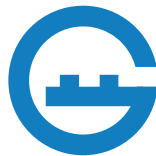


If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Qinhuangdao Port Co., Ltd. (the "Company"), you should at once hand this circular with the enclosed forms of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**秦 皇 島 港 股 份 有 限 公 司**  
**QINHUANGDAO PORT CO., LTD.\***

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

**(Stock Code: 3369)**

**(I) 2013 PROFIT DISTRIBUTION PLAN;**  
**(II) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**(III) APPOINTMENT OF SUPERVISORS;**  
**(IV) CHANGE OF BUSINESS SCOPE AND AMENDMENTS TO**  
**THE ARTICLES OF ASSOCIATION;**  
**(V) PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS,**  
**SUPERVISORS AND SENIOR MANAGEMENT;**  
**AND**  
**(VI) NOTICE OF ANNUAL GENERAL MEETING**

A notice for convening the Annual General Meeting of the Company to be held at 9:00 am on 6 June 2014 (Friday) at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, PRC is set out on pages 13 to 15 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying reply slip and form of proxy in accordance with the instructions printed thereon. For the holders of H Shares, the aforementioned documents shall be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and for the holders of Domestic Shares, at the office of the Board of the Company in the PRC at Room 901, Qinhuangdao Port Co., Ltd., 35 Haibin Road, Qinhuangdao, Hebei Province, PRC. The reply slip must be served no later than Friday, 16 May 2014 and the proxy form must be served not less than 24 hours before the time scheduled for holding the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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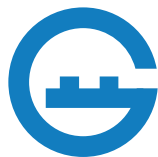
## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting or any adjourned meetings of the Company to be held at 9:00 am on Friday, 6 June 2014 at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, PRC
“Notice of AGM”	notice convening the AGM set out on pages 13 to 15 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Qinhuangdao Port Co., Ltd. (秦皇島港股份有限公司), a joint stock limited liability company incorporated in PRC, the H Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the capital of the Company, which are subscribed for in RMB by Chinese citizens and/or entities incorporated in China and credited as fully paid up
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) of nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of PRC and the Taiwan

## DEFINITIONS

“RMB”	Renminbi, the lawful currency of PRC
“Shares”	shares of the Company
“ Shareholder(s) of the Company” or “Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.



秦 皇 島 港 股 份 有 限 公 司  
**QINHUANGDAO PORT CO., LTD.\***

(a joint stock limited liability company incorporated in the People's Republic of China)  
(Stock Code: 3369)

*Executive Directors:*

Mr. XING Luzhen (Chairman)  
Mr. HE Shanqi  
Mr. WANG Lubiao  
Mr. MA Xiping

*Registered office and Head office in China:*

35 Haibin Road  
Qinhuangdao  
Hebei Province  
PRC

*Non-executive Directors:*

Mr. ZHAO Ke  
Mr. ZHENG Yunming  
Mr. DUAN Gaosheng

*Principal place of business in Hong Kong:*

18/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

*Independent Non-executive Directors:*

Mr. HONG Shanxiang  
Mr. SHI Rongyao  
Ms. YU Shulian  
Mr. LI Man Choi

22 April 2014

*To the Shareholders*

Dear Sir or Madam,

- (I) 2013 PROFIT DISTRIBUTION PLAN;  
(II) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
(III) APPOINTMENT OF SUPERVISORS;  
(IV) CHANGE OF BUSINESS SCOPE AND AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION;  
(V) PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS,  
SUPERVISORS AND SENIOR MANAGEMENT;  
AND  
(VI) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to (i) 2013 profit distribution plan; (ii) appointment of independent non-executive Director and authorization for the Board to determine the remuneration of new Director; (iii)

\* For identification purpose only

## LETTER FROM THE BOARD

appointment of Supervisors and authorization for the Supervisory Committee to determine the remuneration of new Supervisors; (iv) change of business scope of the Company and amendments to the Articles of Association; (v) purchase of liability insurance for Directors, Supervisors and senior management; and (vi) notice of AGM for your consideration and approval of the relevant ordinary and special resolutions at the AGM.

### 2013 PROFIT DISTRIBUTION PLAN

According to the relevant resolution approved at the meeting of the Board on 28 March 2014, the Board recommended the payment of a final dividend of RMB0.32 per Share (including tax).

If the profit distribution plan was approved by the Shareholders at the AGM, the final dividends would be distributed on or before 6 August 2014 to the Shareholders whose names appear on the register of members of the Company on 8 July 2014. According to the Articles of Association, the dividends on Domestic Shares will be declared and paid in RMB whereas dividends on H Shares will be declared in RMB and paid in Hong Kong dollars. The exchange rate for the final dividend to be paid in Hong Kong dollars will be the average exchange rate for Hong Kong dollar to RMB as announced by the People's Bank of China one week preceding the date of AGM.

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its provision for implementation which took effect on 1 January 2008, PRC enterprises should withhold enterprise income tax at a rate of 10% when they distribute dividends to non-resident enterprise shareholders from accounting period beginning on 1 January 2008. As such, as a PRC enterprise, the Company will distribute the final dividends to non-resident enterprise shareholders who are not individuals including but not limited to holders of H shares registered in the name of HKSCC Nominees Limited, other nominees or trustees, or other institutions and organizations after deducting enterprise income tax of 10%.

Due to changes in the PRC tax laws and regulations, according to the Announcement on the List of Fully and Partially Invalid and Repealed Tax Regulatory Documents (《關於公布全文失效廢止、部份條款失效廢止的稅收規範性文件目錄的公告》) issued by the State Administration of Taxation on 4 January 2011, individual holders of H Shares of the Company whose names appeared on the register of members of H Shares of the Company can no longer be exempted from individual income tax pursuant to the Circular on the Questions Concerning Tax on the Profits Earned by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners from the Transfer of Stocks (Stock Rights) and on Dividend Income (《關於外商投資企業、外國企業和外籍個人取得股票(股權)轉讓收益和股息所得稅收問題的通知》) (Guo Shui Fa [1993] No. 045) issued by the State Administration of Taxation. Pursuant to the letter titled Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies (《有關香港居民就內地企業派發股息的稅務安排》) issued by the Stock Exchange to the issuers on 4 July 2011 and the Notice on Matters Concerning the Levy and Administration of Individual Income Tax

## LETTER FROM THE BOARD

After the Repeal of Guo Shui Fa [1993] No. 045 of the State Administration of Taxation (《國家稅務總局關於國稅發[1993] 045號文件廢止後有關個人所得稅徵管問題的通知》) (Guo Shui Han [2011] No. 348), it is confirmed that the overseas resident individual shareholders holding the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatments pursuant to the provisions in the tax arrangements between the countries where they reside and Mainland China or the tax arrangements between Mainland China and Hong Kong (Macau). As such, the Company will withhold 10% of the dividend as individual income tax, unless it is otherwise specified by the relevant tax regulations and tax arrangements, in which case the Company will withhold individual income tax of such dividends in accordance with the tax rates and the relevant procedures as specified by the relevant regulations.

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND AUTHORIZATION FOR THE BOARD TO DETERMINE THE REMUNERATION OF THE NEW DIRECTOR

Mr. HONG Shanxiang ( “**Mr. HONG**”) has tendered his resignation to the Board to apply for resignation from the position as independent non-executive Director, chairman of the nomination committee of the Company, member of strategy committee of the Company in order to devote more time to his personal endeavours. Mr. HONG’s resignation as independent non-executive Director, chairman of the Nomination Committee, member of Strategy Committee of the Company will be effective from the date of approving proposed appointment of Mr. Lu Fuyu, a new independent non-executive Director, by the Shareholders at the AGM.

Mr. HONG has confirmed that there is no disagreement between him and the Company and the Board; and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders.

On 28 March 2014, the Board proposed that Mr. Lu Fuyu ( “**Mr. Lu**”) to be appointed as an independent non-executive Director, chairman of the nomination committee and a member of the strategy committee of the Company. Such proposal is subject to the approval of appointment of Mr. Lu as an independent non-executive Director by the Shareholders at the AGM according to the provisions of Articles of Association. The term for Mr. Lu’s appointment as an independent non-executive Director shall commence upon the approval by the Shareholders at the AGM and shall terminate upon the expiry of the term of the current session of the Board.

The biography and other details of Mr. Lu are set out below:

Mr. Lu, aged 64, graduated from Department of Foreign Languages, Hebei Normal University (河北師範大學) majoring in Russian and obtained a master’s degree in Economy as a part-time postgraduate from Hebei University (河北大學). From 1973 to 2013, Mr. Lu held various positions in government departments in Hebei Province including but not limited to the deputy director of the Operation Department of the Economic Planning Committee of Hebei Province (河北省計劃經濟委員會經營處), director of Industrial Transportation Department of the Government General Office of Hebei Province (河北省政府辦公廳工業交通處),

## LETTER FROM THE BOARD

deputy director of the Government General Office of Hebei Province (河北省政府辦公廳), Chief of the Communications Department of Hebei Province (河北省交通廳), director-general of Bureau of Township Enterprises of Hebei Province (河北省鄉鎮企業局), director-general of SME Bureau of Hebei Province (河北省中小企業局), a standing member of Hebei Committee of the Chinese People's Political Consultative Conference ("**Hebei CPPCC**") and director of Population Resources and Environment Committee of Hebei CPPCC.

Save as disclosed in this circular, Mr. Lu did not hold any directorship in any other listed companies or take up any position in any member of the Group in the past three years, nor does Mr. Lu has any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, Mr. Lu does not have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

Save as disclosed in this circular, there is no other information relating to the proposed appointment of Mr. Lu that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

If the appointment of Mr. Lu is approved by shareholders of the Company at the AGM, the Board will propose to the Shareholders to authorize the Board to determine Mr. Lu's remuneration at the AGM.

### APPOINTMENT OF SUPERVISORS AND AUTHORIZATION OF THE SUPERVISORY COMMITTEE TO DETERMINE THE REMUNERATION OF THE NEW SUPERVISORS

Due to the changes in the work, (1) Mr. Ge Ying ("**Mr. Ge**") has resigned from his position as a Supervisor and Chairman of the Supervisory Committee, (2) Mr. Chen Shaojun ("**Mr. Chen**") has resigned from his position as a Supervisor. The resignation of Mr. Ge and Mr. Chen from the position as Supervisor (for Mr. Ge, also as the Chairman of the Supervisory Committee) took effect from the date the proposed appointments of Mr. Nie Yuzhong and Mr. Wang Yashan as new Supervisors being approved by the Shareholders at the AGM.

Mr. Ge and Mr. Chen confirmed that they have no disagreement with the Board and the Supervisory Committee, and there is no matter relating to their resignation that needs to be brought to the attention of the Shareholders.

The Supervisory Committee proposed that Mr. Nie Yuzhong ("**Mr. Nie**") to be appointed as a Supervisor and chairman of the Supervisory Committee and Mr. Wang Yashan (**Mr. Wang**) to be appointed as a Supervisor, subject to the approval by Shareholders at the AGM. The terms for Mr. Nie and Mr. Wang's appointments as Supervisors shall commence upon the approval by the Shareholders at the AGM and shall terminate on the expiry of the term of the current session of the Supervisory Committee.



## LETTER FROM THE BOARD

The biographies and other details of Mr. Nie and Mr. Wang are set out below:

Mr. Nie, aged 45, manager of the Ninth Port Branch of Qinhuangdao Port Co., Ltd. (“**Ninth Port Branch**”). Mr. Nie graduated from the Department of Management Engineering of Wuhan Institute of Water Transport Engineering (武漢水運工程學院) in 1989, majoring in Science and Technology Information Management. He received a Bachelor of Arts from University of International Business and Economics (對外經濟貿易大學) in 2006 and obtained a Master of Business Administration from Xiamen University (廈門大學) in 2009. He is a senior economist and a senior political officer. Mr. Nie has served as deputy general manager and general manager of Qinhuangdao Ocean Shipping Tally Co., Ltd. (秦皇島外輪代理有限公司), party secretary and secretary of the Discipline Inspection Commission of Ninth Port Branch, and served as Manager of Ninth Port Branch since July 2011.

Mr. Wang, aged 46, currently serves as the director of the Strategic Development Department in Hebei Port Group Co., Ltd. (the controlling shareholder of the Company). Mr. Wang graduated from Department of Hydraulic Engineering of Tsinghua University (清華大學) with a major in architecture in 1990. He received a master of administration in management science and engineering from Yanshan University (燕山大學) in 2000 and is also a qualified senior engineer. Mr. Wang served as the deputy director of the Planning Department in the Qinhuangdao Port Authority (秦皇島港務局), the deputy director and director of the Planning Department, the director of Corporate Development Department of Qinhuangdao Port Group Co., Ltd., the chief of the planning development preparatory group of Westport District of Qinhuangdao Port Group, the Director and general manager in a real estate development company, the director of the Investment and Development Department and the director of Strategic Development Department of Hebei Port Group Co., Ltd.

Save as disclosed in this circular, Mr. Nie and Mr. Wang did not hold any directorship in any other listed companies or take up any post in any member of the Group in the past three years, nor has any relationship with any other Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company. Furthermore, Mr. Nie and Mr. Wang do not have any equity interest in the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, there is no other information relating to the proposed appointments of Mr. Nie and Mr. Wang that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

If the appointments of Mr. Nie and Mr. Wang are approved by the shareholders of the Company at the AGM, the Board will propose to the Shareholders to authorize the Board to determine Mr. Nie and Mr. Wang’s remuneration at the AGM.

## LETTER FROM THE BOARD

### CHANGE OF BUSINESS SCOPE OF THE COMPANY AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company applied and obtained License for Crew Members Service Agency ("**License for Crew Members Service Agency**") from Hebei Maritime Safety Administration on 19 December 2013 to cater the Company's needs for cross harbor development. Based on the service scope approved by License for Crew Members Service Agency, the Directors propose to add the following items to its current business scope: "dealing with relevant procedures including application for the training, examination and certificates (other than Seaman's Book and overseas Seaman's Book) collection for the crew; managing the crews' affairs for the relevant human resources department, and relevant forwarding service such as provision of manning for the domestic sailing ships". In addition, in order to cater the Company's needs for loading, discharging and warehousing inflammable liquid such as oil products, the Company had hold Hazardous Chemical Operation License ("**Hazardous Chemical Operation License**"). The Hazardous Chemical Operation License expired on 30 March 2014. According to current requirements under the applicable laws, it is not necessary for the Company to renew Hazardous Chemical Operation License. As such, the Board also proposed to delete the relevant operation items of "wholesale of corrosives and inflammable liquids".

Given the change of business scope of the Company, the Board has resolved to pass the amendments to the Articles of Association ("**Amendments to the Articles of Association**") to amend the Articles of Association. Please see Appendix of this circular for details of the Amendments to the Articles of Association.

Amendments to the Articles of Association are subject to the approval of shareholders of the Company by way of passing the special resolution at the AGM. Save as the amendments as set out in the Amendments to the Articles of Association, the other provisions of the amended Articles of Association remain unchanged. After the consideration and approval by the shareholders of the Company at the AGM, the Amendments to the Articles of Association and the amended Articles of Association will become effective at the same time.

The Hong Kong and PRC Legal advisors of the Company have confirmed that the Amendments to the Articles of Association and the amended Articles of Association comply with the provisions of the Listing Rules and does not violate the applicable laws of the People's Republic of China, respectively. The Directors also confirmed that there is nothing unusual about the Amendments to the Articles of Association to the companies listed in Hong Kong.

### PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

In order to Comply with the requirements under the Listing Rules and encourage the Directors, Supervisors and senior management to fulfill their responsibilities with diligence as well as reduce the litigation risk faced by the Directors, Supervisors and senior management for normally performing their duties and avoid the liability risks, the Board passed a resolution in respect of the proposed purchase of liability insurance for

## LETTER FROM THE BOARD

Directors, Supervisors and senior management from Taiping General Insurance Company Limited on 28 March 2014 (the “**Liability Insurance**”).

The Liability Insurance proposed to be purchased has a coverage up to RMB30 million and can be renewal after a period of 12 months from the commencement date of the policy.

### **CLOSURE PERIOD OF REGISTER OF MEMBERS AND RECORD DATE**

The AGM will be held on Friday, 6 June 2014. In order to determine the holders of H Shares who are eligible to attend the AGM, the register of members of the Company will be closed from Wednesday, 7 May 2014 to Friday, 6 June 2014 (both days inclusive) during which period no transfer of Shares will be registered. For the holders of H Shares who wish to attend the AGM but have not yet registered, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar for H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Center, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Monday, 5 May 2014.

Subject to the approval of the 2013 profit distribution plan at the AGM, dividends will be payable to the Shareholders whose names appear on the register of members of the Company on Tuesday, 8 July 2014. The register of members of the Company will be closed from Thursday, 3 July 2014 to Tuesday, 8 July 2014 (both days inclusive) during which period no transfer of Shares will be registered. For the holders of H Shares who wish to receive the final dividends but have not yet registered, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Center, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 2 July 2014. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders. The Company will not take any responsibilities for, any claims in relation to any delay or inaccuracies in ascertaining the identity of the Shareholders or any disputes over the mechanism of tax withholding.

### **ANNUAL GENERAL MEETING**

The annual general meeting will be held at 9:00 am on Friday, 6 June 2014 at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, PRC for the purpose of allowing Shareholders to consider and, if thought fit, approve (among other things) the proposals of (i) 2013 profit distribution plan; (ii) appointment of independent non-executive Director and authorization for the Board to determine the remuneration of new director; (iii) appointment of Supervisors and authorization for the Supervisory Committee to determine the remuneration of new Supervisors; (iv) change of business scope and amendments to the articles of association; and (v) purchase of liability insurance for Directors, supervisors and senior management.

## LETTER FROM THE BOARD

No Shareholder is required to abstain from voting at the AGM in respect of the above resolutions.

The notice of the AGM is set out on page 13 to 15 of this circular.

A reply slip and a form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying reply slip and form of proxy in accordance with the instructions printed thereon. For the holders of H Shares, the aforementioned documents shall be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and for the holders of Domestic Shares, at the office of the Board of the Company at Room 901, Qinhuangdao Port Co., Ltd., 35 Haibin Road, Qinhuangdao, Hebei Province, PRC. The reply slip must be served no later than Friday, 16 May 2014 and the proxy form must be served not less than 24 hours before the time scheduled for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### VOTING BY POLL

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands). The chairman of the annual general meeting will request for voting by poll on all the proposed resolutions in the notice. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the above meeting.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of members of the Company. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

### RECOMMENDATIONS

The Board are of the opinion that the proposed ordinary resolutions and special resolutions above are in the interests of the Company and its shareholders as a whole. The Board therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
By order of the Board  
**Qinhuangdao Port Co., Ltd.\***  
**XING Luzhen**  
*Chairman*

\* For identification purpose only

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposed to change its business scope based on its operation development needs and the changes in relevant regulatory rules. The amended Article 11 of Articles of Association is proposed as follows:

“dealing with relevant procedures like application for the training, examination and certificate (save as Seaman’s Book and overseas Seaman’s Book) collection for the crew; managing the crew’ affairs for employing units of the crew, and relevant forwarding service such as provision of manning for the domestic sailing ships” was **added into**, and “wholesale of corrosives and inflammable liquid” was **deleted from, the Article 11**.

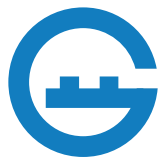
The amended Article 11 is as follows:

“Article 11 The business scope of the Company shall be in accordance with the items approved by company registry.

The business scope of the Company includes provision of berthing facilities for vessels; provision of loading and discharging, warehousing, container stacking, less than container load services entrusted by the principal; provision of pushing and towing services for vessels entering and leaving port, berthing and shifting berth; lease, repair and maintenance of harbour facilities, equipment and machinery; provision of shore power for vessels, crew shuttling, provision of waste recovery, oil fence services; provision of power and electrical engineering installation, repair and maintenance services, power use management and technological upgrading within the harbour; self-owned buildings and premises leases; provision of computer engineering, network and software development services; harbour information and technology consultation services; cargo weighing; freight forwarding; dealing with relevant procedures including application for the training, examination and certificates (other than Seaman’s Book and overseas Seaman’s Book) collection for the crew; managing the crew’ affairs for employing units of the crew, and relevant forwarding service such as provision of manning for the domestic sailing ships; ordinary freight; freight station (site) (logistics services); transport of special goods (containers); transport of dangerous goods (item 1, item 2 of the second category, the third category); enterprise management services; provision of harbour-related labor services; import and export services of goods (except those prohibited by the state or for which a prior approval should be obtained); (the operation of the following items are restricted to the branches only): provision of supplies purchasing services for the Company; provision of services of funds settlement and financial administration in relation to the Company; security services for harbour facilities; environmental landscaping and sanitary services; railway transport services within the harbour district; computer system services.”

The English version of the amendments to the Articles of Association is not an official translation of the Chinese version. The Chinese version prevails over the English version in case of any discrepancy.

## NOTICE OF ANNUAL GENERAL MEETING



# 秦 皇 島 港 股 份 有 限 公 司 QINHUANGDAO PORT CO., LTD.\*

(a joint stock limited liability company incorporated in the People's Republic of China)  
(Stock Code: 3369)

## NOTICE OF ANNUAL GENERAL MEETING 2013

NOTICE IS HEREBY GIVEN THAT the annual general meeting 2013 ( "AGM") of Qinhuangdao Port Co., Ltd. (the "Company") will be held at 9:00 am on Friday, 6 June 2014 at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, the People's Republic of China (the "PRC") for the purpose of considering and if thought fit, passing the following resolutions:

### ORDINARY RESOLUTIONS

1. The resolution regarding the report of the board of directors (the "Board") of the Company for the year ended 31 December 2013.
2. The resolution regarding the report of the Supervisory Committee of the Company for the year ended 31 December 2013.
3. The resolution regarding the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2013.
4. The resolution regarding the final financial report of the Company for the year ended 31 December 2013.
5. The resolution regarding the profit distribution plan and the declaration of final dividends of the Company for the year ended 31 December 2013.
6. The resolution regarding the re-appointment of Ernst & Young Hua Ming LLP and Ernst & Young as the domestic and international auditor of the Company for 2014 and the audit fees for 2014.
7. The resolution regarding the appointment of Mr. Lu Fuyu as an independent non-executive Director of the Company and the authority granted to the Board for determining his remuneration.
8. (a) The resolution regarding the appointment of Mr. Nie Yuzhong as supervisor of the Company and the authority granted to the Supervisory Committee for determining his remuneration.

\* For identification purpose only



## NOTICE OF ANNUAL GENERAL MEETING

- (b) The resolution regarding the appointment of Mr. Wang Yashan as supervisor of the Company and the authority granted to the Supervisory Committee for determining his remuneration.
- 9. The resolution regarding the purchase of liability insurance for Directors, Supervisors and senior management of the Company.

### SPECIAL RESOLUTION

- 10. The resolution regarding change of business scope of the Company and amendments to the Articles of Association of the Company.

By order of the Board  
**Qinhuangdao Port Co., Ltd.\***  
**XING Luzhen**  
*Chairman*

22 April 2014

#### *Notes:*

- 1. The form of proxy and the reply slip for the AGM will be dispatched and posted in due course as well as the 2013 Annual Report of the Company. Any shareholders of the Company (the "Shareholders") who intend to appoint a proxy should firstly read the 2013 annual report of the Company which is posted on the website of The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange") and the Company's website or dispatched to the Shareholders concerned. The 2013 Annual Report consists of the 2013 Report of the Directors, the 2013 Report of the Supervisory Committee and the audited financial statements and the auditor's report for the year of 2013.
- 2. All votes of resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") and the results of the poll will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.portqhd.com](http://www.portqhd.com)) in accordance with the Listing Rules.
- 3. The register of members of the Company will be closed from Wednesday, 7 May 2014 to Friday, 6 June 2014 (both days inclusive) during which period no transfer of Shares will be registered. For the holders of H Shares who wish to attend the 2013 AGM but have not yet registered, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar for H Shares of the Company, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 5 May 2014 for registration.

Subject to the approval of the resolution regarding the 2013 Profit Distribution Plan at the 2013 AGM, final dividends will be payable to the Shareholders whose names appear on the register of members of the Company on Tuesday, 8 July 2014. The register of members of the Company will be closed from Thursday, 3 July 2014 to Tuesday, 8 July 2014 (both days inclusive) during which period no transfer of Shares will be registered. For the holders of H Shares who wish to receive the final dividends but have not yet registered, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar for H Shares of the Company, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 2 July 2014. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders. The Company will not take any responsibilities for, any claims in relation to any delay or inaccuracies in ascertaining the identity of the Shareholders or any disputes over the mechanism of withholding.

\* For identification purpose only



## NOTICE OF ANNUAL GENERAL MEETING

4. Any Shareholders entitled to attend and vote at the AGM can appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a Shareholder.
5. The instrument appointing a proxy shall be in writing under the hand of the Shareholder or of his/her attorney duly authorised in writing or, if the Shareholder is a corporation, either under its common seal or under the hand of its directors or an attorney duly authorised in writing to sign the same. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising the attorney to sign, or other authorisation documents shall be notarized. For holders of H shares, the aforementioned documents must be lodged with the share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong or the office of the Board of the Company at Room 901, Qinhuangdao Port Co., Ltd., 35 Haibin Road, Qinhuangdao, Hebei Province, PRC (for holders of Domestic Shares) not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Holders of H Shares who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of AGM enclosed to the share registrar for H Shares of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong or the office of the Board of the Company at Room 901, Qinhuangdao Port Co., Ltd., 35 Haibin Road, Qinhuangdao, Hebei Province, PRC (for holders of Domestic Shares) on or before Friday, 16 May 2014.
7. Shareholders or their proxies shall produce their identity documents when attending the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.
8. If a proxy attends the AGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her legal representative, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the Board of Directors or other authority or other notarized copy of any authorization documents issued by such corporate Shareholder.
9. The AGM is expected to last for no more than half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling and accommodation expenses.
10. The contact of the Company:

Address: 35 Haibin Road, Qinhuangdao, Hebei Province, PRC

Postal Code: 066000

Fax:0335-3093599