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廈門國際港務股份有限公司
XIAMEN INTERNATIONAL PORT CO., LTD*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3378)

**NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING IN 2012**

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting in 2012 (the “**EGM**”) of Xiamen International Port Co., Ltd (the “**Company**”) will be held at 9:00 a.m. on Wednesday, 15 February 2012 at 5th Floor, Conference Room, 127 Dongdu Road, Xiamen, the People's Republic of China (“**PRC**”) for the purposes of considering and, if thought fit, passing the following resolution:

AS ORDINARY RESOLUTION

1. “**THAT** (a) the Equity Transfer Agreement dated 5 December 2011 entered into between the Company and APM Terminals Xiamen Company Limited; and (b) the discloseable and connected transaction (as defined in the Listing Rules) contemplated thereunder, be and are hereby approved, ratified and confirmed.”

By Order of the Board
Xiamen International Port Co., Ltd.
Lin Kaibao
Chairman

Xiamen, PRC, 28 December 2011

As at the date of this notice, the executive directors of the Company are Mr. Lin Kaibiao, Ms. Miao Luping, Mr. Fang Yao, Mr. Huang Zirong and Ms. Hong Lijuan; the non-executive directors of the Company are Mr. Zheng Yongen, Mr. Chen Dingyu, Mr. Fu Chengjing and Mr. Ke Dong; and the independent non-executive directors of the Company are Mr. Liu Feng, Mr. Zhen Hong and Mr. Hui Wang Chuen.

Notes:

1. Pursuant to Rule 13.39 of the Listing Rules, except for purely procedural or administrative matter, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote for this EGM, pursuant to the Articles of Association of the Company.
2. In order to determine the list of shareholders who are entitled to attend the EGM of the Company, the registers of members will be closed from Monday, 16 January 2012 to Tuesday, 14 February 2012, both days inclusive, during which period no transfer of shares will be effected. Holders of the Company's H Shares and Domestic Shares whose names appeared on the registers of members on Tuesday, 14 February 2012 are entitled to attend the EGM. In order to qualify to attend and vote at the EGM, holders of H Shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on Friday, 13 January 2012. The address of the transfer office of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the secretariat of the Board of the Company for holders of domestic shares and at the H share registrar of the Company for holders of H shares not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he/she so wishes. The name and address of the H share registrar of the Company is set out in note 2 above.
6. Shareholders who intend to attend the EGM in person or by proxy should return the confirmation slip to the Company's principal place of business in PRC or Hong Kong on or before Thursday, 26 January 2012 by hand, by post or by fax. The Company's principal place of business in PRC is at 127 Dongdu Road, Xiamen, PRC (Tel: 86-592-5829005, Fax: 86-592-5653378/86-592-5613177). The Company's principal place of business in Hong Kong is at 8th Floor, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong (Tel: 852-35898899, Fax: 852-35898555).
7. The EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents.

* *For identification purpose only*