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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

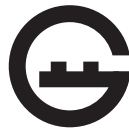
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If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional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

If you have sold or transferred all your shares in Qinhuangdao Port Co., Ltd. (the “Company”), you should at once hand this supplemental circular with the enclosed revised form 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)

## REVISION TO THE CANDIDATES FOR ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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This supplemental circular (the “**Supplemental Circular**”) shall be read in conjunction with the circular (the “**Circular**”) dated 24 April 2015 of the Company dispatched to its shareholders (the “**Shareholders**”). Terms used herein have the same meanings ascribed to them in the Circular unless the context otherwise requires.

A supplemental notice (the “**Supplemental Notice**”) for convening the Annual General Meeting (the “**AGM**”) of the Company to be held at 10:00 a.m. on Tuesday, 9 June 2015 at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, PRC is set out on pages 5 to 9 of this Supplemental Circular.

The revised form of proxy (the “**Revised Form of Proxy**”) for the AGM is enclosed herewith. The Revised Form of Proxy has also been published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.portqhd.com](http://www.portqhd.com)).

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying Revised Form of Proxy in accordance with the instructions printed thereon. For the holders of H Shares, the aforementioned document 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 in the PRC at Room 511, Qinhuangdao Port Co., Ltd., 35 Haibin Road, Qinhuangdao, Hebei Province, PRC. The Revised Form of Proxy 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 Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

\* For identification purpose only

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. XING Luzhen (*Chairman*)

Mr. TIAN Yunshan

Mr. WANG Lubiao

Mr. MA Xiping

*Registered office:*

35 Haibin Road

Qinhuangdao

Hebei Province

PRC

*Non-executive Directors:*

Mr. ZHAO Ke

Mr. LI Jianping

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. SHI Rongyao

Ms. YU Shulian

Mr. ZHAO Zhen

Mr. LI Man Choi

26 May 2015

*To the Shareholders*

Dear Sir or Madam,

**REVISION TO THE CANDIDATES  
FOR ELECTION OF NEW SESSION OF  
THE BOARD OF DIRECTORS OF THE COMPANY  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This Supplemental Circular shall be read in conjunction with the Circular dated 24 April 2015 dispatched to the Shareholders.

\* For identification purpose only

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## LETTER FROM THE BOARD

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The purpose of this Supplemental Circular is to provide you with information regarding the revised resolution to be proposed at the AGM in respect of a change in candidates for election of new session of the Board and with the Supplemental Notice (set out on pages 5 to 9 of this Supplemental Circular).

### REVISION TO THE CANDIDATES FOR ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

As the term of the second session of the Board is to be expired upon the conclusion of the AGM, the Company will elect the third session of the Board in accordance with relevant requirements of Articles of Association.

Mr. Duan Gaosheng (“**Mr. Duan**”), a non-executive Director of the second session of the Board, has originally offered himself for re-election at the AGM. Recently, the Company received a notice that Mr. Duan will not offer himself for re-election at the AGM due to his change of work commitment. As Mr. Duan will not offer himself for re-election, the ordinary resolution regarding the re-election of Mr. Duan as a non-executive Director as set out in the notice of the AGM to be proposed at the AGM for approval by the Shareholders of the Company has been withdrawn.

Mr. Duan has confirmed that there is no disagreement between him and the Company and the Board; and there is no other matter relating to his decline for re-election that needs to be brought to the attention of the Shareholders.

In the meantime, Hebei Construction & Investment Communications Investment Co., Ltd. (“**Hebei Communications Investment**”), a Shareholder of the Company, delivered a written notice to propose adding a resolution regarding the appointment of Mr. Mi Xianwei as a non-executive Director of the Company at the AGM. Pursuant to article 69 of Articles of Association, the Shareholders solely or aggregately holding more than three percent of the Shares carrying voting rights may make an interim resolution in writing ten days before the convening of a general meeting. The Company shall submit such interim resolution to the general meeting for deliberation. As at the date of this Supplemental Circular, Hebei Communications Investment held 4.23% of the issued share capital of the Company. If the revised resolution is approved, the term of Mr. Mi Xianwei (“**Mr. Mi**”) shall commence upon the approval by the Shareholders at the AGM and shall terminate upon the expiry of the third session of the Board. Details of the biography of Mr. Mi is set out below:

**Mr. MI Xianwei** (米獻煒), aged 50, a director and the general manager of Hebei Communications Investment and a member of the communist party of the PRC. Mr. Mi graduated from Nankai University with a PhD degree of economics in 2002. Mr. Mi served as the deputy general manager of HECIC Water Investment Co., Ltd. from June 2008 to March 2013, the general manager of the investment and development department of Hebei Construction & Investment Group Co., Ltd. from March to October 2013 and the general manager of HECIC Microcredit Co., Ltd. (河北建投小額貸款股份有限公司) from October 2013 to April 2015.

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## LETTER FROM THE BOARD

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Save as disclosed above, Mr. Mi confirmed that (i) he did not take up any position in the Group nor any other directorship in any other listed companies in the past three years; (ii) he did not have any relationship with any other Directors, Supervisors, senior management, substantial or Controlling Shareholders of the Company; and (iii) he did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of Hong Kong Laws).

Save as disclosed above, the Company considers that there is no other information relating to Mr. Mi which 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.

The revised resolution in respect of the election of new session of the Board will be proposed at the AGM for consideration and approval by the Shareholders. If the appointment of Mr. Mi is approved by the Shareholders at the AGM, the Shareholders will also consider and, if thought appropriate, approve the authority granted to the Board to determine his remuneration at the AGM. The Company will enter into a service agreement with Mr. Mi in due course.

### ANNUAL GENERAL MEETING

The AGM will be held at 10:00 a.m. on Tuesday, 9 June 2015 at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, PRC as scheduled. The Supplemental Notice is set out on pages 5 to 9 of this Supplemental Circular for consideration and approval by the Shareholders.

Since the first form of proxy (the “**First Form of Proxy**”) which was sent together with the Circular did not show that the resolution regarding the re-election of Mr. Duan as a non-executive Director was withdrawn and did not contain the resolution regarding the appointment of Mr. Mi as a non-executive Director as set out in this Supplemental Circular, the Company has prepared the Revised Form of Proxy, to be dispatched together with this Supplemental Circular.

Any Shareholder who has already lodged the First Form of Proxy with the Company should note that:

- (i) if no Revised Form of Proxy is lodged with the Company, the returned First Form of Proxy will be treated as a valid proxy form lodged by him/her, if correctly completed, but no poll will be counted for the ordinary resolution 6(g). The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the initial notice, including the resolution regarding the proposed appointment of a non-executive Director set out in the Supplemental Notice.
- (ii) if the duly completed Revised Form of Proxy is lodged with the Company before the closing time, the First Form of Proxy previously lodged by him/her will be revoked and superseded. The Revised Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.

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## LETTER FROM THE BOARD

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- (iii) if the Revised Form of Proxy is lodged with the Company after the closing time, the Revised Form of Proxy will be invalid. The First Form of Proxy previously lodged by the Shareholder (if any) will also be revoked. The purported proxy so appointed by invalid or revoked proxy form (whether appointed under the First Form of Proxy or the Revised Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Revised Form of Proxy after the closing time. In such case, if such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM by themselves.

### 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 AGM will request for voting by poll on all the proposed resolutions in the Supplemental 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.

### RECOMMENDATIONS

The Board is of the opinion that the appointment of Mr. Mi as a non-executive Director of the third session of the Board is in the interests of the Company and its Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This Supplemental 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 Supplemental 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*

Qinhuangdao, Hebei Province, the PRC

\* For identification purpose only



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING 2014

WHEREAS

The annual general meeting 2014 (the “AGM”) of Qinhuangdao Port Co., Ltd. (the “Company”) will be held at 10:00 a.m. on Tuesday, 9 June 2015 at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, the People's Republic of China (the “PRC”), a notice of the AGM (the “Notice of AGM”) was dispatched on 24 April 2015.

Recently, the Company received a notice that its non-executive Director Mr. Duan Gaosheng (“Mr. Duan”) will not offer himself for re-election at the AGM due to his change of work commitment. As Mr. Duan will not offer himself for re-election, the ordinary resolution regarding the re-election of Mr. Duan as a non-executive Director as set out in the Notice of AGM to be proposed at the AGM for approval by the Shareholders of the Company has been withdrawn.

In the meantime, Hebei Construction & Investment Communications Investment Co., Ltd. (“Hebei Communications Investment”), a Shareholder of the Company, delivered a written notice to propose adding a resolution regarding the appointment of Mr. Mi Xianwei as a non-executive Director of the Company at the AGM. Pursuant to article 69 of Articles of Association, the Shareholders solely or aggregately holding more than three percent of the Shares carrying voting rights may make an interim resolution in writing ten days before the convening of a general meeting. The Company shall submit such interim resolution to the general meeting for deliberation. At present, Hebei Communications Investment holds 4.23% of the issued share capital of the Company.

The supplemental notice of the AGM dated 26 May 2015 will supersede the Notice of AGM. The revised form of proxy (the “Revised Form of Proxy”) published on 26 May 2015 contains the voting column in respect of the appointment of Mr. Mi Xianwei as a non-executive Director of the Company. Please use the Revised Form of Proxy for the AGM instead of the first form of proxy (the “First Form of Proxy”) dispatched together with the Notice of AGM.

\* For identification purpose only

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Qinhuangdao Port Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 9 June 2015 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 of the Company (the “**Board**”) for the year ended 31 December 2014;
2. The resolution regarding the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2014;
3. The resolution regarding the audited final financial report of the Company for the year ended 31 December 2014;
4. The resolution regarding the profit distribution plan and the declaration of final dividends of the Company for the year ended 31 December 2014;
5. The resolution regarding the re-appointment of Ernst & Young Hua Ming LLP as the auditor of the Company for 2015 and the audit fees for 2015;
6. The resolutions regarding the election of new session of the Board:
  - (1) The resolution regarding the re-election of Mr. Xing Luzhen as an executive Director and the authority granted to the Board for determining his remuneration;
  - (2) The resolution regarding the re-election of Mr. Tian Yunshan as an executive Director and the authority granted to the Board for determining his remuneration;
  - (3) The resolution regarding the re-election of Mr. Wang Lubiao as an executive Director and the authority granted to the Board for determining his remuneration;
  - (4) The resolution regarding the re-election of Mr. Ma Xiping as an executive Director and the authority granted to the Board for determining his remuneration;
  - (5) The resolution regarding the re-election of Mr. Zhao Ke as a non-executive Director and the authority granted to the Board for determining his remuneration;



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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- (6) The resolution regarding the re-election of Mr. Li Jianping as a non-executive Director and the authority granted to the Board for determining his remuneration;
  - (7) Withdrawn;
  - (7.1) The resolution regarding the appointment of Mr. Mi Xianwei as a non-executive Director and the authority granted to the Board for determining his remuneration;
  - (8) The resolution regarding the appointment of Mr. Hou Shujun as an independent non-executive Director and the authority granted to the Board for determining his remuneration;
  - (9) The resolution regarding the appointment of Ms. Zang Xiuqing as an independent non-executive Director and the authority granted to the Board for determining her remuneration;
  - (10) The resolution regarding the re-election of Mr. Zhao Zhen as an independent non-executive Director and the authority granted to the Board for determining his remuneration;
  - (11) The resolution regarding the re-election of Mr. Li Man Choi as an independent non-executive Director and the authority granted to the Board for determining his remuneration; and
7. The resolutions regarding the election of new session of the Supervisory Committee:
- (1) The resolution regarding the re-election of Mr. Nie Yuzhong as a Supervisor and the authority granted to the Supervisory Committee for determining his remuneration;
  - (2) The resolution regarding the appointment of Mr. Bu Zhouqing as a Supervisor and the authority granted to the Supervisory Committee for determining his remuneration;
  - (3) The resolution regarding the re-election of Mr. Liu Simang as a Supervisor and the authority granted to the Supervisory Committee for determining his remuneration;
  - (4) The resolution regarding the re-election of Mr. Cao Dong as a Supervisor and the authority granted to the Supervisory Committee for determining his remuneration;

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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- (5) The resolution regarding the appointment of Mr. Zhang Jun as a Supervisor and the authority granted to the Supervisory Committee for determining his remuneration.

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

The People's Republic of China, 26 May 2015

*Notes:*

1. Subject to the approval of the resolutions regarding the 2014 profit distribution plan and declaration of final dividends at the AGM, dividends will be paid to the Shareholders whose names appear on the register of members of the Company after the close of the market on 8 July 2015. The register of members of the Company will be closed from Friday, 3 July 2015 to Wednesday, 8 July 2015 (both days inclusive), during which period no transfer of Shares will be registered. In order for the holders of H Shares of the Company to qualify for receiving the final dividends, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Thursday, 2 July 2015. The Company has no obligation and will not be responsible for confirming the identities of the Shareholders. The Company held no liability in respect of any claims arising from any delay in, or inaccurate determination of the identities of the Shareholders or any disputes over the mechanism of withholding.
2. 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.
3. Since the First Form of Proxy did not show that the resolution regarding the re-election of Mr. Duan Gaosheng as a non-executive Director was withdrawn and did not contain the proposed additional resolution regarding the appointment of Mr. Mi Xianwei as a non-executive Director of the Company as set out in this supplemental notice, the Revised Form of Proxy is sent together with this supplemental notice. Any Shareholder who intends to appoint a proxy to attend the AGM but has not yet lodged the First Form of Proxy is required to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon. In such case, the First Form of Proxy should not be lodged with the Company. Any Shareholder who has already lodged the First Form of Proxy with the Company should also complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon. For the holders of H Shares, the Revised Form of Proxy 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 at Room 511, Qinhuangdao Port Co., Ltd., 35 Haibin Road, Qinhuangdao, Hebei Province, PRC. The Revised Form of Proxy must be served not less than 24 hours before the time scheduled for holding the AGM (or any adjournment thereof) (the "**Closing Time**").
4. Any Shareholder who has already lodged the First Form of Proxy with the Company should note that:
  - (i) if no Revised Form of Proxy is lodged with the Company, the returned First Form of Proxy will be treated as a valid proxy form lodged by him/her, if correctly completed, but no poll will be counted for the ordinary resolution 6(g). The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the initial notice, including the resolution regarding the proposed appointment of a non-executive Director of the Company set out in this supplemental notice.

\* *For identification purpose only*

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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- (ii) if the duly completed Revised Form of Proxy is lodged with the Company before the Closing Time, the First Form of Proxy previously lodged by him/her will be revoked and superseded. The Revised Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
  - (iii) if the Revised Form of Proxy is lodged with the Company after the Closing Time, the Revised Form of Proxy will be invalid. The First Form of Proxy previously lodged by the Shareholder (if any) will also be revoked. The purported proxy so appointed by invalid or revoked proxy form (whether appointed under the First Form of Proxy or the Revised Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Revised Form of Proxy after the Closing Time. In such case, if such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM by themselves.
5. The revised 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 revised instrument is signed by an attorney of the Shareholder, the power of attorney authorising the attorney to sign, or other authorization 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, Wanchai, Hong Kong or the office of the Board at Room 511, 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 Revised 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. Completion and return of the Revised Form of Proxy will not preclude any Shareholders from attending and voting at the AGM or any adjournment thereof should he/she so wish.
7. 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.
8. 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.
9. The contact of the Company:
- Address: 35 Haibin Road, Qinhuangdao, Hebei Province, PRC  
Postal Code: 066000  
Fax: 0335-3093599
10. All votes of resolutions at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.portqhd.com](http://www.portqhd.com)) in accordance with the Listing Rules.