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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)

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

NEW QIANHAI BAY GARDEN LEASE AGREEMENTS

Reference is made to the announcement made by the Company on 30 June 2021 in relation to the Existing Qianhai Bay Garden Lease Agreements entered into between Qianhai Bay Property, an indirect wholly-owned subsidiary of the Company, and (i) Yiu Lian, (ii) Chiwan Container Terminal, (iii) CMBL, (iv) CMIT, (v) Chiwan Port, (vi) Shenzhen West Security and (vii) CMPG, respectively, in relation to the leasing of numerous residential units located at Qianhai Bay Garden as staff quarters for their respective employees.

In view of the expiry of the Existing Qianhai Bay Garden Lease Agreements as well as to cater additional needs for employee housing, Qianhai Bay Property entered into the New Qianhai Bay Garden Lease Agreements with (i) Yiu Lian, (ii) Sinotrans Supply Chain, (iii) CMPG, (iv) Chiwan Container Terminal, (v) CMBL, (vi) CMIT, (vii) Chiwan Port, (viii) CM Chuangrong, (ix) Shenzhen Gangteng, (x) Shenzhen West Security and (xi) CM Property Management respectively to lease numerous residential units located at Qianhai Bay Garden as staff quarters for their respective employees.

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 New 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 New 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 New Qianhai Bay Garden Lease Agreements are of a 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 31 October 2022, the Directors resolved to set aggregate annual caps in respect of the rental income receivable by the Group under the New Qianhai Bay Garden Lease Agreements at RMB5.00 million (equivalent to approximately HK\$5.51 million) and RMB16.80 million (equivalent to approximately HK\$18.67 million) for each of the two years ending 31 December 2022 and 31 December 2023, respectively.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the aggregate annual cap in respect of the rental income receivable by the Group under the New Qianhai Bay Garden Lease Agreements for the year ending 31 December 2022 is 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.

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the aggregate annual cap in respect of the rental income receivable by the Group under the New Qianhai Bay Garden Lease Agreements for the year ending 31 December 2023 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

Reference is made to the announcement made by the Company on 30 June 2021 in relation to the Existing Qianhai Bay Garden Lease Agreements entered into between Qianhai Bay Property, an indirect wholly-owned subsidiary of the Company, and (i) Yiu Lian, (ii) Chiwan Container Terminal, (iii) CMBL, (iv) CMIT, (v) Chiwan Port, (vi) Shenzhen West Security and (vii) CMPG, respectively, in relation to the leasing of numerous residential units located at Qianhai Bay Garden as staff quarters for their respective employees.

On 27 May 2022, in view of the expiry of the Existing Qianhai Garden Lease Agreement with Yiu Lian, Qianhai Bay Property entered into a New Qianhai Garden Lease Agreement with Yiu Lian in relation to the leasing of certain residential units located at Qianhai Bay Garden as staff quarters for Yiu Lian's employees.

On 1 July 2022, Qianhai Bay Property entered into a New Qianhai Bay Garden Lease Agreement with Sinotrans Supply Chain in relation to the leasing of certain residential units located at Qianhai Bay Garden as staff quarters for Sinotrans Supply Chain's employees.

On 25 August 2022, in view of the expiry of the Existing Qianhai Garden Lease Agreement with Shenzhen West Security, Qianhai Bay Property entered into a New Qianhai Garden Lease Agreement with Shenzhen West Security in relation to the leasing of certain residential units located at Qianhai Bay Garden as staff quarters for Shenzhen West Security's employees.

Between 30 September 2022 and 31 October 2022, in view of the expiry of the other Existing Qianhai Bay Garden Lease Agreements as well as to cater additional needs for staff accommodation, Qianhai Bay Property entered into the New Qianhai Bay Garden Lease Agreements with (i) CMPG, (ii) Chiwan Container Terminal, (iii) CMBL, (iv) CMIT, (v) Chiwan Port, (vi) CM Chuangrong, (vii) Shenzhen Gangteng, (viii) Shenzhen West Security and (ix) CM Property Management respectively to lease numerous residential units located at Qianhai Bay Garden as staff quarters for their respective employees.

2. NEW QIANHAI BAY GARDEN LEASE AGREEMENTS

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

(i) New Qianhai Bay Garden Lease Agreement with Yiu Lian

Date: 27 May 2022

Parties: (1) Qianhai Bay Property
(2) Yiu Lian

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of Yiu Lian

Period: 1 May 2022 to 30 April 2023

Rent: The monthly rent payable by Yiu Lian is RMB86.5 (equivalent to approximately HK\$96.11) per square metre.

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 Property RMB386,444 (equivalent to approximately HK\$429,382) 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 applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the rent to be received by Qianhai Bay Property from Yiu Lian in relation to the leasing of such units for each of the two years ending 31 December 2022 and 31 December 2023 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) New Qianhai Bay Garden Lease Agreement with Sinotrans Supply Chain

Date:	1 July 2022
Parties:	(1) Qianhai Bay Property (2) Sinotrans Supply Chain
Property:	Qianhai Bay Garden, Shenzhen, PRC
Purpose:	Staff quarters of Sinotrans Supply Chain
Period:	1 July 2022 to 30 June 2023
Rent:	The monthly rent payable by Sinotrans Supply Chain is RMB92.45 (equivalent to approximately HK\$102.72) per square metre. 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:	Sinotrans Supply Chain shall pay to Qianhai Bay Property RMB16,280 (equivalent to approximately HK\$18,089) as security deposits, which shall be returned to Sinotrans Supply Chain 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 applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the rent to be received by Qianhai Bay Property from Sinotrans Supply Chain in relation to the leasing of such units for each of the two years ending 31 December 2022 and 31 December 2023 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.

(iii) New Qianhai Bay Garden Lease Agreement with Shenzhen West Security

Date: 1 September 2022

Parties: (1) Qianhai Bay Property
(2) Shenzhen West Security

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of Shenzhen West Security

Period: 1 September 2022 to 31 August 2023

Rent: The monthly rent payable by Shenzhen West Security is RMB89 (equivalent to approximately HK\$98.89) per square metre.

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 Security shall pay to Qianhai Bay Property RMB63,530 (equivalent to approximately HK\$70,589) as security deposits, which shall be returned to Shenzhen West 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.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the rent to be received by Qianhai Bay Property from Shenzhen West Security in relation to the leasing of such units for each of the two years ending 31 December 2022 and 31 December 2023 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.

(iv) New Qianhai Bay Garden Lease Agreement with CMPG

Date:	30 September 2022
Parties:	(1) Qianhai Bay Property (2) CMPG
Property:	Qianhai Bay Garden, Shenzhen, PRC
Purpose:	Staff quarters of CMPG
Period:	1 November 2022 to 31 October 2023
Rent:	There are two categories of rent: (1) the monthly rent payable by CMPG is RMB48.80 (equivalent to approximately HK\$54.22) 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 RMB80 (equivalent to approximately HK\$88.89) per square metre.

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: Prior to 1 November 2022, CMPG shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to CMPG 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) New Qianhai Bay Garden Lease Agreement with Chiwan Container Terminal

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) Chiwan Container Terminal

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of Chiwan Container Terminal

Period: 1 November 2022 to 31 October 2023

Rent: There are two categories of rent:

- (1) the monthly rent payable by Chiwan Container Terminal is RMB48.80 (equivalent to approximately HK\$54.22) 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 RMB80 (equivalent to approximately HK\$88.89) per square metre.

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: Prior to 1 November 2022, Chiwan Container Terminal shall pay the security deposit to be calculated according to the final rental units of each rent category, 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.

(vi) New Qianhai Bay Garden Lease Agreement with CMBL

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) CMBL

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of CMBL

Period: 1 November 2022 to 31 October 2023

Rent: There are two categories of rent:

(1) the monthly rent payable by CMBL is RMB48.80 (equivalent to approximately HK\$54.22) 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 CMBL is RMB80 (equivalent to approximately HK\$88.89) per square metre.

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: Prior to 1 November 2022, CMBL shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to CMBL 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) New Qianhai Bay Garden Lease Agreement with CMIT

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) CMIT

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of CMIT

Period: 1 November 2022 to 31 October 2023

Rent: There are two categories of rent:

- (1) the monthly rent payable by CMIT is RMB48.80 (equivalent to approximately HK\$54.22) 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 RMB80 (equivalent to approximately HK\$88.89) per square metre.

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: Prior to 1 November 2022, CMIT shall pay the security deposit to be calculated according to the final rental units of each rent category, 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.

(viii) New Qianhai Bay Garden Lease Agreement with Chiwan Port

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) Chiwan Port

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of Chiwan Port

Period: 1 November 2022 to 31 October 2023

Rent: There are two categories of rent:

- (1) the monthly rent payable by Chiwan Port is RMB48.80 (equivalent to approximately HK\$54.22) 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 RMB80 (equivalent to approximately HK\$88.89) per square metre.

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: Prior to 1 November 2022, Chiwan Port shall pay the security deposit to be calculated according to the final rental units of each rent category, 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.

(ix) New Qianhai Bay Garden Lease Agreement with CM Chuangrong

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) CM Chuangrong

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of CM Chuangrong

Period: 1 November 2022 to 31 October 2023

Rent: There are two categories of rent:

- (1) the monthly rent payable by CM Chuangrong is RMB48.80 (equivalent to approximately HK\$54.22) 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 CM Chuangrong is RMB80 (equivalent to approximately HK\$88.89) per square metre.

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: Prior to 1 November 2022, CM Chuangrong shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to CM Chuangrong 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.

(x) New Qianhai Bay Garden Lease Agreement with Shenzhen Gangteng

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) Shenzhen Gangteng

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of Shenzhen Gangteng

Period: 1 November 2022 to 31 October 2023

Rent: There are two categories of rent:

- (1) the monthly rent payable by Shenzhen Gangteng is RMB48.80 (equivalent to approximately HK\$54.22) 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 Shenzhen Gangteng is RMB80 (equivalent to approximately HK\$88.89) per square metre.

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: Prior to 1 November 2022, Shenzhen Gangteng shall pay the security deposit to be calculated according to the final rental units of each rent category, which shall be returned to Shenzhen Gangteng 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.

(xi) New Qianhai Bay Garden Lease Agreement with Shenzhen West Security

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) Shenzhen West Security

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of Shenzhen West Security

Period: 1 December 2022 to 31 August 2023

Rent: The monthly rent payable by Shenzhen West Security is RMB89 (equivalent to approximately HK\$98.89) per square metre.

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 Security shall pay to Qianhai Bay Property RMB15,360 (equivalent to approximately HK\$17,067) as security deposits, which shall be returned to Shenzhen West 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.

(xii) New Qianhai Bay Garden Lease Agreement with CM Property Management

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) CM Property Management

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of CM Property Management

Period: 1 December 2022 to 30 November 2023

Rent: The monthly rent payable by CM Property Management is RMB90 (equivalent to approximately HK\$100) per square metre.

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: CM Property Management shall pay to Qianhai Bay Property RMB147,406 (equivalent to approximately HK\$163,784) as security deposits, which shall be returned to CM Property Management 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.

(xiii) New Qianhai Bay Garden Lease Agreement with Chiwan Container Terminal

Date: 31 October 2022

Parties: (1) Qianhai Bay Property
(2) Chiwan Container Terminal

Property: Qianhai Bay Garden, Shenzhen, PRC

Purpose: Staff quarters of Chiwan Container Terminal

Period: 1 November 2022 to 31 October 2023

Rent: The monthly rent payable by Chiwan Container Terminal is RMB84 (equivalent to approximately HK\$93.33) per square metre.

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 Property RMB121,990 (equivalent to approximately HK\$135,544) 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.

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 New 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 31 October 2022, the Directors resolved to set the annual caps in respect of the fees payable to the Company under the New Qianhai Bay Garden Lease Agreements for each of the two years ending 31 December 2022 and 2023 as follows:

Lessees	Maximum / actual number of units to be leased	Annual caps for the year ending 31 December	
		2022	2023
(i) Yiu Lian	52 units (at RMB86.5/ sqm/month)	RMB1,550,000 (equivalent to approximately HK\$1,720,000)	RMB780,000 (equivalent to approximately HK\$870,000)
(ii) Sinotrans Supply Chain	2 units (at RMB92.45/ sqm/month)	RMB49,000 (equivalent to approximately HK\$54,000)	RMB49,000 (equivalent to approximately HK\$54,000)
(iii) Shenzhen West Security	8 units (at RMB89/ sqm/month)	RMB128,000 (equivalent to approximately HK\$140,000)	RMB255,000 (equivalent to approximately HK\$280,000)
(iv) CMPG	49 units (comprising: (i) up to 45 units at RMB48.8/ sqm/month; and (ii) up to 4 units at RMB80/sqm/ month)	RMB230,000 (equivalent to approximately HK\$260,000)	RMB1,150,000 (equivalent to approximately HK\$1,280,000)

Lessees	Maximum / actual number of units to be leased	Annual caps for the year ending 31 December	
		2022	2023
(v) Chiwan Container Terminal	278 units (comprising: (i) up to 246 units at RMB48.8/sqm/month; and (ii) up to 32 units at RMB80/sqm/month)	RMB1,369,100 (equivalent to approximately HK\$1,521,200)	RMB6,845,400 (equivalent to approximately HK\$7,606,000)
(vi) CMBL	100 units (comprising: (i) up to 83 units at RMB48.8/sqm/month; and (ii) up to 17 units at RMB80/sqm/month)	RMB501,600 (equivalent to approximately HK\$557,300)	RMB2,507,700 (equivalent to approximately HK\$2,786,300)
(vii) CMIT	40 units (comprising: (i) up to 35 units at RMB48.8/sqm/month; and (ii) up to 5 units at RMB80/sqm/month)	RMB196,900 (equivalent to approximately HK\$218,800)	RMB984,400 (equivalent to approximately HK\$1,093,800)
(viii) Chiwan Port	32 units (comprising: (i) up to 26 units at RMB48.8/sqm/month; and (ii) up to 6 units at RMB80/sqm/month)	RMB153,900 (equivalent to approximately HK\$171,000)	RMB769,500 (equivalent to approximately HK\$855,000)
(ix) CM Chuangrong	5 units (comprising: (i) up to 4 units at RMB48.8/sqm/month; and (ii) up to 1 unit at RMB80/sqm/month)	RMB24,800 (equivalent to approximately HK\$27,600)	RMB123,800 (equivalent to approximately HK\$137,600)

Lessees	Maximum / actual number of units to be leased	Annual caps for the year ending 31 December	
		2022	2023
(x) Shenzhen Gangteng	15 units (comprising: (i) up to 10 units at RMB48.8/sqm/month; and (ii) up to 5 units at RMB80/sqm/month)	RMB93,600 (equivalent to approximately HK\$104,000)	RMB467,700 (equivalent to approximately HK\$519,700)
(xi) Shenzhen West Security	2 units (at RMB89/sqm/month)	RMB8,400 (equivalent to approximately HK\$9,300)	RMB67,000 (equivalent to approximately HK\$74,400)
(xii) CM Property Management	18 units (at RMB90/sqm/month)	RMB73,800 (equivalent to approximately HK\$82,000)	RMB810,800 (equivalent to approximately HK\$900,900)
(xiii) Chiwan Container Terminal	16 units (at RMB84/sqm/month)	RMB122,000 (equivalent to approximately HK\$135,600)	RMB610,000 (equivalent to approximately HK\$677,800)

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of each of these transactions under the New 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 New Qianhai Bay Garden Lease Agreements are of a 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 31 October 2022, the Directors resolved to set aggregate annual caps in respect of the rental income receivable by the Group under the New Qianhai Bay Garden Lease Agreements at RMB5.00 million (equivalent to approximately HK\$5.51 million) and RMB16.80 million (equivalent to approximately HK\$18.67 million) for each of the two years ending 31 December 2022 and 31 December 2023, respectively. Such aggregate annual caps are determined with reference to the agreed rent payable by

the Lessees under the New Qianhai Bay Garden Lease Agreements, subject to an increment of approximately 10% to cater for potential additional staff quarters to be provided to the Lessees in line with their housing needs and the prevailing market.

The applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the aggregate annual cap in respect of the rental income receivable by the Group under the New Qianhai Bay Garden Lease Agreements for the year ending 31 December 2022 is 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.

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the aggregate annual cap in respect of the rental income receivable by the Group under the New Qianhai Bay Garden Lease Agreements for the year ending 31 December 2023 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

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.

Sinotrans Supply Chain is a company incorporated in the PRC and its principal activities are supply chain management, international freight forwarding agency, domestic freight forwarding agency, warehousing (including bonded warehouses), customs declaration and inspection of import and export goods. It is an indirect subsidiary of CMG and therefore a connected person of the Company.

Shenzhen West 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.

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.

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

CMIT is a company incorporated in 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.

CM Chuangrong is a company incorporated in the PRC and its principal activities are technical development of computer networks and software, technological services, transfer and consulting, earthwork design and construction, general cargo road transportation and internet information services. It is an indirect subsidiary of CMG and therefore a connected person of the Company.

Shenzhen Gangteng is a company incorporated in the PRC and its principal activities are software development, basic artificial intelligence software development, network and information security software development, artificial intelligence application software development and internet data services. It is an indirect subsidiary of CMG and therefore a connected person of the Company.

CM Property Management is a company incorporated in the PRC and its principal activities are property management, maintenance, renovations and engineering consultancy services. It is an indirect subsidiary of CMG and therefore a connected person of the Company.

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.

5. REASONS FOR THE TRANSACTIONS

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

The leasing of the units in New 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.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the New 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 New Qianhai Bay Garden Lease Agreements and the annual caps for the each of the two years ending 31 December 2022 and 2023 in respect of the rental income receivable by the Group under the New 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 New 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
“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
“CMBL”	China Merchants Bonded Logistics Co., Ltd.* (招商局保稅物流有限公司), a company incorporated in the PRC and a 60%-owned subsidiary of the Company
“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), a company incorporated in the PRC and a subsidiary of 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
“CM Chuangrong”	China Merchants Chuangrong (Shenzhen) Technology Co., Ltd.* (招港創融(深圳)科技有限公司), a company incorporated in the PRC and a subsidiary of CMG
“CM Property Management”	Shenzhen China Merchants Property Management Co., Ltd.* (深圳招商物業管理有限公司), a company incorporated in the PRC and a subsidiary of CMG
“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
“Existing Qianhai Bay Garden Lease Agreements”	collectively, the lease agreements entered into between Qianhai Bay Property on the one hand, and (i) Yiu Lian, (ii) Chiwan Container Terminal, (iii) CMBL, (iv) CMIT, (v) Chiwan Port, (vi) Shenzhen West Security and (vii) CMPG on the other hand, which are the subject of the announcement dated 30 June 2021 made by the Company, each an “Existing Qianhai Bay Garden Lease Agreements”
“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, Sinotrans Supply Chain, CMPG, Chiwan Container Terminal, CMBL, CMIT, Chiwan Port, Shenzhen West Security, CM Chuangrong, Shenzhen Gangteng and CM Property Management
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Qianhai Bay Garden Lease Agreements”	collectively, the lease agreements entered into between Qianhai Bay Property on the one hand, and the Lessees on the other hand, which are the subject of this announcement, each a “New Qianhai Bay Garden Lease Agreement”
“PRC”	the People’s Republic of China
“Qianhai Bay Garden”	Qianhai Bay Garden* (前海灣花園), a residential building located in Shenzhen, PRC

“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 Gangteng”	Shenzhen Gangteng Internet Technology Co., Ltd.* (深圳港騰互聯科技有限公司), a company incorporated in the PRC and a subsidiary of CMG
“Shenzhen West Security”	Shenzhen West Port Security Service Co., Ltd.* (深圳西部港口保安服務有限公司), a company incorporated in the PRC and a subsidiary of CMG
“Sinotrans Supply Chain”	Shenzhen Qianhai Sinotrans Supply Chain Management Co., Ltd.* (深圳市前海中外運供應鏈管理有限公司), a company incorporated in the PRC and a subsidiary of CMG
“subsidiary (ies)”	has the meaning ascribed to it under the Listing Rules
“Yiu Lian”	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 CMG
“%”	per cent.

* For identification purpose only

For reference only, an exchange rate of HK\$1.00 to RMB0.90 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, 31 October 2022

As at the date of this announcement, the Board comprises Mr. Wang Xiufeng, Mr. Yim Kong, Mr. Yang Guolin and Mr. Xu Song as Executive Directors; Mr. Deng Renjie, Mr. Liu Weiwu and Mr. Deng Weidong as Non-Executive Directors; and Mr. Kut Ying Hay, Mr. Lee Yip Wah Peter, Mr. Li Ka Fa David, Mr. Bong Shu Ying Francis and Ms. Wong Pui Wah as Independent Non-Executive Directors.