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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Xiamen International Port Co., Ltd (the “**Company**”) will be held 9:00 a.m. on Friday, 12 June 2015 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, the People's Republic of China (“**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions:

### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2014;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2014;
4. To consider and approve the profit distribution plan of the Company and the declaration of a final dividend of RMB6.0 cents per share (tax inclusive) for the year ended 31 December 2014;
5. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company as the PRC auditors and PricewaterhouseCoopers, Certified Public Accountants as the international auditors of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remunerations;
6. To consider and approve the remunerations of the directors and supervisors of the Company for the year ended 31 December 2014;

\* *For identification purpose only*

## AS SPECIAL RESOLUTION

7. To consider and approve the following:

“**THAT:**

- (1) the Board be granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
  - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
  - (b) the aggregate nominal amount of shares allotted or granted conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed:
    - (i) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and
    - (ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue;in each case as of the date of the passing of this resolution at the AGM; and
  - (c) The Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

“Domestic Shares” means domestic invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for in Renmenbi by PRC investors;

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars;

“Relevant Period” means the period from the passing of the resolution at the AGM until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company; or
- (B) the expiration of the 12-month period following the passing of this resolution; or
- (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

(2) subject to the Board resolving to issue shares pursuant to subparagraph (1) of this resolution, the Board be authorised to:

- (a) determine the price, quantity and time of issue, the use of proceeds and other important matters in connection with the issue of new shares;
- (b) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the agreement for the engagement of any professional parties, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement) and making appropriate amendments;
- (c) make all necessary filings and registrations with the relevant PRC and Hong Kong authorities; and
- (d) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase and any other changes in the registered capital of the Company.

## **AS ORDINARY RESOLUTION**

8. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 3 per cent or more of the shares of the Company carrying the right to vote at such general meeting.

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

Xiamen, PRC, 24 April 2015

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

## Notes:

1. Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for each of the resolutions proposed at the AGM pursuant to the Articles of Association.

## 2. Closure of Register of Members and Eligibility for Attending the AGM

Shareholders are advised that the Registers of Members of the Company will be closed from Wednesday, 13 May 2015 to Friday, 12 June 2015 (both days inclusive). Shareholders whose names appear on the Register of Members of the Company on Tuesday, 12 May 2015 are entitled to attend the AGM. Holders of H Shares who wish to attend the AGM are required to lodge all transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 12 May 2015.

## Closure of Register of Members and Ascertaining of Eligibility for the Proposed Final Dividend

The Board has recommended the payment of a final dividend of RMB6.0 cents per share (tax inclusive) for the year ended 31 December 2014 and, if such final dividend is approved by the Shareholders at the AGM, is expected to be paid to those Shareholders whose names appear on the Register of Members of the Company on Wednesday, 24 June 2015. The Register of Members of H Shares of the Company will be closed from Friday, 19 June 2015 to Wednesday, 24 June 2015 (both days inclusive) for the purpose of ascertaining the Company's Shareholders' entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 18 June 2015.

3. Pursuant to the Law on Corporate Income Tax of the PRC and its implementing regulations and other relevant rules which came into effect in 2008, the Company is required to withhold corporate income tax at the rate of 10% before distributing any dividend to non-resident enterprise (such term shall have the meaning as defined under the Tax Law of the PRC) Shareholders whose name appear on the Register of Members of H Shares of the Company on Wednesday, 24 June 2015.

All investors should carefully consider the contents of the relevant announcement published by the Company on 17 April 2009 carefully.

4. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
5. 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.
6. 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 AGM 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.
7. Shareholders who intend to attend the AGM in person or by proxy should return the confirmation slip to the Company's principal place of business in the PRC or Hong Kong on or before Saturday, 23 May 2015 by hand, by post or by fax. The Company's principal place of business in PRC is at 22nd Floor, No. 31 Donggang North Road, Xiamen, PRC (Tel: 86-592-5829478, Fax: 86-592-5653378/86-592-5613177). The Company's principal place of business in Hong Kong is at 36/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (Tel: 852-35898899, Fax: 852-35898555).

8. The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents.
9. A circular containing, inter alia, details of certain proposals at the AGM will be despatched to the shareholders on the same date of this notice of the AGM.