



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)

Revised Form of Proxy for use by Shareholders at the annual general meeting (the "AGM") to be held on Tuesday, 9 June 2015 (or any adjournment thereof)

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| Number of Shares to which this revised proxy relates ^(Note 1) | |
| Type of Shares (Domestic Shares or H Shares) to which this revised proxy relates ^(Note 1) | |

I/We^(Note 2) _____
of _____
being the registered holder(s) of _____ Domestic Share(s) or H Share(s)^(Note 3) of RMB1.00 each in the share capital of Qinhuangdao Port Co., Ltd.* (the "Company") hereby appoint the chairman of the AGM or^(Note 4) _____
of _____
as my/our proxy to attend and act for me/us on my/our behalf at the AGM to be held at Holiday Inn, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, the People's Republic of China (the "PRC") at 10:00 a.m. on Tuesday, 9 June 2015 at or at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolutions as set out in the supplemental notice published on 26 May 2015 convening the AGM and to vote for me/us and in my/our name(s) in respect of the resolutions according to the instructions set out below or, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS | | FOR ^(Note 5) | AGAINST ^(Note 5) | ABSTAIN ^(Note 5 & Note 6) |
|----------------------|--|-------------------------|-----------------------------|--|
| 1. | The resolution regarding the report of the board of directors (the "Director") of the Company (the "Board") for the year ended 31 December 2014. | | | |
| 2. | The resolution regarding the report of the supervisory (the "Supervisor") 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; | | | |

* For identification purpose only

| ORDINARY RESOLUTIONS | | FOR ^(Note 5) | AGAINST ^(Note 5) | ABSTAIN ^(Note 5 & Note 6) |
|----------------------|--|-------------------------|-----------------------------|--|
| | (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; and | | | |
| | (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. | | | |
| 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; and | | | |
| | (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. | | | |

Dated this _____ day of _____ 2015

Signature^(Note 7) _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this revised proxy relates. If a number is inserted, this revised form of proxy will be deemed to relate only to those shares. If no number is inserted, the revised form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in BLOCK LETTERS.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the chairman of the AGM of the Company is preferred, please strike out the words “the chairman of the AGM or” and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. **Any alteration made to this revised form of proxy must be initialled by the person who signs it.**
- Important: Please indicate with a “/” in the appropriate box under the column marked “For”, “Against” or “Abstain”. Failure to tick the box will entitle your proxy to cast your vote at his/her discretion. The proxy is also entitled to vote at his/her discretion on any other resolutions duly submitted to the AGM.**
- The shares abstained will be counted in the calculation of the required 1/2 shares (as for the ordinary resolutions).
- This revised form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this revised form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
- To be valid, this revised form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered, for the holders of H shares of the Company, to 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, or for holders of domestic shares of the Company, to the office of the Board at Room 511, Qinhuangdao Port Co., Ltd., 35 Haibin Road, Qinhuangdao, Hebei Province, PRC not less than 24 hours before the time appointed for the holding of the AGM (or any adjournment thereof) or not less than 24 hours before the time appointed for taking the poll.
- In the case of joint holders of shares of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the AGM in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote. In the event that a shareholder appoints more than one proxy to attend the AGM, such proxies may only exercise their voting rights in a poll.
- Any shareholder who has already lodged the first form of proxy (the “**First Form of Proxy**”), which was enclosed to the circular dated 24 April 2015 dispatched to the shareholders, with the Company should be noted that:
 - 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 of the AGM published by the Company on 24 April 2015, including the resolution regarding the proposed appointment of a non-executive Director of the Company set out in the supplemental notice of the AGM.
 - if the duly completed revised form of proxy is lodged with the Company 24 hours prior to the time scheduled for holding the AGM (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.
 - 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.