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(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 00144)

CONTINUING CONNECTED TRANSACTIONS QIANHAI BAY GARDEN LEASE AGREEMENTS DETERMINATION OF ANNUAL CAPS

QIANHAI BAY GARDEN LEASE AGREEMENTS

On 30 June 2021, Qianhai Bay Property, an indirect wholly-owned subsidiary of the Company entered into the Qianhai Bay Garden Lease Agreements with (i) Yiu Lian, (ii) Chiwan Container Terminal, (iii) China Merchants Bonded Logistics, (iv) CMIT, (v) Chiwan Port, (vi) Shenzhen West Port Security and (vii) CMPG respectively for the period commencing on dates between 1 May 2021 to 1 September 2021 and ending on dates between 30 April 2022 to 31 October 2022 in relation to the leasing of numerous residential units located at Qianhai Bay Garden as housing for the employees of the Lessees.

Each of the Lessees is an indirect subsidiary of CMG, the ultimate holding company of the Company. Accordingly, each of the Lessees is a connected person of the Company and the transactions contemplated under the Qianhai Bay Garden Lease Agreements constitute continuing connected transactions of the Company under the Listing Rules.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of each of these transactions under the Qianhai Bay Garden Lease Agreements, on a standalone basis, are less than 0.1% and therefore, these transactions, on a standalone basis, constitute de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. However, as these transactions under the Qianhai Bay Garden Lease Agreements are of similar nature or otherwise connected, these transactions will need to be aggregated as if they are one transaction.

For the purpose of Rule 14A.53 of the Listing Rules, on 30 June 2021, the Directors resolved to set aggregate annual caps in respect of the annual aggregate maximum amount of rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements at RMB9 million (equivalent to approximately HK\$10.82 million) and RMB13 million (equivalent to approximately HK\$15.63 million) for the year ending 31 December 2021 and 31 December 2022, respectively. Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the proposed annual caps for the aggregate rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements for the year ending 31 December 2021 and 31 December 2022 exceed 0.1% but are below 5%, these transactions are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

1. BACKGROUND

On 30 June 2021, Qianhai Bay Property, an indirect wholly-owned subsidiary of the Company entered into the Qianhai Bay Garden Lease Agreements with (i) Yiu Lian, (ii) Chiwan Container Terminal, (iii) China Merchants Bonded Logistics, (iv) CMIT, (v) Chiwan Port, (vi) Shenzhen West Port Security and (vii) CMPG respectively for the period commencing on dates between 1 May 2021 to 1 September 2021 and ending on dates between 30 April 2022 to 31 October 2022 in relation to the leasing of numerous residential units located at Qianhai Bay Garden as housing for the employees of the Lessees.

2. QIANHAI BAY GARDEN LEASE AGREEMENTS

The key terms of each of the Qianhai Bay Garden Lease Agreements are set out below:

(i) Qianhai Bay Garden Lease Agreement with Yiu Lian

Date: 30 June 2021

Parties: (1) Qianhai Bay Property

(2) Yiu Lian

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Housing for employees of Yiu Lian

Period: 1 May 2021 to 30 April 2022

The monthly rent payable by Yiu Lian is RMB85 (equivalent to approximately HK\$102.16) per square metre. The total monthly rent payable by Yiu Lian is RMB193,588 (equivalent to approximately HK\$232,700).

The monthly rent is payable before the 5th of each month by way of bank transfer and is subject to a penalty of 0.5% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits:

Yiu Lian shall pay to Qianhai Bay Garden RMB387,176 (equivalent to approximately HK\$465,400) as security deposits, which shall be returned to Yiu Lian on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

The parties have been negotiating the relevant terms to the leasing of the relevant units of Qianhai Bay Garden and the employees of Yiu Lian have been occupying the respective units since 1 May 2021. As at the date of this announcement, Yiu Lian has paid monthly rents of RMB193,588 (equivalent to approximately HK\$232,700) to Qianhai Bay Property for occupancies of such units since 1 May 2021. The parties agreed the lease agreement to take retrospective effect to apply from 1 May 2021. The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the rent received by Qianhai Bay Property from Yiu Lian in relation to the leasing of such units between 1 May 2021 and the date of this announcement are less than 0.1% and therefore, these transactions constitute de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

(ii) Qianhai Bay Garden Lease Agreement with Chiwan Container Terminal

Date: 30 June 2021

Parties: (1) Qianhai Bay Property

(2) Chiwan Container Terminal

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Housing for employees of Chiwan Container Terminal

Period: 1 July 2021 to 31 October 2022

Rent: There are two categories of rent:

(1) the monthly rent payable by Chiwan Container Terminal is RMB48.80 (equivalent to approximately HK\$58.65) per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or

(2) otherwise, the monthly rent payable by Chiwan Container Terminal is RMB76.50 (equivalent to approximately HK\$91.95) per square metre between 1 July 2021 to 30 April 2022 and RMB80 (equivalent to approximately HK\$96.15) per square metre between 1 May 2022 to 31 October 2022.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.5% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits:

Chiwan Container Terminal shall pay to Qianhai Bay Garden RMB1,172,317.92 (equivalent to approximately HK\$1,409,100) as security deposits, which shall be returned to Chiwan Container Terminal on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

(iii) Qianhai Bay Garden Lease Agreement with China Merchants Bonded Logistics

Date: 30 June 2021

Parties: (1) Qianhai Bay Property

(2) China Merchants Bonded Logistics

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Housing for employees of China Merchants Bonded

Logistics

Period: 1 July 2021 to 31 October 2022

There are two categories of rent:

- (1) the monthly rent payable by China Merchants Bonded Logistics is RMB48.80 (equivalent to approximately HK\$58.65) per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or
- (2) otherwise, the monthly rent payable by China Merchants Bonded Logistics is RMB76.50 (equivalent to approximately HK\$91.95) per square metre between 1 July 2021 to 30 April 2022 and RMB80 (equivalent to approximately HK\$96.15) per square metre between 1 May 2022 to 31 October 2022.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.5% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits:

China Merchants Bonded Logistics shall pay to Qianhai Bay Garden RMB796,897.18 (equivalent to approximately HK\$957,900) as security deposits, which shall be returned to China Merchants Bonded Logistics on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

(iv) Qianhai Bay Garden Lease Agreement with CMIT

Date: 30 June 2021

Parties: (1) Qianhai Bay Property

(2) CMIT

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Housing for employees of CMIT

Period: 1 July 2021 to 31 October 2022

There are two categories of rent:

- (1) the monthly rent payable by CMIT is RMB48.80 (equivalent to approximately HK\$58.65) per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or
- (2) otherwise, the monthly rent payable by CMIT is RMB76.50 (equivalent to approximately HK\$91.95) per square metre between 1 July 2021 to 30 April 2022 and RMB80 (equivalent to approximately HK\$96.15) per square metre between 1 May 2022 to 31 October 2022.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.5% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits:

CMIT shall pay to Qianhai Bay Garden RMB8,464.86 (equivalent to approximately HK\$10,200) as security deposits, which shall be returned to CMIT on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

(v) Qianhai Bay Garden Lease Agreement with Chiwan Port

Date: 30 June 2021

Parties: (1) Qianhai Bay Property

(2) Chiwan Port

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Housing for employees of Chiwan Port

Period: 1 July 2021 to 31 October 2022

There are two categories of rent:

- (1) the monthly rent payable by Chiwan Port is RMB48.80 (equivalent to approximately HK\$58.65) per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or
- (2) otherwise, the monthly rent payable by Chiwan Port is RMB76.50 (equivalent to approximately HK\$91.95) per square metre between 1 July 2021 to 30 April 2022 and RMB80 (equivalent to approximately HK\$96.15) per square metre between 1 May 2022 to 31 October 2022.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.5% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits:

Chiwan Port shall pay to Qianhai Bay Garden RMB90,571.86 (equivalent to approximately HK\$108,900) as security deposits, which shall be returned to Chiwan Port on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

(vi) Qianhai Bay Garden Lease Agreement with Shenzhen West Port Security

Date: 30 June 2021

Parties: (1) Qianhai Bay Property

(2) Shenzhen West Port Security

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Housing for employees of Shenzhen West Port Security

Period: 1 September 2021 to 31 August 2022

The monthly rent payable by Shenzhen West Port Security ranges between RMB85 (equivalent to approximately HK\$102.16) to RMB90 (equivalent to approximately HK\$108.17) per square metre, depending on the type of unit. The total monthly rent payable by Shenzhen West Port Security is RMB30,832 (equivalent to approximately HK\$37,100).

The monthly rent is payable before the 5th of each month by way of bank transfer and is subject to a penalty of 0.5% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

Security deposits:

Shenzhen West Port Security shall pay to Qianhai Bay Garden RMB61,664 (equivalent to approximately HK\$74,200) as security deposits, which shall be returned to Shenzhen West Port Security on an interest-free basis at the end of the rental period, subject to any deduction applicable for non-payment of rents or other applicable fees.

(vii) Qianhai Bay Garden Lease Agreement with CMPG

Date: 30 June 2021

Parties: (1) Qianhai Bay Property

(2) CMPG

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Housing for employees of CMPG

Period: 1 July 2021 to 31 October 2022

Rent: There are two categories of rent:

(1) the monthly rent payable by CMPG is RMB48.80 (equivalent to approximately HK\$58.65) per square metre, provided the employee and his/her spouse and children occupying in that flat do not own any property in Shenzhen; or

(2) otherwise, the monthly rent payable by CMPG is RMB76.50 (equivalent to approximately HK\$91.95) per square metre between 1 July 2021 to 30 April 2022 and RMB80 (equivalent to approximately HK\$96.15) per square metre between 1 May 2022 to 31 October 2022.

The monthly rent is payable before the 16th of each month by way of bank transfer and is subject to a penalty of 0.5% of such overdue payment for each day of late payment.

The rent was negotiated and agreed by the parties on an arm's length basis with reference to the market rental fees in nearby areas and market value of the property.

3. LISTING RULES IMPLICATIONS AND DETERMINATION OF ANNUAL CAPS

Each of the Lessees is an indirect subsidiary of CMG, the ultimate holding company of the Company. Accordingly, each of the Lessees is a connected person of the Company and the transactions contemplated under the Qianhai Bay Garden Lease Agreements constitute continuing connected transactions of the Company under the Listing Rules.

For the purpose of Rule 14A.53 of the Listing Rules, on 30 June 2021, the Directors resolved to set the annual caps in respect of the fees payable to the Company under the Qianhai Bay Garden Lease Agreements for the two years ending 31 December 2021 and 2022 as follow:

Lessee	Maximum / actual number of units to be leased	Annual caps for the year ending 31 December	
		2021	2022
Yiu Lian	53 units	RMB1,548,704	RMB774,352
		(equivalent to	(equivalent to
		approximately	approximately
		HK\$1,861,500)	HK\$930,800)

	Maximum / actual number of units to	Annual caps for the year ending 31 December	
Lessee	be leased	2021	2022
Chiwan Container Terminal	Up to 248 units (at RMB48.8/sqm/month); Up to 17 units (at RMB76.5 or RMB80/sqm/month)	RMB3,860,000 (equivalent to approximately HK\$4,640,000)	RMB6,450,000 (equivalent to approximately HK\$7,752,500)
China Merchants Bonded Logistics	Up to 100 units (at RMB48.8/sqm/month); Up to 20 units (at RMB76.5 or RMB80/sqm/month)	RMB1,620,000 (equivalent to approximately HK\$1,950,000)	RMB2,710,000 (equivalent to approximately HK\$3,257,300)
CMIT	Up to 18 units (at RMB48.8/sqm/month); Up to 2 units (at RMB76.5 or RMB80/sqm/month)	RMB278,000 (equivalent to approximately HK\$340,000)	RMB466,000 (equivalent to approximately HK\$560,100)
Chiwan Port	Up to 25 units (at RMB48.8/sqm/month); Up to 5 units (at RMB76.5 or RMB80/sqm/month)	RMB423,000 (equivalent to approximately HK\$510,000)	RMB710,000 (equivalent to approximately HK\$853,400)
Shenzhen West Port Security	8 units	RMB123,328 (equivalent to approximately HK\$148,300)	RMB246,656 (equivalent to approximately HK\$296,500)

	Maximum / actual number of units to be leased	Annual caps for the year ending 31 December	
Lessee		2021	2022
CMPG	Up to 49 units (at RMB48.8/sqm/month);	RMB902,000 (equivalent to approximately	RMB1,514,000 (equivalent to approximately
	Up to 11 units (at	HK\$1,085,000)	HK\$1,819,800)
	RMB76.5 or		
	RMB80/sqm/month)		

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of each of these transactions under the Qianhai Bay Garden Lease Agreements, on a standalone basis, are less than 0.1% and therefore, these transactions, on a standalone basis, constitute de minimis continuing connected transactions pursuant to Rule 14A.76(1) of the Listing Rules and are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. However, as these transactions under the Qianhai Bay Garden Lease Agreements are of similar nature or otherwise connected, these transactions will need to be aggregated as if they are one transaction.

For the purpose of Rule 14A.53 of the Listing Rules, on 30 June 2021, the Directors resolved to set aggregate annual caps in respect of the annual aggregate maximum amount of rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements at RMB9 million (equivalent to approximately HK\$10.82 million) and RMB13 million (equivalent to approximately HK\$15.63 million) for the year ending 31 December 2021 and 31 December 2022, respectively. Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the proposed annual caps for the aggregate rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements for the year ending 31 December 2021 and 31 December 2022 exceed 0.1% but are below 5%, these transactions are exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

4. GENERAL INFORMATION

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

Qianhai Bay Property is a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company. Its principal business is property management.

Yiu Lian is a company incorporated in the PRC and its principal business is the ownership and operation of dockyards. It is an indirect wholly-owned subsidiary of CMG and therefore a connected person of the Company.

Chiwan Container Terminal is a company incorporated in the PRC and its principal activities are port handling, warehousing and stacking businesses. It is an indirect subsidiary of CMG and therefore a connected person of the Company.

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

CMIT is a limited liability company incorporated under the laws of the PRC and its principal activity is providing technology solutions. CMIT is a subsidiary of CMG and therefore a connected person of the Company.

Chiwan Port is a company incorporated in the PRC and its principal activities are providing management services, loading and unloading services, international freight forwarding agency, lease and maintenance services for port facilities, equipment and port machinery, warehousing services and cargo road transportation for the port. It is an indirect subsidiary of CMG and therefore a connected person of the Company.

Shenzhen West Port Security is a company incorporated in the PRC and its principal activities are providing guard, patrol and other internal security services, escort service for valuables and dangerous goods, security services for public activities, and for large-scale entertainment activities and sports competitions, service of security technology prevention facilities, security advisory services, etc. It is an indirect subsidiary of CMG and therefore a connected person of the Company.

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

5. REASONS FOR THE TRANSACTIONS

The core business of the Group includes port and port-related business.

The leasing of the units in Qianhai Bay Garden by Qianhai Bay Property to CMG Group can increase the occupancy rate and bring stable rental income to the Group and is in the interest of the Company and its shareholders as a whole.

Taken into account the above, the Directors, including the independent non-executive Directors, are of the view that the Qianhai Bay Garden Lease Agreements were entered into on normal commercial terms and in the ordinary and usual course of business of the Company. Having considered the market rent in nearby areas and the market value of the properties, the Directors, including the independent non-executive Directors, are of the view that the terms of the Qianhai Bay Garden Lease Agreements and the proposed annual caps for the each of the two years ending 31 December 2021 and 2022 in respect of the rental income receivable by the Group under the Qianhai Bay Garden Lease Agreements, are fair and reasonable and in the interest of the Company and its shareholders as a whole.

None of the Directors have a material interest in the Qianhai Bay Garden Lease Agreements, nor are they required to abstain from voting in the relevant board resolutions.

6. **DEFINITIONS**

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

"associates" has the meaning ascribed to this term under Rule

14A.06 of the Listing Rules

"Board" the board of Directors of the Company

"China Merchants Bonded China Merchants Bonded Logistics Co., Ltd.* (招 **Logistics**" 商局保税物流有限公司), a limited liability

company incorporated under the laws of the PRC and a 60%-owned subsidiary of the Company

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"Chiwan Container Terminal" Chiwan Container Terminal Co., Ltd.* (赤灣集裝箱碼頭有限公司), a company incorporated in the PRC and an indirect subsidiary of CMG

"Chiwan Port"

Shenzhen Chiwan Port Development Co., Ltd.* (深圳赤灣港口發展有限公司), a company incorporated in the PRC and an indirect subsidiary of CMG

"CMG"

China Merchants Group Limited (招商局集團有限公司), a company incorporated in the PRC and the ultimate holding company of the Company

"CMG Group"

CMG and its subsidiaries, excluding the Group

"CMIT"

China Merchants International Technology Company Limited* (招商局國際科技有限公司) (formerly known as China Merchants Holdings (International) Information Technology Company Limited* (招商局國際信息技術有限公司)), a company incorporated under the laws of the PRC and a subsidiary of the CMG

"CMPG"

China Merchants Port Group Co., Ltd.* (招商局港口集團股份有限公司), a company incorporated in the PRC whose A shares and B shares are listed on the Shenzhen Stock Exchange (Stock Code: 001872/201872) and a substantial shareholder of the Company

"Company"

China Merchants Port Holdings Company Limited (招商局港口控股有限公司), a company incorporated in Hong Kong and whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited

"connected person"

has the meaning ascribed to this term under Rule 14A.06 of the Listing Rules

"Directors"

the directors of the Company

"Group"

the Company and its subsidiaries

"HK\$"

Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" the Hong Kong Special Administrative Region of the PRC "Lessees" Yiu Lian, Chiwan Container Terminal, China Merchants Bonded Logistics, CMIT, Chiwan Port, Shenzhen West Port Security and CMPG "Listing Rules" the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited "PRC" the People's Republic of China Qianhai Bay Garden* (前海灣花園), a residential "Qianhai Bay Garden" building located in Shenzhen, PRC "Qianhai Bay Garden collectively, the lease agreements daed 30 June Lease Agreements" 2021 entered into between Oianhai Bay Property on the one hand, and the Lessees on the other hand "Qianhai Bay Property" China Merchants Qianhai Bay Property Co., Ltd.* (深圳市招商前海灣置業有限公司), a company incorporated in the PRC and an indirect subsidiary of the Company "RMB" Renminbi, the lawful currency of the PRC "Shenzhen West Port Shenzhen West Port Security Service Co., Ltd.* (深 Security" 圳西部港口保安服務有限公司), a subsidiary of the CMG

"subsidiary(ies)"

"Yiu Lian"

"%"

company incorporated under the laws of the PRC and a

has the meaning ascribed to it under the Listing Rules

Yiu Lian Dockyards (Shekou) Limited* (友聯船廠 (蛇口)有限公司), a company incorporated under the laws of the PRC and a subsidiary of the CMG

per cent.

^{*} For identification purpose only

For reference only, an exchange rate of HK\$1.00 to RMB0.832 has been used for the conversion of Renminbi into Hong Kong dollars in this announcement.

By Order of the Board China Merchants Port Holdings Company Limited Deng Renjie Chairman

Hong Kong, 30 June 2021

As at the date of this announcement, the Board comprises Mr. Deng Renjie, Mr. Liu Weiwu, 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.