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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)

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as set out in the Notice of AGM to be proposed at the AGM for approval by the Shareholders of the Company has been withdrawn.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

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;

- (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;

- (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.

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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) and the Company (www.portqhd.com) in accordance with the Listing Rules.

As at the date of this notice, the executive Directors of the Company are XING Luzhen, Tian Yunshan, WANG Lubiao and MA Xiping; the non-executive Directors of the Company are ZHAO Ke, LI Jianping and DUAN Gaosheng; and the independent non-executive Directors of the Company are SHI Rongyao, YU Shulian, ZHAO Zhen and LI Man Choi.