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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)**

**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.

\* *For identification purpose only*

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.
  - (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.

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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.

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

*As at the date of this announcement, the executive Directors of the Company are XING Luzhen, HE Shanqi, WANG Lubiao and MA Xiping; the non-executive Directors of the Company are ZHAO Ke, ZHENG Yunming and DUAN Gaosheng; and the independent non-executive Directors of the Company are HONG Shanxiang, SHI Rongyao, YU Shulian and LI Man Choi.*