

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



招商局港口控股有限公司

CHINA MERCHANTS PORT HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 00144)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of China Merchants Port Holdings Company Limited (the “**Company**”) (the “**Meeting**”) will be held at Island Ballroom, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 28 October 2019 at 9:30 a.m. ^(Note 3) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the non-acceptance by the Company of the mandatory unconditional cash offer by China International Capital Corporation Hong Kong Securities Limited on behalf of Broadford Global Limited to acquire all the issued H shares in Dalian Port (PDA) Company Limited (大連港股份有限公司) (stock code: 2880) (the “**H Share Offer**”) be and are hereby generally and unconditionally approved and any one director of the Company be and is hereby authorised to do all such further things and acts and execute all such further documents and take all such steps which he considers necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Non-Acceptance.”
2. **“THAT** Mr. Ge Lefu be re-elected as an executive director of the Company.”

In the event that more than 50% of the votes by shareholders of the Company entitled to attend and vote at the Meeting (including proxies) are cast against the first resolution and as a result the first resolution is not passed at the Meeting, the Company will consider that the shareholders of the Company have, by a majority vote, approved the acceptance of the H Share Offer. Accordingly, in this scenario, any one director of Company will do all such further things and acts and execute all such further documents and take all such steps which he considers necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the acceptance of the H Share Offer.

By Order of the Board
China Merchants Port Holdings Company Limited
Fu Gangfeng
Chairman

Hong Kong, 11 October 2019

Registered Office:

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

Notes:

1. A member entitled to attend and vote at the meeting convened pursuant to the above notice is entitled to appoint one or more proxies to attend and vote in his place. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of that power of attorney or authority, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting.
3. **If there is (i) a tropical cyclone warning signal number 8 or above, or (ii) a "black" rainstorm warning signal in force at 9:00 a.m. on 28 October 2019:**
 - a. **but no longer in force after 12:00 noon on 28 October 2019, the Meeting will be postponed to 2:00 p.m. on the same day and will be held at the registered office of the Company at 38th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong; or**
 - b. **and remain in force after 12:00 noon on 28 October 2019, the Meeting will be rescheduled to 9:30 a.m. on the following Business Day at the registered office of the Company and will be held at the registered office of the Company at 38th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.**
4. To ascertain the shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 24 October 2019 to 28 October 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 23 October 2019.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the extraordinary general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. The Chairman of the Meeting will therefore demand a poll for the resolutions put to the vote at the extraordinary general meeting pursuant to Article 54 of the Articles of Association.
6. As at the date of this notice, the Board comprises Mr. Fu Gangfeng, Mr. Su Jian, Mr. Xiong Xianliang, Mr. Bai Jingtao, Mr. Ge Lefu, Mr. Wang Zhixian and Mr. Zheng Shaoping as executive directors; and Mr. Kut Ying Hay, Mr. Lee Yip Wah Peter, Mr. Li Ka Fai David and Mr. Bong Shu Ying Francis as independent non-executive directors.