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招商局港口控股有限公司

CHINA MERCHANTS PORT HOLDINGS COMPANY LIMITED

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

(Stock Code: 00144)

ANNOUNCEMENT

DISCLOSEABLE TRANSACTION

ACQUISITIONS OF SHARES IN SHANGHAI INTERNATIONAL PORT (GROUP) CO., LTD.

ACQUISITIONS OF SIPG SHARES

Between 9 March 2022 to 19 April 2022, the Company acquired an aggregate of 328,750,659 SIPG Shares through on-market purchases on the Shanghai Stock Exchange at the average price of RMB5.76 per SIPG Share for an aggregate consideration of RMB1,894 million (equivalent to approximately HK\$2,338 million).

Prior to the Acquisitions, the Company was interested in 6,202,562,186 SIPG Shares, representing approximately 26.64% of the total issued share capital of SIPG. Upon the settlement of the Acquisitions, the Company would be interested in 6,531,312,845 SIPG Shares, representing approximately 28.06% of the total issued share capital of SIPG.

LISTING RULES IMPLICATIONS

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of each of the Acquisitions, on a standalone basis, are less than 5% and therefore each of the Acquisitions does not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules. However, when aggregated as a whole, the applicable percentage ratios set out in Rule 14.07 of the Listing Rules are more than 5% and below 25%. Accordingly, the Acquisitions, when aggregated as a whole, constitute a discloseable transaction of the Company and are therefore subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

1. ACQUISITIONS OF SIPG SHARES

Between 9 March 2022 to 19 April 2022, CM Port Development (a wholly-owned subsidiary of the Company) acquired an aggregate of 328,750,659 SIPG Shares through on-market purchases on the Shanghai Stock Exchange at the average price of RMB5.76 per SIPG Share for an aggregate consideration of RMB1,894 million (equivalent to approximately HK\$2,338 million). As the Acquisitions were conducted on-market, the price of each trade represented the then market price of the SIPG Shares at the relevant time of the Acquisitions. The Acquisitions were settled in cash and funded by internal resources of the Company.

Prior to the Acquisitions, the Group was interested in 6,202,562,186 SIPG Shares, representing approximately 26.64% of the total issued share capital of SIPG. Upon the settlement of the Acquisitions, the Group would be interested in 6,531,312,845 SIPG Shares, representing approximately 28.06% of the total issued share capital of SIPG. Settlement for the SIPG Shares acquired by CM Port Development took place on the same trading day after the orders regarding such acquisition has been made.

Save as the Acquisitions, the Group did not acquire any SIPG Shares within a 12-month period prior to the date of this announcement.

As the Acquisitions were made through on-market purchases, the Company is not aware of the identities of the sellers of the SIPG Shares. Therefore, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the sellers of the SIPG Shares and each of their respective ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

2. LISTING RULES IMPLICATIONS

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of each of the Acquisitions, on a standalone basis, are less than 5% and therefore each of the Acquisitions does not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules. However, when aggregated as a whole, the applicable percentage ratios set out in Rule 14.07 of the Listing Rules are more than 5% and below 25%. Accordingly, the Acquisitions, when aggregated as a whole, constitute a discloseable transaction of the Company and are therefore subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

3. INFORMATION ON THE PARTIES

The Group

CM Port Development is a company incorporated under the laws of the PRC and a wholly-owned subsidiary of the Company. Its principal business is investment holding.

SIPG

SIPG is a public company incorporated under the laws of the PRC with shares listed on the Shanghai Stock Exchange (stock code: 600018.SH). It is principally engaged in container terminal business, bulk cargo terminal business, port logistics business and port service business.

According to the audited consolidated financial statements of SIPG for the financial years ended 31 December 2020 and 31 December 2021 from the annual reports published by SIPG, the audited net asset value attributable to the shareholders of SIPG as at 31 December 2021 was approximately RMB99,791 million (equivalent to approximately HK\$123,199 million) and the audited revenue, profit before and after taxation of SIPG for the financial years ended 31 December 2020 and 31 December 2021 are set out below:

	Year ended 31 December	
	2021	2020
Revenue	RMB34,289 million (equivalent to approximately HK\$42,332 million)	RMB26,119 million (equivalent to approximately HK\$32,246 million)
Profit before taxation	RMB17,961 million (equivalent to approximately HK\$22,174 million)	RMB10,574 million (equivalent to approximately HK\$13,054 million)
Profit after taxation	RMB15,481 million (equivalent to approximately HK\$19,112 million)	RMB9,183 million (equivalent to approximately HK\$11,337 million)

4. REASONS FOR AND BENEFITS OF THE ACQUISITIONS

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

The Directors having considered (i) the market conditions and (ii) the financial performance and the prospects of SIPG, are of the view that the Acquisitions presented a good opportunity for the Group to increase its shareholding in SIPG and utilise its available funds for a return.

As the Acquisitions were made at market price and on the open market of the Shanghai Stock Exchange, the Directors considered that the terms of the Acquisitions are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

5. DEFINITIONS

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

“Acquisition(s)”	the acquisition(s) of an aggregate of 328,750,659 SIPG Shares by the Company through on-market purchases on the Shanghai Stock Exchange during the period from 9 March 2022 to 19 April 2022
“Board”	the board of Directors of the Company
“CM Port Development”	China Merchants Port Development (Shenzhen) Co., Ltd* (招商局港口發展(深圳)有限公司), a company incorporated under the laws of the PRC and a wholly-owned subsidiary 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 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
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SIPG”	Shanghai International Port (Group) Co., Ltd., a company incorporated under the laws of the PRC, whose shares are listed on the Shanghai Stock Exchange (600018.SH)

“SIPG Share(s)”	shares of SIPG, which are listed on the Shanghai Stock Exchange
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

* *For illustrative purposes only.*

For reference only, exchange rates of RMB0.81 to HK\$1.00 have 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, 19 April 2022

As at the date of this announcement, the Board comprises Mr. Deng Renjie, Mr. Wang Xiufeng, Mr. Liu Weiwu, Mr. Deng Weidong, Mr. Yim Kong and Mr. Wang Zhixian 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.