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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)

NOTICE OF H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting for holders of H shares (“**H Share(s)**”) (“**H Shareholders' Class Meeting**”) of Qinhuangdao Port Co., Ltd.* (the “**Company**”) will be held at 11:30 a.m. on Friday, 16 June 2017 at Qinhuangdao Sea View Hotel, 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 resolution:

SPECIAL RESOLUTION

1. The resolution regarding tentatively no distribution of any profit of the Company for the year ended 31 December 2016 and tentatively no declaration of final dividend for the year ended 31 December 2016.

By order of the Board
Qinhuangdao Port Co., Ltd.*
CAO Ziyu
Chairman

The People's Republic of China, 28 April 2017

* *For identification purpose only*

Notes:

1. The register of members of the Company will be closed from Wednesday, 17 May 2017 to Friday, 16 June 2017 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify to attend and vote at the H Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates must be delivered to the share registrar for H Shares of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 16 May 2017.
2. Any Shareholders entitled to attend and vote at the H Shareholders' Class Meeting 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. In order to be valid, the proxy form must be deposited by hand or post to the share registrar for H Shares of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time for holding the H Shareholders' Class Meeting or any adjourned meetings or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should they so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the H Shareholders' Class Meeting.
5. Shareholders who intend to attend the H Shareholders' Class Meeting should complete the reply slip and return it by hand or by post to the share registrar for H Shares of the Company no later than 4:30 p.m. on Friday, 26 May 2017.
6. The H Shareholders' Class Meeting is expected to last for around 30 minutes. Shareholders who attend the H Shareholders' Class Meeting (in person or by proxy) shall bear their own travelling and accommodation expenses.
7. The contact of the Company:
Address: 35 Haibin Road, Qinhuangdao, Hebei Province, PRC
Postal Code: 066000
Fax: 0335-3093599
8. All votes of resolutions at the H Shareholders' Class Meeting 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 (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 CAO Ziyu, WANG Lubiao and MA Xiping; the non-executive Directors of the Company are LI Jianping and MI Xianwei; and the independent non-executive Directors of the Company are LI Man Choi, ZHAO Zhen, ZANG Xiuqing and HOU Shujun.