



秦 皇 岛 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)

**Form of Proxy for use by shareholders at the annual general meeting (the "Meeting")
to be held on Friday, 6 June 2014 (or any adjournment thereof)**

Number of Shares to which this proxy relates ^(Note 1)	
Type of Shares (Domestic Shares or H Shares) to which this proxy relates ^(Note 1)	

I/We ^(Note 2) _____

of _____

being the registered holder(s) of Domestic Share(s) or H Share(s) ^(Note 3) of RMB1.00 each in the share capital of Qinhuangdao Port Co., Ltd.* (the "**Company**") hereby appoint the Chairman of the Meeting or ^(Note 4) _____ of _____ as my/our proxy to attend and act for me/us on my/our behalf at the annual general meeting (the "**AGM**") to be held at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, the People's Republic of China (the "**PRC**") on 6 June 2014 (Friday) at 9:00 am or at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and to vote for me/us and in my/our name(s) in respect of the resolutions according to the instructions set out below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To approve the resolution regarding the report of the board of directors (the " Board ") of the Company for the year ended 31 December 2013.			
2.	To approve the resolution regarding the report of the Supervisory Committee of the Company for the year ended 31 December 2013.			
3.	To approve the resolution regarding the audited financial statements of the Company for the year ended 31 December 2013.			
4.	To approve the resolution regarding the final financial report of the Company for the year ended 31 December 2013.			
5.	To approve the resolution regarding the profit distribution plan for the year ended 31 December 2013 and the declaration of the final dividend.			
6.	To approve 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.	To approve the resolution regarding the appointment of Mr. Lu Fuyu as independent non-executive Director of the Company and the authority granted to the Board for determining his remuneration.			
8.	To approve:			
	(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.			
	(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.	To approve the resolution regarding the purchase of liability insurance for Directors of the Company, Supervisors and senior management of the Company.			

* For identification purposes only

SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
10.	To approve the resolution regarding change of business scope of the Company and amendments to the Articles of Association of the Company.			

Dated this _____ day of _____ 2014

Signature^(Note 6) _____

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Company in BLOCK LETTERS.
3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
5. **Important: Please indicate with a "✓" in the appropriate box under the column marked "For", "Against" or "Abstain". Failure to tick the box will entitle your proxy to cast your vote at his discretion. The proxy is also entitled to vote at his discretion on any other resolutions duly submitted to the EGM.**
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
7. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered, for the holders of H Shares of the Company, to 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, Hong Kong, or for holders of Domestic Shares of the Company, to the office of the Board of the Company at Room 901, Qinhuangdao Port Co., Ltd., 35 Haibin Road, Qinhuangdao, Hebei Province, PRC not less than 24 hours before the time appointed for the holding of the AGM (or any adjournment thereof) or not less than 24 hours before the time appointed for taking the poll.
8. In the case of joint holders of shares of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the AGM in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote. In the event that a shareholder appoints more than one proxy to attend the AGM, such proxies may only exercise their voting rights in a poll.