
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION

If you are in 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 accountants or other professional adviser.

If you have sold or transferred all your shares in Xiamen International Port Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser and transferee.

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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)

(1) GENERAL MANDATE TO ISSUE SHARES

AND

(2) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 9:00 a.m. on Friday, 12 June 2015 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, PRC is set out on pages 5 to 9 of this circular.

Reply slip and the form of proxy for use at the AGM are enclosed hereby and are also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.xipc.com.cn). Whether or not you intend to attend the said meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Saturday, 23 May 2015; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon in any event 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 the form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.

24 April 2015

* For identification purpose only

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9:00 am on Friday, 12 June 2015 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, PRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	廈門國際港務股份有限公司 (Xiamen International Port Co., Ltd*), a joint stock limited company incorporated in PRC, the H Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Shares”	Shares which are subscribed for and/or credited as paid up in RMB by PRC nationals and/or PRC corporate entities
“General Mandate”	a general mandate to issue Domestic Shares and H Shares representing up to a limit of 20% of each of the aggregate nominal values of the Domestic Shares and H Shares respectively in issue on the date of passing the relevant resolution
“H Shares”	overseas-listed foreign Shares which are listed on the Stock Exchange and subscribed for and traded in HK\$
“HK\$” and “HK cent(s)”	Hong Kong dollars and cent(s) respectively, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of PRC
“Latest Practicable Date”	17 April 2015, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	Ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD



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)

Executive Directors:

Lin Kaibiao
Fang Yao
Huang Zirong
Ke Dong

Registered office:

No. 439
Gangnan Road, Haicang District
Xiamen City
Fujian Province
PRC

Non-executive Directors:

Zheng Yongen
Chen Dingyu
Miao Luping
Fu Chengjing

Principal place of business in Hong Kong:

36/F
Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Independent Non-Executive Directors:

Liu Feng
Hui Wang Chuen
Lin Pengjiu
Huang Shumeng
Shao Zheping

24 April 2015

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATE TO ISSUE SHARES
AND
(2) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the Annual General Meeting, the Company proposes to, among other things, grant the General Mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares.

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LETTER FROM THE BOARD

The purpose of this circular is to provide you with notice of the Annual General Meeting and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above-mentioned proposal at the Annual General Meeting.

GENERAL MANDATE TO ISSUE SHARES

To increase flexibility and efficiency in the Company's operation, a special resolution will be proposed to grant the General Mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares of the Company up to a limit of 20% of each of the aggregate nominal values of the Domestic Shares and H Shares respectively in issue on the date of passing such resolution. As at the date of this circular, the issued share capital of the Company comprised 1,739,500,000 Domestic Shares and 986,700,000 H Shares. Subject to the passing of the resolution of the granting of the General Mandate and on the basis that no further Shares will be issued before the Annual General Meeting, the Company will be allowed to issue a maximum of 347,900,000 Domestic Shares and 197,340,000 H Shares under the General Mandate. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate.

ANNUAL GENERAL MEETING

A notice convening the AGM at which the resolutions mentioned above, among other things, will be proposed is set out on pages 5 to 9 of this circular.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings 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 every resolution put forward at the AGM pursuant to the Articles of Association.

RECOMMENDATION

The Directors consider that the special resolution in relation to the proposed grant of the General Mandate is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting as set out in the notice of the Annual General Meeting.

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

NOTICE OF ANNUAL GENERAL MEETING



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

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

“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.

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

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.