value, and an appreciation rate of 12.47%.

Differences between the two appraisal conclusions

The differences between the two appraisal conclusions of the total value of equity interests are shown in the following table:

Appraisal Methods	Total Shareholder's Equity Book Value (RMB Ten thousand)	Total Shareholder's Equity Appraised Value (RMB Ten thousand)	Appreciation Value (RMB Ten thousand)	Appreciation Rate (%)
Asset-based approach	342,511.29	386,482.69	43,971.40	12.84
Income approach		385,219.53	42,708.24	12.47
Differences	-	1,263.16	-	-

The primary reason for the differences was attributable to the fact that the asset-based approach to valuation considers the perspective of asset reacquisition, and determines a company's value by reasonably assessing the value of its individual assets and liabilities. In contrast, valuation based on the income approach evaluates a company based on its future aggregate earning capacity; higher projected future performance and stronger overall earning potential lead to a higher valuation based on the income approach, while lower performance results in a lower valuation. Second Container Co is a quintessential asset-heavy operation, with an existing asset base that includes core items such as specialised berths, storage yards, cargo-handling equipment, and land. Under the asset-based approach, the replacement cost for each asset, including hydraulic engineering structures and customised cargo-handling equipment, is calculated based on market prices as of the Reference Date; the high construction costs of these assets drive up the overall valuation. Furthermore, terminal assets are highly specialised, designed exclusively for port cargo-handling operations, making it difficult to rapidly convert them into equivalent cash flows through a shift in business model. Although Second Container Co was established relatively recently, it has experienced rapid operational growth, with cargo throughput already far exceeding its designed capacity. Given the limited room for future revenue growth, the valuation derived from the income approach via discounted cash flow is lower than the replacement-cost-based result obtained through the asset-based approach.

The asset-based approach determines enterprise value from the perspective of asset replacement cost by assessing the current value of individual assets and accounting for relevant liabilities. In contrast, the income approach estimates enterprise value based on expected future earnings; its results reflect the aggregate value of all the enterprise's productive assets, encompassing both tangible and intangible assets.

The income approach forecasts are subject to inherent uncertainty. The business of Second Container Co is significantly affected by the international situation and downstream customers. Each item of the enterprise's future revenue, costs, expenses, working capital, capital expenditure and other data is a forecast or a measurement derived on the basis of forecasts, and is prone to deviation due to the influence of policy factors, human factors and market changes etc., and the long-term profit forecast is subject to considerable uncertainty. Second Container Co has a relatively large amount of existing fixed assets, land, buildings and other physical assets. The asset-based approach enables item-by-item verification of each identifiable asset and liability. The asset inventory information is complete, and the parameters are more verifiable.

Therefore, this appraisal selects the appraisal result of the asset-based approach as the final appraisal conclusion.

(VIII) Validity Period and Use Restrictions of the Valuation Report on Second Container Co

The appraisal conclusion is valid for one year, from the Reference Date of 30 June 2026 to 29 June 2027.

- (1) Scope of use of the appraisal report: the Valuation Report on Second Container Co may only be used for the appraisal purpose and use stated in it; if all or part of the contents of the appraisal report are excerpted, quoted, or disclosed in public media, the Independent Valuer shall review the relevant contents, unless otherwise provided by laws and regulations or otherwise agreed by the relevant parties.

- (2) If the client or other users of the Valuation Report on Second Container Co use the Valuation Report on Second Container Co in violation of laws and administrative regulations or beyond the scope of use stated in the Valuation Report on Second Container Co, the Independent Valuer and its professional asset appraisers shall not bear liability.
- (3) Apart from the client, other users of the Valuation Report on Second Container Co as agreed in the asset appraisal engagement contract, and users of the Valuation Report on Second Container Co as provided by laws and administrative regulations, no other institution or individual may become a user of the Valuation Report on Second Container Co.
- (4) Users of the Valuation Report on Second Container Co shall correctly understand and use the appraisal conclusion. The appraisal conclusion is not equivalent to the realisable price of the appraisal subject, and the appraisal conclusion shall not be regarded as a guarantee of the realisable price of the appraisal subject.
- (5) Where the specific economic act of the Valuation Report on Second Container Co requires filing with the state-owned asset management department and the competent department of the enterprise, the Valuation Report on Second Container Co may be used only after such filing with the state-owned asset management department and the competent department of the enterprise.

(IX) Identity, Qualification, and Independence of the Valuer

中通誠資產評估有限公司 (China Tong Cheng Asset Appraisal Co., Ltd.*) is a qualified asset appraiser in China. To the best of the Board's knowledge, information, and belief after making all reasonable enquiries, it is a third party independent of the Company and is not a connected person of the Company.

Huisheng Co

Huisheng Co is a limited liability company incorporated in PRC and is principally engaged in port investment, construction and operation, and provides loading and unloading, storage, warehousing and transshipment services for various types of goods, especially general cargo and bulk cargo. The registered and paid-in capital of Huisheng Co is RMB2,062.25 million. The initial investment cost for the equity interest in Huisheng Co by Tianjin Port Group was approximately RMB1,860.83 million. Huisheng Co has two 100,000-tonne-class berths and two 150,000-tonne-class berths.

The Tianjin port area, where Huisheng Co is located, is a vital hub in the comprehensive transportation system of the Beijing-Tianjin-Hebei region and a major gateway for foreign trade. It is a key node for sea-rail intermodal transport in the "Three North" region, a major transit port for bulk dry cargo, containers, and energy imports and exports, and a land-sea intersection point for key "Belt and Road" projects and high-quality steel products. It is also an important component of China's northern international shipping center and international logistics center.

As of the date of this announcement, Tianjin Port Group directly holds 100% equity interest in Huisheng Co.

Set out below is the audited financial information of Huisheng Co for the two years ended 31 December 2024 and 31 December 2025 and the six months ended 30 June 2026 as prepared in accordance with China Accounting Standards for Business Enterprises:

	As at 30 June 2026 <i>RMB million</i> (audited)	As at 31 December 2025 <i>RMB million</i> (audited)	As at 31 December 2024 <i>RMB million</i> (audited)
Total Assets	2,560.44	2,522.55	2,413.41
Total Liabilities	733.09	746.95	735.60
Equity of shareholder	1,827.35	1,775.60	1,677.81

	For the six months ended 30 June 2026 <i>RMB million</i> (audited)	For the year ended 31 December 2025 <i>RMB million</i> (audited)	2024 <i>RMB million</i> (audited)
Revenue	323.27	621.53	582.04
Net profit before tax	68.02	131.90	116.97
Net profit after tax	49.63	97.79	86.47

Set out below is the unaudited financial information of Huisheng Co for the two years ended 31 December 2024 and 31 December 2025 and the six months ended 30 June 2026 as prepared in accordance with Hong Kong Financial Reporting Standard:

	As at 30 June 2026 <i>HK\$ million</i> (unaudited)	As at 31 December 2025 <i>HK\$ million</i> (unaudited)	As at 31 December 2024 <i>HK\$ million</i> (unaudited)
Total Assets	2,947.94	2,792.84	2,606.16
Total Liabilities	846.47	826.99	794.35
Equity of shareholder	2,101.47	1,965.86	1,811.81

	For the six months ended 30 June 2026 <i>HK\$ million</i> (unaudited)	For the year ended 31 December 2025 <i>HK\$ million</i> (unaudited)	2024 <i>HK\$ million</i> (unaudited)
Revenue	365.30	679.07	638.05
Net profit before tax	76.86	144.11	128.22
Net profit after tax	56.09	106.84	94.79

According to the Valuation Report on Huisheng Co, the book net asset value of the entire shareholders' equity in Huisheng Co on the Reference Date is approximately RMB1,827.35 million, while the appraised value based on the asset-based approach is approximately RMB2,358.89 million. Details of the Valuation Report on Huisheng Co are set out below:

(I) Purpose of the Appraisal

Tianjin Port Co and Tianjin Port Group engaged 中通誠資產評估有限公司 (China Tong Cheng Asset Appraisal Co., Ltd.*) as the Independent Valuer to appraise the entire shareholders' equity in Huisheng Co involved in the Transaction, so as to provide a reference value for the Transaction.

(II) Subject and Scope of the Appraisal

The subject of the appraisal is the total value of the equity interest in Huisheng Co.

The scope of the appraisal covers all assets and liabilities declared by Huisheng Co as of the Reference Date of 30 June 2026. The book value of total assets is RMB2,560,436.6 thousand, the book value of total liabilities is RMB733,091.4 thousand, and the book value of total equity interest is RMB1,827,345.3 thousand. Specifically, this includes current assets, non-current assets, current liabilities and non-current liabilities. Non-current assets include fixed assets, construction in progress, intangible assets, and deferred tax assets. Among these, the declared physical assets are inventory (raw materials), fixed assets in the category of buildings and structures, fixed assets in the category of equipment, and construction in progress - civil engineering works. Intangible assets are land use rights and office software. The declared off-book assets are other intangible assets not recorded on the books, including 1 trademark right, 31 patent rights, 9 software copyrights and 1 domain name.

Such off-book assets have been considered by the Independent Valuer, and their appraised value is relatively immaterial compared to the total appraised value of the equity interest in Huisheng Co. The Company's management, after discussion with its reporting accountants, has confirmed that the revaluation of the off-book assets of Huisheng Co does not have impact to the financial information of Huisheng Co as of the Reference Date.

The relevant land use right comprises 4 parcels of land use rights, all of which have obtained property ownership certificates, with a total certified land use right area of 797,665.66 square meters. All 4 parcels are located in the Tianjin Dongjiang Comprehensive Bonded Zone (Dongjiang Port Area), and are respectively the sites of the Main Cargo Yard, the West Cargo Yard, and the South Cargo Yard. The Main Cargo Yard and the West Cargo Yard are adjacent to each other, while the South Cargo Yard is divided by the Dongpai Open Channel into two sections, north and south. The land uses respectively include port wharf land/non-residential, warehousing land/staff waiting building, equipment building, and staff waiting building, with terms of use expiring respectively in 2062, 2073, 2074, and 2074.

The accounting statements prepared under China Accounting Standards for Business Enterprises corresponding to the on-book assets and liabilities declared by Huisheng Co have been audited by ShineWing Certified Public Accountants (Special General Partnership), and an unqualified audit report No. XYZH/2026TJAA1B0247 was issued on 13 October 2026.

(III) Appraisal Methods

According to the Practice Standards for Asset Appraisal – Enterprise Value, when carrying out an enterprise value appraisal business, the applicability of the three basic methods – the income approach, the market approach, and the cost approach (asset-based approach) – shall be analysed based on the appraisal purpose, appraisal subject, value type, information collected, and other relevant conditions, and the appraisal method shall be selected accordingly.

Since Huisheng Co is a non-listed company, listed companies in the same industry differ significantly from the entity being appraised in terms of business structure, operating model, enterprise scale, asset allocation and utilisation, operating stage, growth, operating risk, financial risk, and other factors; moreover, there are few transaction cases involving comparable enterprises in the same industry as Huisheng Co in terms of profitability, asset scale, and enterprise growth stage near the Reference Date. Therefore, it is very difficult to obtain the operating and financial data of relevant reliable comparable transaction cases, and an appropriate value ratio cannot be calculated. Accordingly, the market approach was not adopted in this appraisal.

Since the assets and liabilities on and off the balance sheet of Huisheng Co as of the Reference Date are identifiable, and each identifiable asset and liability can be separately appraised using appropriate appraisal methods; and since Huisheng Co has no assets or liabilities that would have a material impact on the appraisal conclusion and are difficult to identify and appraise, the asset-based approach was adopted in this appraisal.

The income approach evaluates assets from the perspective of the expected profitability of assets – the basic basis for determining the current fair market value of assets – and conforms to the basic definition of assets. The technical route of this method is to determine the market value of the entity being appraised by capitalising or discounting its future expected income. Huisheng Co is mainly engaged in the loading and unloading of general cargo such as steel, equipment, and fertiliser, as well as bulk cargo such as non-ferrous ore. Its customers are mainly steel mills, equipment manufacturers, import and export trading enterprises, and port agents. Through port loading and unloading services and cargo storage services, it charges relevant fees in accordance with the publicly announced price standards of Tianjin Port, and its main source of income is the port operation lump-sum fee generated from loading and unloading related cargo. There is a relatively stable matching relationship among Huisheng Co's revenue, costs, and expenses; future income can be predicted and quantified, and the risks corresponding to obtaining income can also be predicted and quantified. Therefore, the conditions for adopting the income approach are met.

As a mature heavy-asset entity that has been operating for many years, Huisheng Co has clear ownership and well-defined boundaries for all its assets, and item-by-item measurement of all assets and liabilities can be completed through comprehensive inventory verification. The scope of the asset-based approach can fully cover the identifiable on-book assets and liabilities, and the calculation process is fully verifiable. At the same time, Huisheng Co's assets are mainly highly specialised physical assets such as Lingang berths, customised loading and unloading facilities, and port land use rights, and the income approach can hardly fully reflect the replacement value and physical equity attributes of such stock assets.

Therefore, this appraisal selects the appraisal result of the asset-based approach as the final appraisal conclusion.

(IV) Appraisal Procedures

(1) Acceptance of Engagement

Through discussion and communication with the client, the basic information of the assets to be appraised was understood, the basic matters of the appraisal business such as the appraisal purpose, appraisal subject and scope, and appraisal base date were clarified, and after comprehensively analysing professional competence, independence, and business risk, the engagement was determined to be accepted and an asset appraisal engagement contract was entered into. In light of the specific circumstances, the value type of the appraisal was determined, the appraisal work plan was drafted, and the appraisal team was organised.

(2) On-site Investigation and Data Collection

Huisheng Co was guided in inventorying its assets and preparing appraisal materials, and on this basis an on-site investigation of Huisheng Co was conducted, the materials required for the asset appraisal business were collected, and the current status of the appraisal subject's assets, business, and finances, the macroeconomic and regional economic factors affecting the enterprise's operations, and the current status and development prospects of the industry in which it operates were understood, with attention paid to the legal ownership of the appraisal subject. The materials used in the asset appraisal activities were also verified and validated in accordance with the law.

(3) Assessment and Estimation

Based on the specific circumstances of the asset appraisal business, the collected appraisal materials were analysed, summarised, and organised to form the basis for the assessment and estimation and for preparing the appraisal report; in accordance with the relevant conditions such as the appraisal purpose, appraisal subject, value type, and information collected, the appraisal method was selected pursuant to the Practice Standards for Asset Appraisal. According to the appraisal method adopted, the corresponding formulas and parameters were selected for analysis, calculation, and judgment, the appraisal assumptions and restrictive conditions that might affect the appraisal business and appraisal conclusions were analysed and assessed, and the measurement results were formed. The measurement results formed by different appraisal methods were analysed and compared to form the appraisal conclusion.

(4) Issuance of the Report

After the project leader completed the assessment and estimation and formed the appraisal conclusion, a preliminary asset appraisal report was prepared. In accordance with laws, administrative regulations, asset appraisal standards, and the internal quality control system, the Independent Valuer conducted an internal review of the preliminary asset appraisal report, and after necessary communication with the client and other relevant parties on the relevant contents of the appraisal report, issued the formal Valuation Report on Huisheng Co.

(V) Appraisal Assumptions

(1) Basic Assumptions

1. Transaction assumption. The transaction assumption assumes that all assets to be appraised are already in the process of transaction, and the valuation is simulated on the market according to the transaction conditions of the assets to be appraised.
2. Open market assumption. The open market assumption means that assets can be freely bought and sold in a fully competitive market, and their prices depend on the judgment of independent buyers and sellers on the value of the assets under a certain market supply situation. An open market refers to a fully competitive market with numerous buyers and sellers. In this market, buyers and sellers are equal in status, each has the opportunity and time to obtain sufficient market information, and the transaction behavior of both buyers and sellers is conducted voluntarily and rationally, rather than under coercive or unrestricted conditions.
3. Going-concern assumption. The going-concern assumption means that the operating activities of an operating entity can continue, and within the foreseeable future, the operating activities of the entity will not be suspended or terminated.
4. Continued-use-in-service assumption. The continued-use-in-service assumption assumes that the assets to be appraised that are in use will continue to be used according to their current use purpose and manner after the change in ownership or after the asset business occurs.

(2) Specific Assumptions

1. No major changes will occur in the current relevant laws, regulations, and policies of the state or in the national macroeconomic situation; no major changes will occur in the political, economic, and social environment of the regions where the parties to this transaction are located; and there will be no other major adverse effects caused by unpredictable and force majeure factors.
2. It is assumed that the operators of the enterprise are responsible and that the company's management is capable of performing their duties.
3. Unless otherwise stated, it is assumed that the enterprise fully complies with all relevant laws and regulations.
4. It is assumed that the accounting policies to be adopted by the enterprise in the future will be basically consistent in all important respects with the accounting policies adopted in preparing the Valuation Report on Huisheng Co.
5. It is assumed that, on the basis of the existing management method and management level, the business scope and manner of the enterprise will remain consistent with the current direction.
6. It is assumed that no major changes will occur in relevant interest rates, exchange rates, tax bases and tax rates, policy-based levies, and other matters.
7. It is assumed that there will be no other force majeure factors or unforeseeable factors causing major adverse effects on the enterprise.

(3) Special Assumptions

1. The wharf reduced-load berthing approved qualification currently held by Huisheng Co will formally expire in February 2027. It is assumed that the qualification can be renewed after expiry, and the production and operation forecasts for future years are uniformly predicted on the premise that “the renewal demonstration is passed and the new qualification is successfully obtained”.

2. Huisheng Co holds the “Port Operation License of the People's Republic of China” (Certificate No.: (Jin) Gang Jing Zheng (MZC-408-01)), valid until 26 June 2027, and the “Port Operation License of the People’s Republic of China” (Certificate No.: (Jin) Gang Jing Zheng (C-408-01)), valid until 26 June 2027; it is assumed that the aforementioned port operation licenses can be renewed without restriction upon expiration within the operating term.

3. It is assumed that the 25% enterprise income tax rate applicable to Huisheng Co will remain unchanged during the forecast period.

4. It is assumed that the mid-period discounting method will be adopted to calculate the discounted value.

5. For unpublished computer software copyrights, the protection period is calculated from the software development acceptance date.

In accordance with the requirements of asset appraisal, these assumptions are determined to be valid as of the Reference Date. When the future economic environment undergoes major changes, the Independent Valuer shall not be liable for deriving different appraisal conclusions due to changes in the assumptions.

(VI) Key Appraisal Inputs

(1) The calculation of the cost of capital in this appraisal is based on the Loan Prime Rate (LPR) authorised by the People’s Bank of China and published by the National Interbank Funding Center on 22 June 2026, without considering the impact on the appraised value of changes in the LPR on the Reference Date and on the date of the appraisal report.

(2) The calculation of various taxes and fees in the Valuation Report on Huisheng Co serves only the appraisal conclusion under the purpose of this appraisal, and is not a measurement of the enterprise’s actual tax burden in the future.

(3) The appraisal method used in this instance did not take liquidity factors into account, and thus no liquidity discount was applied.

(4) With regard to any defects in the appraisal findings concerning the assets being appraised and any other potential impacts on Huisheng Co, where no specific written explanation was provided at the time of the engagement or during the course of the valuation work, and where such defects could not generally have been identified by the valuers on the basis of their professional experience nor could they have been discovered during the valuation process carried out by the Independent Valuer, the Independent Valuer and the valuers shall not bear any liability for the impact of such defects on the results of this appraisal.

(VII) Appraisal Conclusion

Although both the asset-based approach and the income approach were applied in this valuation, the final conclusion was determined based on the results derived from the asset-based approach, following a comprehensive analysis.

Asset-based approach appraisal conclusion

As of the Reference Date, the audited book value of total assets of Huisheng Co before appraisal was RMB2,560,436.6 thousand, the book value of total liabilities was RMB733,091.4 thousand, and the book value of total equity interests was RMB1,827,345.3 thousand.

After appraisal using the asset-based approach, the appraised value of assets was RMB2,861,499.0 thousand, with an increase of RMB301,062.4 thousand over the book value, and an appreciation rate of 11.76%; the appraised value of liabilities was RMB502,606.3 thousand, with a decrease of RMB230,485.1 thousand from the book value, and a depreciation rate of 31.44%; and the appraised value of owner's equity, i.e., the total value of equity interests, was RMB2,358,892.7 thousand, with an increase of RMB531,547.4 thousand over the book value, and an appreciation rate of 29.09%.

The appreciation in value mainly arises from adjustments to fixed assets, intangible assets, and non-current liabilities, primarily due to the following reasons:

- (1) Appreciation of buildings and structures: the appreciation is mainly attributable to the impact of rising prices. The appraised buildings were mainly completed between 2011 and 2024, and the construction costs as of the Reference Date (labor, local materials, steel, and other market prices) were higher than those at the time of completion;
- (2) Appreciation of equipment category: ① With respect to machinery and equipment, because the original book value of some major equipment was not the original recorded value, the replacement cost increased significantly; moreover, the financial depreciation period of the enterprise's machinery and equipment is shorter than the economic useful life of the appraised equipment. For the above reasons, the machinery and equipment were appraised with appreciation. ② With respect to vehicles, the rate of decline in second-hand vehicle prices is slower than the enterprise's financial depreciation rate, resulting in appreciation in the appraisal of vehicles. ③ Although electronic equipment is updated and replaced relatively quickly and purchase prices have declined somewhat, the financial depreciation period of the enterprise's electronic equipment is shorter than the economic useful life of the appraised equipment, and the depreciation rate is relatively fast; therefore, the electronic equipment was appraised with appreciation;
- (3) Appreciation of land use rights: some land was acquired relatively early, and the market price of land use rights has risen since acquisition; at the same time, after amortization year by year in accordance with accounting policies, the book value of the land use rights is relatively low. For the above comprehensive reasons, the appraisal shows appreciation;
- (4) Appreciation of other intangible assets: the acquisition costs of trademark rights, patent rights, and software copyrights have been expensed, and their book value is zero. The appraisal took into account the market value of such assets, resulting in appraisal appreciation;

- (5) Depreciation of long-term payables: this appraisal takes into account the tax implications for the enterprise regarding this matter and retains an amount corresponding to the corporate income tax liability; and
- (6) Depreciation of deferred income: with respect to government subsidies, there is no need for repayment after the period, and the appraisal only takes into account the enterprise income tax that the enterprise needs to bear; therefore, the appraisal shows depreciation.

The details of the appraisal conclusion are shown in the following table:

Summary Table of Asset Appraisal Results (asset-based approach)

Reference Date: 30 June 2026

Unit: RMB Ten thousand

Items		Book Value	Appraisal Value	Appreciation Value	Appreciation Rate (%)
		A	B	C=B-A	D=C/A×100%
1	Current Asset	54,323.40	54,323.40	-	-
2	Non-current Assets	201,720.27	231,826.50	30,106.23	14.92
3	Included: Fixed Assets	152,805.05	170,748.08	17,943.03	11.74
4	Construction In Progress	957.37	957.37	-	-
5	Intangible Assets	47,712.41	59,875.62	12,163.21	25.49
6	Deferred Tax Assets	245.44	245.44	-	-
7	Total Assets	256,043.66	286,149.90	30,106.24	11.76
8	Current Liabilities	36,043.98	36,043.98	-	-
9	Non-current Liabilities	37,265.15	14,216.65	-23,048.50	-61.85
10	Total Liabilities	73,309.14	50,260.63	-23,048.51	-31.44
11	Net Assets (Equity Interests)	182,734.53	235,889.27	53,154.74	29.09

Income approach appraisal conclusion

For this valuation, the discounted cash flow method, specifically the Free Cash Flow to the Firm (FCFF) model, has been applied. The methodology involves using the Weighted Average Cost of Capital (WACC) as the discount rate to discount and aggregate the projected Free Cash Flow to the Firm (FCFF) for future years, thereby arriving at the value of operating assets. By adding the value of surplus assets and non-operating assets, and subtracting the value of non-operating liabilities, the total enterprise value is determined. Finally, by deducting the value of interest-bearing debt, the total value of shareholders' equity is obtained.

The basic formula is as follows:

Total Equity Value = Value of Operating Assets + Value of Non-Operating Assets - Value of Non-Operating Liabilities + Value of Surplus Assets - Value of Interest-Bearing Debt

The specific calculation formula is:

$$P = P' + A' + D' - D$$

$$P^n = \sum_{i=1}^n \frac{R_i}{(1+i)^i}$$

Where: P — appraised value of total shareholders' equity;
 P' —discounted value of the enterprise's overall earnings;
 A' —value of non-operating net assets;
 D' —value of surplus assets;
 D —interest-bearing debt;
 R_i —expected earnings for the i^{th} future earnings period;
 i —duration of the earnings period;
 r —discount rate;
 n — forecast period

Based on the income approach, the appraised value of owner's equity, i.e., the total value of equity interests is RMB2,309,803.8 thousand, representing an appreciation of RMB482,458.5 thousand over the book value, and an appreciation rate of 26.40%.

Differences between the two appraisal conclusions

The differences between the two appraisal conclusions of the total value of equity interests are shown in the following table:

Appraisal Methods	Total Shareholder's Equity Book Value (RMB Ten thousand)	Total Shareholder's Equity Appraised Value (RMB Ten thousand)	Appreciation Value (RMB Ten thousand)	Appreciation Rate (%)
Asset-based approach	182,734.53	235,889.27	53,154.74	29.09
Income approach		230,980.38	48,245.85	26.40
Differences	-	4,908.89	-	-

The primary reason for the differences was attributable to the fact that the asset-based approach to valuation considers the perspective of asset reacquisition, and determines a company's value by reasonably assessing the value of its individual assets and liabilities. In contrast, valuation based on the income approach evaluates a company based on its future aggregate earning capacity; higher projected future performance and stronger overall earning potential lead to a higher valuation based on the income approach, while lower performance results in a lower valuation. Huisheng Co is a quintessential asset-heavy operation, with an existing asset base that includes core items such as specialised berths, storage yards, cargo-handling equipment, and land. Under the asset-based approach, the replacement cost for each asset, including hydraulic engineering structures and customised cargo-handling equipment, is calculated based on market prices as of the Reference Date; the high construction costs of these assets drive up the overall valuation. Furthermore, terminal assets are highly specialised, designed exclusively for port cargo-handling operations, making it difficult to rapidly convert them into equivalent cash flows through a shift in business model. As a maturely operating facility, the general cargo terminal at the North Basin has a cargo throughput that far exceeds its designed capacity. Given the limited room for revenue growth, the valuation derived from the income approach via discounted cash flow is lower than the replacement-cost-based result obtained through the asset-based approach.

The asset-based approach determines enterprise value from the perspective of asset replacement cost by assessing the current value of individual assets and accounting for relevant liabilities. In contrast, the income approach estimates enterprise value based on expected future earnings; its results reflect the aggregate value of all the enterprise's productive assets, encompassing both tangible and intangible assets.

As a mature heavy-asset entity that has been operating for many years, Huisheng Co has clear ownership and well-defined boundaries for all its assets, and item-by-item measurement of all assets and liabilities can be completed through comprehensive inventory verification. The scope of the asset-based approach can fully cover the identifiable on-book assets and liabilities, and the calculation process is fully verifiable. At the same time, Huisheng Co's core assets are mainly highly specialised physical assets such as port-side berths, customised loading and unloading facilities, and port land use rights, and the income approach cannot fully reflect the replacement value and tangible asset attributes of such stock assets.

Huisheng Co's core business consists of loading and unloading services for general cargo, such as steel products, equipment, and fertilisers, as well as bulk commodities like non-ferrous ores. Its client base primarily comprises steel mills, equipment manufacturers, import/export traders, and port agents. The cargo handled includes aerospace and large-scale equipment, steel products, non-ferrous ores, construction machinery, livestock, and fertilisers. In recent years, Huisheng Co has achieved steady revenue growth by expanding its cargo sourcing, optimising its cargo mix, and consistently increasing the volume of high-value-added goods, such as steel, ferronickel, and construction machinery. However, as of the Reference Date, the actual throughput at the berths has significantly exceeded their designed capacity, leaving no operational scope for further volume expansion. Furthermore, the cargo mix, having undergone optimisation and adjustment in recent years, has reached a state of relative stability; it is not expected to see any major shifts in the future, and there is no basis for significant fluctuations in the unit price of loading and unloading services, imposing rigid constraints on potential revenue growth. Huisheng Co's authorisation for "reduced-load berthing" (allowing vessels to berth with a reduced load) is set to expire in February 2027. While the income approach assumes that this authorisation will be successfully renewed, the renewal process is still under review; the uncertainty surrounding this approval affects the reliability and robustness of the income-based valuation.

Therefore, this appraisal selects the appraisal result of the asset-based approach as the final appraisal conclusion.

(VIII) Validity Period and Use Restrictions of the Valuation Report on Huisheng Co

The appraisal conclusion is valid for one year, from the Reference Date of 30 June 2026 to 29 June 2027.

- (1) Scope of use of the appraisal report: the Valuation Report on Huisheng Co may only be used for the appraisal purpose and use stated in it; if all or part of the contents of the appraisal report are excerpted, quoted, or disclosed in public media, the Independent Valuer shall review the relevant contents, unless otherwise provided by laws and regulations or otherwise agreed by the relevant parties.
- (2) If the client or other users of the Valuation Report on Huisheng Co use the Valuation Report on Huisheng Co in violation of laws and administrative regulations or beyond the scope of use stated in the Valuation Report on Huisheng Co, the Independent Valuer and its professional asset appraisers shall not bear liability.
- (3) Apart from the client, other users of the Valuation Report on Huisheng Co as agreed in the asset appraisal engagement contract, and users of the Valuation Report on Huisheng Co as provided

by laws and administrative regulations, no other institution or individual may become a user of the Valuation Report on Huisheng Co.

- (4) Users of the Valuation Report on Huisheng Co shall correctly understand and use the appraisal conclusion. The appraisal conclusion is not equivalent to the realisable price of the appraisal subject, and the appraisal conclusion shall not be regarded as a guarantee of the realisable price of the appraisal subject.
- (5) Where the specific economic act of the Valuation Report on Huisheng Co requires filing with the state-owned asset management department and the competent department of the enterprise, the Valuation Report on Huisheng Co may be used only after such filing with the state-owned asset management department and the competent department of the enterprise.

(IX) Defect Circumstances That May Have a Material Impact on the Appraisal Conclusion

(1) Renewal of the Reduced-Load Berthing Qualification

The wharf reduced-load berthing approved qualification currently held by Huisheng Co will formally expire in February 2027. This qualification is the statutory permission for the wharf to berth larger-tonnage vessels at an increased level on the basis of the original designed berthing grade in accordance with regulations, and is also a key operating requirement supporting the wharf's core operational capacity. If the renewal is not completed and a new approved reply is not obtained before expiry, the wharf will lose the legal right to berth vessels exceeding the original designed grade, the original operating procedures adapted to large vessels will no longer be able to be executed in compliance, directly causing some long-term major customers to turn to nearby wharves with the corresponding qualification. It is expected that the wharf's annual throughput will decline significantly, and this will in turn have a chain of negative impacts on annual revenue, customer stability, and regional market share.

In accordance with the Provisions on the Management of Berthing Capacity of Coastal Wharves and the handling requirements of the Tianjin local port and shipping management department, Huisheng Co has followed the statutory process of "testing and demonstration first, approval and reply later" and has commenced the renewal of the reduced-load berthing qualification. The core steps are, in order: special testing of the wharf structure, preparation of the berthing capacity demonstration report, expert review, joint review by multiple departments, and finally obtaining the official approval reply.

As of now, all preliminary testing work required before demonstration has been completed, including safety testing of the wharf's marine hydraulic structure, performance verification of mooring facilities, and bathymetric surveying of the harbor basin and channel. The test results show that all indicators of the wharf meet the statutory safety requirements for renewal, laying a solid foundation for the subsequent preparation of the demonstration report.

Based on the completed testing data, Huisheng Co anticipates that the subsequent preparation of the demonstration report, expert review, and departmental review can all be passed smoothly. Therefore, the production and operation forecasts for future years are uniformly predicted on the premise that "the renewal demonstration is passed and the new qualification is successfully obtained". Under this forecasting basis, the wharf can continue to maintain its existing compliant capacity to berth large

vessels, stably sustain its existing throughput scale and customer cooperation system, and ensure the continuity and stability of the wharf's operating performance.

(2) Proceeds from 超長期特別國債(Ultra-Long-Term Special Treasury Bonds*)

The long-term payable represents the proceeds from 超長期特別國債(Ultra-Long-Term Special Treasury Bonds*) allocated by the Economic Reform and Operation Bureau of Tianjin Dongjiang Comprehensive Bonded Zone and the Tianjin Municipal Transport Commission. These funds served as subsidies for equipment renewal and renovation projects and as treasury bond funding for the Southwest Yard construction project. The funds have been specifically utilised for project construction, and the corresponding assets have passed acceptance inspections and been put into operation. Tianjin Port Group has issued a letter of undertaking stating that, should Huisheng Co be required, pursuant to relevant national policies, requirements of local government authorities, or the like, to repay the principal of such 超長期特別國債(Ultra-Long-Term Special Treasury Bonds*) and pay the corresponding interest, Tianjin Port Group will assume responsibility for the repayment of the principal and payment of interest on such 超長期特別國債 (Ultra-Long-Term Special Treasury Bonds*) on behalf of Huisheng Co. This appraisal takes into account the tax implication for the enterprise regarding this matter and retains an amount corresponding to the corporate income tax liability.

(X) Identity, Qualification, and Independence of the Valuer

中通誠資產評估有限公司 (China Tong Cheng Asset Appraisal Co., Ltd.*) is a qualified asset appraiser in China. To the best of the Board's knowledge, information, and belief after making all reasonable enquiries, it is a third party independent of the Company and is not a connected person of the Company.

INFORMATION ON TIANJIN PORT CO

Tianjin Port Co is a joint stock company incorporated in the PRC with limited liability, with a registered capital of RMB2,894.00 million and the shares of which are listed on the SSE (Stock Code: 600717). It is principally engaged in containerised and non-containerised cargo handling services and other port ancillary services at the port of Tianjin in the PRC, primarily through its subsidiaries and associated companies. As of the date of this announcement, approximately 56.81% of its equity interest is indirectly held by the Company.

According to the financial statements of Tianjin Port Co prepared under the China Accounting Standards for Business Enterprises, the key financial data of Tianjin Port Co for the two years ended 31 December 2024 and 31 December 2025 and six months ended 30 June 2026 are set out below:

	As at 30 June 2026	As at 31 December 2025	As at 31 December 2024
	<i>RMB million</i> (unaudited)	<i>RMB million</i> (audited)	<i>RMB million</i> (audited)
Total Assets	36,077.64	35,760.47	36,018.51
Total Liabilities	8,836.72	9,018.58	9,502.96
Equity of shareholder	27,240.92	26,741.89	26,515.55
	For the six months ended 30 June 2026	For the year ended 31 December 2025	2024
	<i>RMB million</i> (unaudited)	<i>RMB million</i> (audited)	<i>RMB million</i> (audited)
Revenue	5,363.50	12,791.68	12,069.96
Net profit before tax	1,352.52	2,053.77	1,910.16
Net profit after tax	1,027.19	1,535.51	1,502.75

FINANCIAL EFFECT OF THE TRANSACTION

If the Transaction is implemented, upon completion of the Transaction, Second Container Co and Huisheng Co will become wholly-owned subsidiaries of Tianjin Port Co.

At the same time, as Tianjin Port Co will satisfy the Consideration by way of Issuance of Shares, this will result in a reduction of the percentage equity interest of the Group in Tianjin Port Co from 56.81% to 38.79%. Although the Group's equity interests in Tianjin Port Co has changed, the Group has not lost control over Tianjin Port Co, and Tianjin Port Co will remain a subsidiary of the Group, as Grand Point will enter into an acting-in-concert agreement with Tianjin Port Group, which is the ultimate holding company of the Company, to act in concert with the Company when casting votes in the shareholders' meeting of Tianjin Port Co. The change in the Group's equity interests in Tianjin Port Co without loss of control is accounted for as an equity transaction, therefore, the Group expects there will be no gain or loss due to the Disposal. On the other hand, Second Container Co and Huisheng Co will also be indirect subsidiaries of the Company and their accounts will be consolidated into the consolidated financial statements of the Group .

As no gain or loss will be recognised in the consolidated profit or loss statement of the Group as a result of the Transaction, there will be no significant impact on the consolidated earnings of the Group. At the same time, the total assets of the Group will increase reflecting the consolidation of the Target Companies at their historical net book values, and the total liabilities of the Group will change by an amount equal to the liabilities associated with the Target Companies being consolidated into the Group upon completion of the Transaction.

The Issue Price of RMB4.63 was arrived at after arm's length negotiations with reference to the relevant regulations of the CSRC. Specifically, the Issue Price for the New Shares shall not be less than 80% of the market reference price which refer to as each of the average trading price of Tianjin Port Co's shares on the SSE for the 20, 60 or 120 trading days prior to the date of the announcement

of the first board resolution of Tianjin Port Co regarding the Issuance of Shares. Since the market price of Tianjin Port Co historically trades below its net asset value per share, the Issue Price of RMB4.63 per share is lower than the corresponding net book value per share.

As the transaction involves the acquisition of the Target Companies by Tianjin Port Co from Tianjin Port Group, the Transaction constitutes a business combination under common control. The Group will adopt merger accounting in accordance with Accounting Guideline 5 issued by the Hong Kong Institute of Certified Public Accountants. Under merger accounting, the Target Companies will be consolidated into Tianjin Port Co's books at their existing historical net book value as recorded by Tianjin Port Group, and prior period financial information will be restated as if the combination had occurred from the date when the combining entities first came under common control.

The change in the Group's equity interests in Tianjin Port Co without loss of control is accounted for as an equity transaction. It is expected the non-controlling interests amounting to approximately HK\$7,955 million were recognised to reflect the changes in their relative interests in Tianjin Port Co, increase in share capital and other reserves of Tianjin Port Co upon completion of the Issuance of Shares amounting to approximately HK\$1,548 million and HK\$5,618 million, respectively, which represented the fair value of the Consideration received as a result of the Issuance of Shares, with the difference of approximately HK\$789 million represented further changes in other reserves. Pro forma financial information of the Group following completion of the Transaction which will be reviewed by the auditor of the Group, will be set out in the forthcoming circular to be issued by the Company.

The Directors believe that the acquisition of Target Companies will expand Tianjin Port Co's asset base, optimise its capital structure, and generate operational synergies for long-term growth, without causing the Group to lose control over Tianjin Port Co, which is ultimately in the interests of the Company and its shareholders as a whole.

REASONS FOR AND BENEFITS OF THE TRANSACTION

Since some subsidiaries of Tianjin Port Group (i.e. the Target Companies) engage in businesses that are the same as or similar to those of Tianjin Port Co, there is competition between the two companies. Upon completion of the Transaction, the Target Companies will become wholly-owned subsidiaries of Tianjin Port Co, which will help resolve the issue of competition between Tianjin Port Group and Tianjin Port Co. A direct acquisition of the Target Companies by Tianjin Port Co would also ensure that the containerised and non-containerised cargo handling services are to be operated by Tianjin Port Co and its subsidiaries, thereby avoiding any new issues of competition that might arise if the Target Companies are to be acquired by the Company or other member(s) of the Group. Following completion of the Transaction, certain other members of Tianjin Port Group will continue to principally engage in business activities that may be identical or similar to the cargo handling and logistics core business activities of Tianjin Port Co. However, an assessment of the actual operational status of each of these companies individually reveals that their current profitability is generally weak, trailing significantly behind that of Tianjin Port Co. Consequently, these companies do not pose a material adverse competitive threat to Tianjin Port Co in the fields of cargo handling and logistics.

The operating performance of the Target Companies is steadily improving with strong profitability. Upon completion of the Transaction, the Group will indirectly hold high-quality, profitable port assets through Tianjin Port Co, which will help enhance the Group's profitability, strengthen its core competitiveness and sustainable development capability. Against the backdrop of PRC's continued promotion of smart and green port development, and with Second Container Co serving as a benchmark terminal for smart and green operations, the Transaction will help the Group align with national strategic requirements, accelerate the cultivation of new quality productive forces in the port sector, fulfil the Group's goal of building a world-class smart and green port, and advance the Group's development of green and smart ports. In addition, Second Container Co focuses on container terminal loading, unloading and storage services, while Huisheng Co serves as a core bulk and general cargo operation hub. Both have significant synergies with the Group's existing bulk and general cargo terminal loading, unloading and storage, port ancillary services, and integrated logistics businesses. The Transaction will help the Group improve its core business structure, further integrate customer resources, optimise the functional layout of the port area, expand business scale and market share, enhance port throughput capacity and operational efficiency, and promote the scaled and intensive development of its core business, thereby strengthening the Group's comprehensive service capabilities and market competitiveness, and this aligns with the long-term and overall interests of the Company and the Shareholders.

The Consideration of the Transaction will be satisfied through the Issuance of Shares, without the need for cash or additional financing. Therefore, it will not affect the Group's liquidity or debt level, but will help optimise the Group's capital structure, maintain its overall financial condition, and promote the Group's sound future development. If the acquisition of the Target Companies is to be conducted entirely with cash, rather than through the Issuance of Shares, the Group would bear an immediate cash outflow and increased leverage, which may adversely affect its liquidity position and debt-servicing capacity. Satisfying the Consideration through the Issuance of Shares is also better than a hybrid structure combining issuance of shares and cash payment. It is because this structure would still involve issuance of shares and its relevant regulatory approval requirements. At the same time, the component of cash payment would still give rise to the liquidity and leverage ratios concerns mentioned above.

None of the Directors had a material interest in the Agreements and the Transaction. In view of good corporate governance practices, Chu Bin, Yang Jiemin, Liu Nan and Jiang Wei, the Directors who are also directors and/or senior management of Tianjin Port Group, have abstained from voting in the relevant Board resolutions in relation to transactions with Tianjin Port Group and/or its associates.

The Directors (excluding the independent non-executive Directors whose opinion will be set forth in the circular to be issued by the Company) are of the view that although the Transaction is not conducted in the ordinary course of the Group's business, the Transaction is conducted on normal commercial terms, and the terms of the Agreements and the Transaction are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES

The Group is principally engaged in containerised and non-containerised cargo handling services and other port ancillary services at the port of Tianjin in the PRC, primarily through its subsidiaries and associated companies.

Tianjin Port Co is an indirect subsidiary of the Company and is principally engaged in containerised and non-containerised cargo handling services and other port ancillary services at the port of Tianjin in the PRC, primarily through its subsidiaries and associated companies.

Tianjin Port Group is the controlling Shareholder. Its principal business includes port handling and stevedoring services, warehousing, logistics, and port area land development at the port of Tianjin in the PRC through its group companies.

LISTING RULES IMPLICATIONS

If the Transaction is implemented, Tianjin Port Co will satisfy the Consideration by way of Issuance of Shares, which will result in a reduction in the percentage equity interest indirectly held by the Company in Tianjin Port Co. Therefore, it constitutes a deemed disposal by the Company under Rule 14.29 of the Listing Rules.

Pursuant to Rule 14.24 of the Listing Rules, since the Transaction involves both an acquisition and a disposal, the Stock Exchange will apply the percentage ratios (as defined in the Listing Rules) to both the Acquisition and the Disposal. The Transaction will be classified by reference to the larger of the Acquisition or the Disposal. As the highest applicable percentage ratio in respect of each of the Acquisition and the Disposal exceeds 100% and 75% respectively, the Acquisition constitutes a very substantial acquisition of the Company and the Disposal constitutes a very substantial disposal of the Company under the Listing Rules. Therefore, the Transaction is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Tianjin Port Group, as the controlling shareholder of the Company, indirectly holds 53.5% of the issued share capital of the Company, and is therefore a connected person of the Company. Accordingly, the Transaction, if implemented, will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. From the perspective of Chapter 14A of the Listing Rules, since one or more of the relevant applicable percentage ratio(s) in connection with the Transaction exceed(s) 5%, the Transaction is subject to the requirements of Chapter 14A of the Listing Rules regarding reporting, announcement, circular (including independent financial advice), and approval by independent Shareholders.

The Consideration is determined with reference to the Valuation Reports prepared by the Independent Valuer using the asset-based approach. However, as the Independent Valuer in principle is required under applicable PRC laws and regulations to conduct the valuation of the entire shareholders' equity in Second Container Co and Huisheng Co using at least two valuation approaches respectively, in addition to a valuation based on asset-based approach, the Valuation Report on Second Container Co and Valuation Report on Huisheng Co also has a valuation based on the income approach in respect of the entire shareholders' equity in Second Container Co and Huisheng Co respectively. The Company will apply for a waiver from the profit forecast requirements under Rules 14.60A, 14.66(2), 14A.68(7), 14A.70(13) and paragraph 29(2) of Appendix D1B of the Listing Rules in respect of the Acquisition. If such waiver was not granted by the Stock Exchange, the Company would comply with the relevant profit forecast requirements under the Listing Rules.

An Independent Board Committee has been established by the Company to advise the Independent Shareholders on the Agreements and the Transaction. An Independent Financial Adviser, Ignite Capital (Asia Pacific) Limited, has also been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in this connection.

The EGM will be convened and held by the Company for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the entering into of the Agreements and the Transaction. As Tianjin Port Group is a controlling shareholder of the Company and is materially interested in the Transaction, Tianjin Port Group and its associates will abstain from voting in respect of such resolution(s).

GENERAL

As additional time is required to prepare and/or finalise certain information to be included in the circular to the Shareholders, the Company expects to despatch the circular containing, among other things, details of the terms of the Agreements and the Transaction, the recommendation from the Independent Board Committee to the Independent Shareholders, the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders and a notice of the EGM to the Shareholders on or before 25 November 2026.

Shareholders and potential investors of the Company should note that as the Transaction is subject to the fulfilment or waiver (as applicable) of the conditions precedent under the Agreements, the Transaction may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“Acquisition”	as part of the Transaction, the potential acquisition of all equity interests of the Target Companies by Tianjin Port Co from Tianjin Port Group pursuant to the Agreements;
“Acquisition Agreement”	the share issuance agreement for the acquisition of assets dated 22 June 2026 entered into between Tianjin Port Group (as transferor) and Tianjin Port Co (as acquirer) in relation to the Transaction. Details are set out in the section “The Agreements” of this announcement;
“Agreements”	the Acquisition Agreement as amended and supplemented by the Supplemental Agreement;
“associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;

“Company”	Tianjin Port Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03382);
“Completion Date”	the date on which the equity of the Target Companies is registered under the name of Tianjin Port Co upon completion of the change of industrial and commercial registration;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Consideration”	the consideration of RMB6,223,719,600 for the transfer of all equity interests of the Target Companies contemplated under the Transaction;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;
“Disposal”	Tianjin Port Co will satisfy the Consideration of the Acquisition by way of Issuance of Shares in accordance with the Agreements; the issuance of such shares will result in a reduction of the percentage equity interest of the Company in Tianjin Port Co. Therefore, it constitutes a deemed disposal by the Company under Rule 14.29 of the Listing Rules, and such deemed disposal constitutes part of the Transaction;
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve, inter alia, the entering into of the Agreements and the Transaction;
“Grand Point”	顯創投資有限公司 (Grand Point Investment Limited*), a limited liability company incorporated in Hong Kong, which is held as to 100% by the Company as of the date of this announcement;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Huisheng Co”	天津港匯盛碼頭有限公司 (Tianjin Port Huisheng Terminal Co., Ltd.*), a limited liability company incorporated in the PRC, which is held as to 100% by Tianjin Port Group as of the date of this announcement;

“Independent Board Committee”	the independent board committee comprising all of the independent non-executive Directors;
“Independent Financial Adviser”	Ignite Capital (Asia Pacific) Limited, a corporation licensed by the Securities and Futures Commission to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Independent Shareholders”	Shareholders, other than the Tianjin Port Group and its associates;
“Independent Valuer”	中通誠資產評估有限公司 (China Tong Cheng Asset Appraisal Co., Ltd.*), a valuation institution qualified under relevant laws;
“Issuance of Shares”	the issuance of 1,344,215,896 RMB-denominated shares of Tianjin Port Co, which are listed on the SSE (Stock Code: 600717), by Tianjin Port Co to Tianjin Port Group for the purpose of acquiring all equity interests in the Target Companies;
“Issue Price”	the issue price per share of the New Shares, i.e. RMB4.63;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“LPR”	Loan Prime Rate (LPR) ;
“New Share(s)”	the share(s) of Tianjin Port Co to be issued pursuant to the Issuance of Shares;
“PRC” or “China”	the People’s Republic of China, for the purpose of this announcement, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Reference Date”	30 June 2026, which is the reference date for the valuation of the market value of the entire shareholders’ equity in Target Companies for the Transaction;
“RMB”	Renminbi, the lawful currency of the PRC;
“Second Container Co”	天津港第二集裝箱碼頭有限公司 (Tianjin Port Second Container Terminal Co., Ltd.*), a limited liability company incorporated in the PRC, which is held as to 100% by Tianjin Port Group as of the date of this announcement;
“Shareholder(s)”	the shareholder(s) of the Company;

“SSE”	Shanghai Stock Exchange;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supplemental Agreement”	the supplemental agreement for the share issuance agreement for the acquisition of assets dated 22 October 2026 entered into between Tianjin Port Group (as transferor) and Tianjin Port Co (as acquirer) following completion of the audit and valuation work for the Target Companies. Details are set out in the section “The Agreements” of this announcement;
“Target Companies”	Second Container Co and Huisheng Co;
“Tianjin Port Co”	Tianjin Port Holdings Co., Ltd., a joint stock company incorporated in the PRC with limited liability and the shares of which are listed on the SSE (Stock Code: 600717). As of the date of this announcement, approximately 56.81% of its equity interest is indirectly held by the Company;
“Tianjin Port Group”	天津港（集團）有限公司 (Tianjin Port (Group) Co., Ltd.*), an entity reorganised as a wholly state-owned enterprise in the PRC on 29 July 2004; and the indirect holder of 53.5% of the issued share capital of the Company as of the date of this announcement;
“Transaction”	the transactions contemplated under the Agreements, including the Acquisition and the Disposal;
“Transitional Period”	the period from the Reference Date (exclusive of the Reference Date) to the Completion Date (inclusive of the Completion Date);
“Valuation Reports”	collectively, the Valuation Report on Huisheng Co and the Valuation Report on Second Container Co;
“Valuation Report on Huisheng Co”	the valuation report dated 13 October 2026 issued by the Independent Valuer in relation to the valuation of the market value of the entire shareholders’ equity in Huisheng Co as at the Reference Date in accordance with the relevant PRC laws, regulations and valuation standards;
“Valuation Report on Second Container Co”	the valuation report dated 13 October 2026 issued by the Independent Valuer in relation to the valuation of the market value of the entire shareholders’ equity in Second Container Co as at the Reference Date in accordance with the relevant PRC laws, regulations and valuation standards; and
“%”	per cent.

By Order of the Board
Tianjin Port Development Holdings Limited
Chu Bin
Chairman

Hong Kong, 22 October 2026

As at the date of this announcement, the Board comprises Mr. Chu Bin, Mr. Yang Jiemin, Mr. Sun Lijun, Mr. Liu Nan, Mr. Jiang Wei and Mr. Lou Zhanshan as executive Directors; and Professor Japhet Sebastian Law, Mr. Zhang Weidong and Ms. Luo Laura Ying as independent non-executive Directors.

** For identification purposes only*