

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) VOTING RESULTS OF THE SECOND EXTRAORDINARY
GENERAL MEETING IN 2015 HELD ON 1 DECEMBER 2015**

**(2) CHANGES TO EXECUTIVE RESPONSIBILITIES OF
DIRECTORS**

(3) RE-DESIGNATION OF DIRECTOR

**1. VOTING RESULTS OF THE SECOND EXTRAORDINARY GENERAL
MEETING IN 2015 HELD ON 1 DECEMBER 2015**

References are made to the notice of the second extraordinary general meeting in 2015 (“**EGM**”) and the circular (the “**Circular**”) of Xiamen International Port Co., Ltd (the “**Company**”) both dated 16 October 2015. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The EGM was held at 9:00am on Tuesday, 1 December 2015 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, PRC. The EGM was conducted by way of poll on the proposed resolutions.

The total number of issued Shares of the Company entitling the holders to attend and vote for or against any of the resolutions proposed at the EGM was 2,726,200,000 Shares as at the date of the EGM. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the EGM. In addition, none of the Shares entitled the holders to attend the EGM and abstain from voting in favour of the resolutions proposed at the EGM, and no Shareholder was required to abstain from voting on the resolutions proposed at the EGM. The Shareholders and authorised proxies holding an aggregate of 1,839,927,376 Shares with voting rights were present at the EGM, representing 67.49% of the total Shares with voting rights of the Company.

The EGM was duly convened in compliance with the requirements of Company Law of PRC and the provisions of the Articles of Association of the Company and was chaired by Mr. Huang Zirong, an executive Director of the Company.

The poll results in respect of the resolutions proposed at the EGM are set out as follows:

Ordinary Resolutions		Number of Votes (%)		Total Number of Votes Casted
		For	Against	
1	To elect and appoint each of the following candidates as executive Director of the fourth session of the Board for a period commencing immediately after the conclusion of the EGM until the expiry of the term of the fourth session of the Board on 27 February 2017.			
	(a) To elect Mr. Cai Liqun as an executive Director of the Company.	1,839,927,376 (100%)	0 (0%)	1,839,927,376
	(b) To elect Mr. Chen Zhaohui as an executive Director of the Company.	1,839,927,376 (100%)	0 (0%)	1,839,927,376
As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2	To authorize the Board to fix the remuneration of the above newly appointed executive Directors of the Company and to enter into service contract with each of the newly appointed executive Directors respectively.	1,839,927,376 (100%)	0 (0%)	1,839,927,376
	As more than 1/2 of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking at the EGM.

Biographies of the newly appointed executive Directors

The biographies of the newly appointed executive Directors of the fourth session of the Board, namely, Mr. Cai Liqun ("**Mr. Cai**") and Mr. Chen Zhaohui ("**Mr. Chen**"), are set out as follows:

Mr. Cai Liqun, aged 46, currently is a deputy general manager of Xiamen Port Holding. He graduated in 1991 from Shanghai Maritime University (formerly known as Shanghai Shipping Institute) with a Master's degree in economics and is a senior economist. He was a planning coordinator of the planning office of Dongdu Port Services Company of Xiamen Harbour Bureau from July 1991 to October 1994 and was a deputy general manager of

Xiamen Haijie Freight Company Limited from October 1994 to January 1998. From January 1998 to October 1998, he was the deputy director of the planning office of Dongdu Port Services Branch of Xiamen Port (Group). From October 1998 to September 2001, he was a deputy manager of Xiamen Domestic Shipping Agency of Xiamen Port (Group). He was a deputy general manager of Dongdu Port Services Branch of Xiamen Port (Group) from September 2001 to September 2004. Since 2004, he has also been the chairman of Xiamen Road and Bridge Building Materials Company and the chairman of Xiamen Ocean Shipping Tally Co., Ltd. From January 2009 to January 2010, he was the general manager of Dongdu Port Branch of Xiamen Port Development. He was a deputy general manager of Xiamen Port Development from September 2004 to April 2009, and was the general manager of Xiamen Port Development from May 2009 to November 2015. He has been a director of Xiamen Port Development since May 2009. He has also been the chairman of Sanming Port Development Co., Ltd since February 2011, Ji'an Port Development Co., Ltd since June 2011, and Chaozhou Port Development Co., Ltd since December 2012, respectively. He has also been a director of Xiamen Container Terminal Group Co., Ltd since December 2013. Since September 2015, he has been a deputy general manager of Xiamen Port Holding.

Mr. Chen Zhaohui, aged 46, currently is a deputy general manager of the Company. He graduated in July 1990 from Wuhan Institute of Water Transport Engineering with a Bachelor's degree in engineering. He graduated from the School of Management of Xiamen University in December 2000 and obtained a Master's degree in business administration and is a Senior Engineer. He joined Xiamen Harbour Bureau in 1990 and was a technician and deputy leader of the gantry crane team of Dongdu operating area of Xiamen port from July 1990 to August 1992. He was the leader of mechanical team, deputy general manager and general manager of Xiamen Port Shihushan Terminal Company from August 1992 to March 2006, during which he attended the job training of "Advanced Course of the Terminal Management" (Magum) held by A.P. Moller Maersk Terminal from May 2004 to March 2006 and acted as the duty manager at the container terminal in Aqaba, Jordan and PIER 400 container terminal in Los Angeles, the United States respectively. He also acted as an executive director, legal representative and the general manager of Xiamen Port Power Supply Service Co., Ltd from May 2003 to October 2006. He was then acted as an executive director and legal representative of Xiamen Port Power Supply Service Co., Ltd since August 2012. He was the deputy general manager, and then the general manager of Xiamen Songyu Container Terminal Co., Ltd from March 2006 to November 2013. He was also the director of the Office of Safety Committee of Xiamen Port Holding from October 2012 to December 2013. He has been a deputy general manager of the Company since 27 March 2012. He has also been a director of Xiamen Container Terminal Group Co., Ltd. since December 2013 and the chairman of the supervisory committee of Xiamen Port Development since January 2014.

The aforesaid executive Directors will enter into service contracts with the Company respectively, which will be for a period commencing immediately after the conclusion of the EGM until the expiry of the term of the fourth session of the Board on 27 February 2017. Pursuant to the terms of the service contracts, their emolument will be proposed by the Remuneration Committee of the Board and eventually determined by the Board with comprehensive consideration of the factors such as the general market remuneration level and the remuneration level of other companies in the PRC which are similar to the Company.

Save as disclosed above, the above two executive Directors (i) do not have any relationship with any other Directors, supervisors, senior management or substantial Shareholder or

controlling Shareholder (as respectively defined in the Listing Rules) of the Company; (ii) do not have any interest in the securities of the Company or its associated companies within the meaning of Part XV of the SFO; (iii) have not entered into or proposed to enter into any other service agreement with the Company or any of its subsidiaries; (iv) do not hold any other position with the Company or any of its subsidiaries; and (v) have not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, there is no other information in relation to the appointments of the above two executive Directors that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders in respect thereof.

2. CHANGES TO THE EXECUTIVE RESPONSIBILITIES OF DIRECTORS

Reference is made to the Company's announcement dated 9 October 2015 in respect of, inter alia, changes to the executive responsibilities of Directors.

The Board announces that immediately following the EGM, the Board has unanimously elected Mr. Cai as the Vice Chairman of the fourth session of the Board ("**Vice Chairman**") for a term of office same as his term of directorship.

In this regard, the Board also announces that with effect from 1 December 2015, Mr. Huang Zirong ("**Mr. Huang**"), a Director of the Company, will (i) cease to be the general manager of the Company; and (ii) cease to assume Mr. Lin Kaibiao's responsibilities as the Chairman of the Board. In order to ensure the continuation of normal and proper operations, management and developments of the Company, (i) Mr. Cai, in addition to his capacity as the Vice Chairman of the Board and as an executive Director of the Company, will assume Mr. Lin Kaibiao's responsibilities as the Chairman of the Board; and (ii) Mr. Chen, in addition to his capacity as an executive Director of the Company, will assume the responsibilities of the general manager of the Company, both on an interim basis until further notice.

3. RE-DESIGNATION OF DIRECTOR

As a result of Mr. Huang's cessation to be the general manager of the Company as disclosed above, the Board announces that with effect from 1 December 2015 and immediately following the EGM and the Board meeting held thereafter, Mr. Huang has been re-designated from an executive Director of the Company to a non-executive Director of the Company.

As Mr. Huang's re-designation with effect from 1 December 2015 is considered a change in the Company's directorate under the Listing Rules, his biographical details and other relevant disclosures prescribed under Rule 13.51(2) of the Listing Rules are set out below:

Mr. Huang Zirong, aged 52, currently is the general manager of the Company. He graduated in August 1983 from Shanghai Jiaotong University with a Bachelor's degree in mechanics and obtained a Master's degree in business administration from the School of Management of Xiamen University in October 2000 and is a Senior Engineer. He joined Xiamen Harbour Bureau in 1983, was a technician and deputy leader of the mechanical team of Dongdu operating area, and was also a deputy supervisor and deputy head of the harbour engineering factory of Xiamen Harbour Bureau. He was the deputy general manager of Xiamen Port

Container Company from October 1990 to April 2001. He was the general manager of Xiamen Port (Group) Co., Ltd Haitian Port Services Branch from April 2001 to March 2002. He was the general manager of Xiamen Haitian Company from March 2002 to 31 March 2012. Mr. Huang was an executive Director and a deputy general manager of the Company from March 2005 to 27 March 2012. He has been promoted as the general manager of the Company and continues to be acting as an executive Director of the Company since 27 March 2012. He has also been a director of Xiamen Container Terminal Group Co., Ltd since December 2013. He has also been a director of Xiamen Port Development since January 2014. He has been the chief engineer of Xiamen Port Holding since September 2015.

Other than as stated above, Mr. Huang (i) does not have any relationship with any other Directors, supervisors, senior management or substantial shareholder or controlling shareholder of the Company; (ii) does not have any interest in the securities of the Company or its associated companies within the meaning of Part XV of the SFO; (iii) has not entered into or proposed to enter into any other service agreement with the Company or any of its subsidiaries; (iv) does not hold any other position with the Company or any of its subsidiaries; and (v) has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Huang has entered into a new service agreement with the Company in respect of his re-designation as a non-executive Director of the Company in substitution of his current service agreement as an executive Director of the Company. Pursuant to the terms of the new service agreement, the emolument of Mr. Huang as a non-executive Director will be proposed by the Remuneration Committee of the Board and eventually determined by the Board with comprehensive consideration of the factors such as the general market remuneration level and the remuneration level of other companies in the PRC which are similar to the Company.

Save as disclosed above, there is no other information relating to Mr. Huang that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders in respect thereof.

The Board would like to express its sincere gratitude to Mr. Huang for his outstanding contributions to the Company over the years serving as the general manager of the Company.

By order of the Board
Xiamen International Port Co., Ltd
Yang Hongtu
Joint Company Secretary

Xiamen, PRC, 1 December 2015

As at the date of this announcement, the executive Directors of the Company are Mr. Lin Kaibiao, Mr. Cai Liqun, Mr. Fang Yao, Mr. Chen Zhaohui and Mr. Ke Dong; the non-executive Directors of the Company are Mr. Zheng Yongen, Mr. Chen Dingyu, Mr. Fu Chengjing and Mr. Huang Zirong; 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.

** For identification purpose only*