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

If you have sold or transferred all your shares in Xiamen International Port Co., Ltd, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser and transferee.

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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) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED ISSUE OF NEW CORPORATE BONDS IN THE PRC
(3) PROPOSED ISSUE OF NEW SUPER SHORT-TERM NOTES IN THE PRC
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 9:00 a.m. on Friday, 15 June 2018 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, the PRC is set out on pages 8 to 24 of this circular.

Reply slip and the form of proxy for use at the AGM are enclosed hereby and are also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.xipc.com.cn). Whether or not you intend to attend the said meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Saturday, 26 May 2018; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.

* *For identification purpose only*

27 April 2018

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DEFINITIONS

In this document, unless the context requires otherwise, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9:00 a.m. on Friday, 15 June 2018 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, the PRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	Xiamen International Port Co., Ltd*(廈門國際港務股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Stock Exchange
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	Shares which are subscribed for and/or credited as paid up in RMB by PRC nationals and/or PRC corporate entities
“Group”	the Company and its subsidiaries
“H Shares”	overseas-listed foreign Shares which are listed on the Stock Exchange and subscribed for and traded in HK\$
“HK\$” and “HK cent(s)”	Hong Kong dollars and cent(s) respectively, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Independent Non-executive Directors”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	20 April 2018, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NAFMII”	National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會), a self-regulatory organisation to supervise the development of the PRC over-the-counter financial market

DEFINITIONS

“New Corporate Bonds”	the new corporate bonds proposed to be issued by the Company, the details and principal terms of which are set out in this circular
“New Super Short-term Notes”	the new super short-term notes proposed to be issued by the Company, the details and principal terms of which are set out in this circular
“Party”	The Communist Party of China
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Qualified Investors”	Investors satisfying the requirements for qualified investors as stipulated in Article 14 of the Administrative Measures for the Issuance and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》) (No. 113 Order of China Securities Regulatory Commission), which was released and came into force on 15 January 2015
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company
“Shareholders”	shareholders of the Company
“Shenzhen Stock Exchange”	The Shenzhen Stock Exchange based in Shenzhen, the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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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)

Executive Directors:

Cai Liqun
Fang Yao
Chen Zhaohui
Ke Dong

Non-executive Directors:

Chen Zhiping
Fu Chengjing
Huang Zirong
Bai Xueqing

Independent Non-executive Directors:

Liu Feng
Lin Pengjiu
You Xianghua
Jin Tao
Ji Wenyuan

Registered office:

No. 439
Gangnan Road, Haicang District
Xiamen City
Fujian Province
The PRC

**Principal place of business in
Hong Kong**

36/F
Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

27 April 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED ISSUE OF NEW CORPORATE BONDS IN THE PRC
(3) PROPOSED ISSUE OF NEW SUPER SHORT-TERM NOTES IN THE PRC
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the Annual General Meeting, the Company will propose to, among other things, (i) approve the proposed amendments to the Articles of Association; (ii) approve the proposed issue of New Corporate Bonds in the PRC; and (iii) approve the proposed issue of New Super Short-term Notes in the PRC.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with notice of the Annual General Meeting and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the AGM for the Shareholders to approve certain amendments to the Articles of Association so as to fully demonstrate the political core function of the Party organization of the state-owned enterprises and consolidate the legal status of such organization in the corporate governance structure of the Company.

Full text of the above proposed amendments to the Articles of Association is contained in the notice of the AGM set out on pages 9 to 18 of this circular. Such proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM.

If the serial numbering of the chapters and articles of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles made in this amendment, the serial numbering of the chapters and articles of the Article of Association as so amended shall be changed accordingly, including cross-references.

PROPOSED ISSUE OF NEW CORPORATE BONDS IN THE PRC

The Board proposes to seek approval from the Shareholders by way of a special resolution at the AGM to authorize the Company to apply to the CSRC for approving the issue of the New Corporate Bonds by the Company in the PRC within two years from the approval by the CSRC so as to continue to satisfy the working capital requirements of the Group's business operations and investment projects at a relatively lower finance costs in a flexible and efficient manner.

Principal terms of the New Corporate Bonds proposed to be issued are as follows:

Issuer:	The Company
Scale of issue:	Maximum aggregate principal amount shall be not more than RMB4,000,000,000 in either one or multiple tranches and after the issuance of the New Corporate Bonds, the accumulated outstanding amount of the corporate bonds of the Company shall not exceed 40% of its net asset value (including minority interest) at the end of the period as shown in the latest consolidated financial statement of the Company immediately before such issuance. The actual scale of issue will be determined by the Board in accordance with the Company's actual capital needs and prevailing market condition
Place of issue:	The PRC
Maturity:	Not exceeding ten years (either of single term or a combination of multiple terms), details of which will be determined by the Board in accordance with the Company's actual capital needs and prevailing market condition
Par value and issue price:	To be issued at par value of RMB100

LETTER FROM THE BOARD

Target investors:	To Qualified Investors who satisfy the conditions for subscription of new corporate bonds only and with no prior placement to the Shareholders
Coupon rate:	Fixed annual rate to be negotiated and determined by the Board with the underwriter(s) at arm's length by way of market enquiry
Guarantee:	To be determined by the Board in accordance with relevant requirements and prevailing market condition
Redemption and put provisions:	To be determined by the Board in accordance with relevant requirements and prevailing market condition
Use of proceeds:	The net proceeds from the issue of the New Corporate Bonds will be utilized to satisfy the Company's working capital needs and adjust its debt structure (including, without limitation, repayment of bank loans) or other purposes not in violation of the relevant laws and regulations
Safeguard measures for repayment:	<p>In the event that the Company expects that it is unable to repay the principal and interest of the New Corporate Bonds as scheduled, or the Company is unable to repay the principal and interest of the New Corporate Bonds upon maturity, it will implement, as a minimum, the following safeguard measures for repayment of the New Corporate Bonds:</p> <ul style="list-style-type: none">(i) no distribution of dividend to the Shareholders;(ii) suspension of the implementation of projects that incur capital expenditure such as material external investments, acquisitions and mergers;(iii) reduction or suspension of payment of salary and bonus to the Directors and the senior management members; and(iv) prohibition of re-designation of the key personnel accountable for such event.
Listing venue:	The Company will apply for listing of the New Corporate Bonds on the Shenzhen Stock Exchange or other exchanges approved by the PRC governmental regulatory authorities and allowed by applicable laws upon completion of the proposed issue of the New Corporate Bonds
Term of the validity of the resolution:	The Special Resolution passed at the AGM in relation to the proposed issue of New Corporate Bonds will be effective for 24 months from the date of such approval at the AGM.
Final determination for the issue proposal:	The issue proposal of the proposed issue of New Corporate Bonds will ultimately be in accordance with the terms under which approval from the relevant authorities in the PRC has been given.

LETTER FROM THE BOARD

The Board also proposes to seek approval from the Shareholders at the AGM to authorize the Board or persons authorized by the Board to fully deal with all matters relating to the proposed issue of the New Corporate Bonds in order to preserve the maximum interest of the Shareholders.

PROPOSED ISSUE OF NEW SUPER SHORT-TERM NOTES IN THE PRC

The Board proposes to seek approval from the Shareholders by way of a special resolution at the AGM to authorize the Company to apply to the NAFMII for the registration of the issue of the New Super Short-term Notes in the PRC of an aggregate maximum principal amount of RMB4,000,000,000 on a rolling basis for a period of two years from completion of the registration at the NAFMII so as to continue to satisfy the working capital requirements of the Group's business operations and investment projects at a relatively lower finance costs in a flexible and efficient manner.

Principal terms of the New Super Short-term Notes proposed to be issued are as follows:

Issuer:	The Company
Scale of issue:	Maximum aggregate principal amount shall be not more than RMB4,000,000,000 in either one or multiple tranches
Place of issue:	The PRC
Maturity:	Not more than 270 days from the date of each tranche of issue
Target investors:	To domestic institutional investors of the PRC inter-bank bond market only (other than those who are prohibited from participation in accordance with the laws and regulations of the PRC)
Underwriter:	To be determined by the Board in accordance with Company's needs and prevailing market condition
Interest rate:	To be determined by reference to the condition of the inter-bank bond market at the time of issue of each tranche through bookbuilding processes
Intended use of net proceeds:	To be used principally for supplementing the Group's liquidity and repayment of the Group's bank loans so as to satisfy the working capital requirements of the Group's business operations and investment projects and lower the finance costs

In addition to the approval of the Shareholders at the AGM, the proposed issue of the New Super Short-term Notes is also subject to, inter alia, (i) the approval of the NAFMII; and (ii) the completion of the relevant registration procedures with NAFMII.

Furthermore, in order to expedite the proposed issue of the New Super Short-term Notes, the Board also proposes to seek approval from the Shareholders at the AGM to authorise one or more of the Directors to, inter alia, determine the specific terms and conditions and other matters in relation to the issue of the New Super Short-term Notes (including, without limitation, the timing of issue, the principal amount and interest rate of each tranche of issue, the underwriters of issue as well as the number of tranches of issue).

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM at which the resolutions mentioned above, among other things, will be proposed by the Company has been set out on pages 8 to 24 of this circular.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for every resolution put forward at the AGM pursuant to the Articles of Association.

RECOMMENDATION

The Directors (including the Independent Non-executive Directors) consider that the special resolutions in relation to the proposed amendments to the Articles of Association, the proposed issue of the New Corporate Bonds in the PRC and the proposed issue of the New Super Short-term Notes in the PRC are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors (including the Independent Non-executive Directors) recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM.

By order of the Board
Xiamen International Port Co., Ltd
Cai Changzhen
Joint Company Secretary

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Xiamen International Port Co., Ltd (the “**Company**”) will be held 9:00 a.m. on Friday, 15 June 2018 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, the People's Republic of China (“**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company in relation to the AGM dated 27 April 2018):

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2017;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2017;
4. To consider and approve the profit distribution plan of the Company and the declaration of a final dividend of RMB3.5 cents per share (tax inclusive) for the year ended 31 December 2017;
5. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the PRC auditors and PricewaterhouseCoopers as the international auditors of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remunerations;
6. To consider and approve the remunerations of the directors and supervisors of the Company for the year ended 31 December 2017;

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTIONS

7. To consider and approve the amendments to the Articles of Association:

“**THAT** the Articles of Association of the Company be hereby amended as follows and the secretary to the board of directors of the Company be hereby authorised to carry out the related registration and filing procedures in accordance with the applicable laws and regulations of the PRC and Hong Kong, and the relevant requirements of the Listing Rules:

SN	Article	Original provision of the Articles of Association	Proposed amendment to the provision of the Articles of Association
1.	1	<p>Sub-paragraph (1) of Article 1</p> <p>“The Company” refers to a company limited by shares established in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), the Securities Law of the People’s Republic of China (hereinafter referred to as the Securities Law), the Special Provisions of the State Council concerning Public offering and Listing of Shares Overseas by Companies Limited by Shares (hereinafter referred to as the Special Provisions) and other laws and administrative regulations of the State.</p> <p>Sub-paragraph (2) of Article 1</p> <p>Subject to the Approval on Restructuring Xiamen Port Group Company Limited and Changing it into Xiamen International Port Co., Ltd. (Xia Fu [2005] No. 32) granted by the People’s Government of Xiamen, the Company is established on March 3 2005 by way of promotion and registered with the Xiamen Administration for Industry and Commerce on March 3 2005, and has obtained a business license. The registered number of the Company’s business license is 3502001001982.</p>	<p>“The Company” refers to a company limited by shares established in accordance with the Company Law of the People’s Republic of China (herein referred to as the “Company Law”), the Securities Law of the People’s Republic of China (herein referred to as the “Securities Law”), the Special Provisions of the State Council concerning Public offering and Listing of Shares Overseas by Companies Limited by Shares (herein referred to as the “Special Provisions”) and other laws and administrative regulations of the State.</p> <p>Subject to the Approval on Restructuring Xiamen Port Group Company Limited and Changing it into Xiamen International Port Co., Ltd. (Xia Fu [2005] No. 32) granted by the People’s Government of Xiamen, the Company is established on March 3 2005 by way of promotion and registered with the Xiamen Administration for Industry and Commerce on March 3 2005, and has obtained a business license. The unified social credit code of the Company is 91350200260123285L.</p>

NOTICE OF ANNUAL GENERAL MEETING

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| 2. | 6 | Newly added | Sub-paragraph (1) of Article 6 |
| | | | <p>This Articles of Association are drawn up in accordance with the Company Law, the Securities Law, and the Constitution of the Chinese Communist Party (herein referred to as the “Constitution”) and other relevant laws and regulations to maintain the legitimate interests of the Company and its shareholders, to regulate the organization and conducts of the Company and to strengthen the leadership of the Communist Party of China (herein referred to as the “Party”).</p> |
| 3. | 8 | Newly added | In accordance with the Constitution, the Company sets up a Party organization to carry out the Party’s activities. The Party organization plays the role of the leadership core and political core in the Company, indicating the development direction, managing the overall situation and ensuring the implementation of policies. The Company sets up Party working organs, and maintains an adequate level of staff members to handle the Party’s affairs as well as to ensure the funding necessary for the activities of the Party organization. |
| 4. | 15 | Sub-paragraph (3) of Article 15 | |
| | (former Article 14) | Foreign shares issued by the Company listed in Hong Kong are called H shares. H shares refer to those shares which are approved to be traded on the Stock Exchange of Hong Kong (hereinafter referred to as the “HKEx”), are priced in Renminbi and purchased and traded in Hong Kong Dollar. H shares also can be listed in the stock exchanges within the territory of the United States in the form of American Depositary Receipt. | Foreign shares issued by the Company listed in Hong Kong are called H shares. H shares refer to those shares which are approved to be traded on the Stock Exchange of Hong Kong (herein referred to as the “HKEx”), are priced in Renminbi and purchased and traded in Hong Kong Dollar. H shares also can be listed in the stock exchanges within the territory of the United States in the form of American Depositary Receipt. |
| 5. | 28 | Sub-paragraph (1) of Article 28 | |
| | (former Article 27) | Where the Company buys back its shares due to the reasons stipulated in items 1 to 3 of Article 24, it shall be subject to a resolution of the shareholders’ meeting. | Where the Company buys back its shares due to the reasons stipulated in items 1 to 3 of Article 25, it shall be subject to a resolution of the shareholders’ meeting. |

NOTICE OF ANNUAL GENERAL MEETING

Sub-paragraph (2) of Article 28

After the Company buys back its own shares in accordance with Article 24, shares shall be cancelled within ten (10) days after the buy-back due to the circumstance stipulated in item 1. Shares shall be cancelled or transferred within six (6) months after the buy-back if the shares buy-back is required pursuant to the circumstances stipulated in items 2 or 4.

After the Company buys back its own shares in accordance with Article 25, shares shall be cancelled within ten (10) days after the buy-back due to the circumstance stipulated in item 1. Shares shall be cancelled or transferred within six (6) months after the buy-back if the shares buy-back is required pursuant to the circumstances stipulated in items 2 or 4.

Sub-paragraph (3) of Article 28

The shares that the Company buys back pursuant to item 3 of Article 24 shall not exceed 5% of its total shares already issued by the Company. The fund used for the buy-back shall be paid from the after-tax profits of the Company. The shares bought back by the Company shall be transferred to the employees within 1 year after the buy-back.

The shares that the Company buys back pursuant to item 3 of Article 25 shall not exceed 5% of its total shares already issued by the Company. The fund used for the buy-back shall be paid from the after-tax profits of the Company. The shares bought back by the Company shall be transferred to the employees within 1 year after the buy-back.

6. 30 Sub-paragraph (3) of Article 30

(former Article 29) The provisions of this Article shall not apply in any of the circumstances described in Article 31 of this Chapter.

The provisions of this Article shall not apply in any of the circumstances described in Article 32 of this Chapter.

7. 32 Sub-paragraph (1) of Article 32

(former Article 31) The following acts shall not be regarded as those prohibited by Article 29 of this Chapter:

The following acts shall not be regarded as those prohibited by Article 30 of this Chapter:

8. 43 Sub-paragraph (2) of Article 43

(former Article 42) In the case of a domestic shareholder losing its share certificate and applying for re-issue of share certificate, this shall be handled in accordance with the provisions of Article 144 of the Company Law.

In the case of a domestic shareholder losing its share certificate and applying for re-issue of share certificate, this shall be handled in accordance with the provisions of Article 150 of the Company Law.

NOTICE OF ANNUAL GENERAL MEETING

9. 59 Sub-paragraph (2) of Article 59
- (former Article 58) The aforesaid public announcement shall, within forty-five (45) to fifty (50) days before the commencement of the meeting, be published in one or more newspapers designated by the competent securities department of the State Council. Once a public announcement has been made, this shall be regarded as notice received by all domestic shareholders. The publication of Chinese and English versions of such announcement shall be made in accordance with Article 182 of this Articles of Association.
- The aforesaid public announcement shall, within forty-five (45) to fifty (50) days before the commencement of the meeting, be published in one or more newspapers designated by the competent securities department of the State Council. Once a public announcement has been made, this shall be regarded as notice received by all domestic shareholders. The publication of Chinese and English versions of such announcement shall be made in accordance with Article 188 of this Articles of Association.
10. 82
- (former Article 81) If the Company intends to change or abolish the rights of a category of shareholders, this shall be subject to adoption of a special resolution proposed at a shareholders' meeting and at a meeting of that category of shareholder concerned, according to the provisions of Articles 83 to 87 hereof respectively.
- If the Company intends to change or abolish the rights of a category of shareholders, this shall be subject to adoption of a special resolution proposed at a shareholders' meeting and at a meeting of that category of shareholder concerned, according to the provisions of Articles 84 to 88 hereof respectively.
11. 84 Sub-paragraph (1) of Article 84
- (former Article 83) Regardless of whether or not an affected category of shareholders originally has voting rights, the concerned shareholders shall have voting rights at a category shareholders' meeting on those matters mentioned in items 2 to 8 and items 11 and 12 of Article 82; however, if a shareholder is an interested party, he/she shall not have voting rights at a category shareholders' meeting.
- Regardless of whether or not an affected category of shareholders originally has voting rights, the concerned shareholders shall have voting rights at a category shareholders' meeting on those matters mentioned in items 2 to 8 and items 11 and 12 of Article 83; however, if a shareholder is an interested party, he/she shall not have voting rights at a category shareholders' meeting.
- Sub-paragraph (3) of Article 84
1. In circumstances where, pursuant to the provisions of Article 25 of this Articles of Association, the Company issues a buy back offer to all shareholders or buys back its own shares through open transactions at the stock exchange, "an interested shareholder" shall refer to the controlling shareholder as defined in Article 49 of this Articles of Association;
1. In circumstances where, pursuant to the provisions of Article 26 of this Articles of Association, the Company issues a buy back offer to all shareholders or buys back its own shares through open transactions at the stock exchange, "an interested shareholder" shall refer to the controlling shareholder as defined in Article 50 of this Articles of Association;

NOTICE OF ANNUAL GENERAL MEETING

Sub-paragraph (4) of Article 84

2. In circumstances where the Company, pursuant to the provisions of Article 25 of this Articles of Association, buys back its own shares through means of an agreement outside of the stock exchange, “an interested shareholder” shall refer to a shareholder related to such an agreement; and

2. In circumstances where the Company, pursuant to the provisions of Article 26 of this Articles of Association, buys back its own shares through means of an agreement outside of the stock exchange, “an interested shareholder” shall refer to a shareholder related to such an agreement; and

12. 85

(former Article 84) A resolution at a category shareholders’ meeting shall be made only after being passed through voting by a two-thirds majority of that category of shareholders with voting rights present at the meeting, in accordance with the provisions of Article 83 of this Articles of Association.

A resolution at a category shareholders’ meeting shall be made only after being passed through voting by a two-thirds majority of that category of shareholders with voting rights present at the meeting, in accordance with the provisions of Article 84 of this Articles of Association.

13. 92

Newly added

When making decisions on significant matters of the Company, the board of directors should seek advice from the Party Commission.

14. 95

Sub-paragraph (1) of Article 95

(former Article 93) Meetings of the board of directors shall be convened at least four (4) times each year by the chairman of the board. When convening a meeting of the board of directors, all the directors and supervisors shall be notified fourteen (14) days in advance. When urgent matters arise, upon proposal by more than one third (1/3) of directors, one tenth (1/10) of shareholders with voting rights, the board of supervisors, the chairman of the board of directors or the Company manager, an interim meeting of the board of directors may be convened. The chairman of the board of directors shall convene and host the meeting of directors within ten (10) days after the receipt of such proposal.

Meetings of the board of directors shall be convened at least four (4) times each year by the chairman of the board. When convening a meeting of the board of directors, all the directors and supervisors shall be notified fourteen (14) days in advance. When urgent matters arise, upon proposal by more than one third (1/3) of directors, one tenth (1/10) of shareholders with voting rights, the board of supervisors, the chairman of the board of directors or the Company general manager, or upon proposal by the Party Commission in any circumstances, an interim meeting of the board of directors may be convened. The chairman of the board of directors shall convene and host the meeting of directors within ten (10) days after the receipt of such proposal.

NOTICE OF ANNUAL GENERAL MEETING

15. 99 Sub-paragraph (1) of Article 99
(former Article 97) A meeting of the board of directors shall require a majority of the directors (including directors who are entrusted to be present at the meeting in accordance with provisions of Article 98 of the Articles of Association) to be present in order to be convened. A meeting of the board of directors shall require a majority of the directors (including directors who are entrusted to be present at the meeting in accordance with provisions of Article 100 of the Articles of Association) to be present in order to be convened.
16. 101
(former Article 99) As for a resolution on matters to be resolved by the interim meeting of the board of directors, if the board of directors has circulated the contents of the proposal to be resolved to all directors, and the number of directors who agree and sign on the proposal meets the required quorum stated in Article 97 of this section, a valid resolution can be concluded and no convocation of the meeting of the board of directors is needed. As for a resolution on matters to be resolved by the interim meeting of the board of directors, if the board of directors has circulated the contents of the proposal to be resolved to all directors, and the number of directors who agree and sign on the proposal meets the required quorum stated in Article 99 of this section, a valid resolution can be concluded and no convocation of the meeting of the board of directors is needed.
17. 115 Sub-paragraph (7) of Article 115
(former Article 113) 6. To represent the Company in negotiations with directors or in initiating legal proceedings against a director, the manager, deputy manager, chief financial officer or other senior officers in accordance with Article 152 of the Company Law; and 6. To represent the Company in negotiations with directors or in initiating legal proceedings against a director, the manager, deputy manager, chief financial officer or other senior officers in accordance with Article 158 of the Company Law; and
18. 126 Article 126
(former Article 124) The responsibility borne by directors, supervisors, manager, deputy managers, chief financial officers and other senior officers due to violation of a specific obligation may be relieved by an informed meeting of shareholders except in those circumstances stipulated in Article 48 of this Articles of Association. The responsibility borne by directors, supervisors, manager, deputy managers, chief financial officers and other senior officers due to violation of a specific obligation may be relieved by an informed meeting of shareholders except in those circumstances stipulated in Article 49 of this Articles of Association.
19. 132 Sub-paragraph (1) of Article 132
(former Article 130) If the Company have provided a loan guarantee in violation of the provisions of paragraph 1 of Article 128, the Company shall not be forced to implement that guarantee except in the following circumstances: If the Company have provided a loan guarantee in violation of the provisions of paragraph 1 of Article 130, the Company shall not be forced to implement that guarantee except in the following circumstances:

NOTICE OF ANNUAL GENERAL MEETING

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| 20. | 136 | Sub-paragraph (3) of Article 136 | |
| | (former Article 134) | 2. An acquisition offer made by any party intending to become a controlling shareholder. The definition of a controlling shareholder shall be the same as that defined in Article 49 of this Articles of Association. | 2. An acquisition offer made by any party intending to become a controlling shareholder. The definition of a controlling shareholder shall be the same as that defined in Article 50 of this Articles of Association. |
| 21. | 137 | Newly added | Chapter 15 The Party Organisation of the Company

The Company sets up the Chinese Communist Party Xiamen International Port Co., Ltd Commission (herein referred to as Party Commission) and the Chinese Communist Party Xiamen International Port Co., Ltd Discipline Inspection Commission (herein referred to as Discipline Commission). |
| 22. | 138 | Newly added | The Party Commission shall have one secretary and one specifically assigned deputy secretary mainly in charge of Party building. Members of the Party Commission who could meet the requirements may be elected as members of the board of directors, the board of supervisors and the management in accordance with the legal procedures; and Party members who are members of the board of directors, the board of supervisors and the management and could meet the requirements may be admitted into the Party Commission in accordance with the related regulations and procedures.

The position and number of the secretary, deputy secretary and other members of the Party Commission and the Discipline Commission shall be determined according to the approval by the higher Party organizations; the secretary, deputy secretary and other members of the Party Commission and the Discipline Commission shall be elected or appointed in accordance with the relevant provisions of the Constitution. |

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23. 139 Newly added

The Party Commission shall perform the following duties in accordance with the Constitution and other Party regulations:

1. Ensuring and supervising the implementation and carrying out of the Party's and State's policies and the decisions and deployments of the Party Central Committee, State Council, the Fujian Provincial Committee, the Fujian Provincial Government, the Xiamen Municipal Committee and the Xiamen Municipal Government in the Company;

2. Insisting on the combination of the principles that the Party shall administrate cadres, that the board of directors shall choose the operational management according to laws, and that the management shall exercise their rights to promote or demote personnel according to laws. The Party Commission shall consider and provide comments on the candidates for management positions nominated by the board of directors or the general manager, or recommend candidates to the board of directors and the general manager; and work together with the board of directors to review the candidates to be appointed and provide comments collectively. Performing the Party's duty of management of cadres, and implementing the strategy of strengthening the enterprises by talents;

3. Researching and discussing the reforms, development and stabilization of the Company, significant operational arrangement of the Company and significant matters related to the vital interests of the employees, and providing comments and suggestions;

4. Performing as the responsible body the duties on the establishment of the Party's ethics and an incorrupt administration; leading and supporting the performance of the duties of discipline and imputation by the Discipline Commission;

NOTICE OF ANNUAL GENERAL MEETING

5. Strengthening the construction of the grassroot-level Party organizations and Party members; emphasizing the daily education, supervision and administration; fully playing the key roles of the Party as the battle base and as the pioneer role model for the Party members; and solidarizing and leading the cadres and employees proactively devoting to the reforms and development of the Company;

6. Leading the ideological and political work, the spiritual civilization construction, the United Front work, the corporate culture construction and the mass work of the Company; and

7. Researching on other matters that shall be decided by the Party Commission.

24. 140 Newly added

The procedures of participation by the Party Commission in the corporate decisions are as follows:

1. Party Commission discusses in advance: The Party Commission shall convene meetings to discuss and research on the significant matters proposed by the board of directors and the management, to provide comments and suggestions, and then conclude meeting minutes. In the event that the Party Commission finds the matters proposed by the board of directors and the management are not in conformity with the policies of the Party and the State's laws and regulations, or may undermine the interests of the State and the public or undermine the legitimate benefits of the Company and its employees, it shall suggest to withdraw or suspend the proposed matters. In the event that the Party Commission is of the view that there is any other significant matters that shall be decided by the board of directors and the management, it may request the board of directors and the management to consider.

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2. Communication before the meetings: Members of the Party Commission who are elected or appointed as the members of the board of directors or the management, especially those who are elected or appointed as the chairman of the board and the general manager, shall communicate with other members in the board of directors and the management as to the comments and suggestions of Party Commission before the proposals are formally submitted to the meetings of the board of directors or the management.

3. Expression during the meetings: Members of the Party Commission who are elected or appointed as the members of the board of directors or the management shall fully express the comments and suggests of the Party Commission and report the decisions of the board of directors and the management to the Party Commission.

25. 186

(former Article 180) The amendment (including but not limited to the change of the registered capital) of the Articles of Association shall be subject to the approval by the original examination and approval administration of commerce in accordance with law and administrative regulations in relation to foreign invested enterprises. Amendment of Articles of Association which involves the contents of the “Essential Clauses in Articles of Association of Companies Listed Overseas” (hereinafter referred to as “Essential Clauses”) jointly promulgated by the Securities Commission of the State Council and the State Commission for Restructuring the Economic Systems on August 27 1994 shall, in order to be valid, be subject to approval by the Securities Commission of the State Council and the Company examination and approval authority authorized by the State Council; where the registered items have to be changed, the Company shall apply to register the amendment in accordance with the law.

The amendment (including but not limited to the change of the registered capital) of the Articles of Association which involves the contents of the “Essential Clauses in Articles of Association of Companies Listed Overseas” (herein referred to as “Essential Clauses”) jointly promulgated by the Securities Commission of the State Council and the State Commission for Restructuring the Economic Systems on August 27 1994 shall, in order to be valid, be subject to approval by the Securities Commission of the State Council and the Company examination and approval authority authorized by the State Council; where the registered items have to be changed, the Company shall apply to register the amendment in accordance with the law.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve:

“THAT:

- (1) subject to paragraphs (a) to (l) below and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), the articles of association of the Company (the **“Articles of Association”**) and the relevant laws and regulations in the PRC, the application by the Company to the China Securities Regulatory Commission (**“CSRC”**) for the registration of the issue of New Corporate Bonds (the **“New Corporate Bonds”**) in the PRC within two years from the approval by the CSRC be hereby approved:
 - (a) the maximum aggregate principal amount of the New Corporate Bonds to be issued by the Company pursuant to the approval granted in paragraph (1) above shall not exceed RMB4,000,000,000, in either one or multiple tranches, and after the issuance of the New Corporate Bonds, the accumulated outstanding amount of the corporate bonds of the Company shall not exceed 40% of its net asset value (including minority interest) at the end of the period as shown in the latest consolidated financial statement of the Company immediately before such issuance, where the specific scale of issue shall be determined by the Board in accordance with the Company’s actual capital needs and prevailing market condition;
 - (b) the maturity of each tranche of the proposed issue of the New Corporate Bonds shall be from one year up to ten years (either of single term or a combination of multiple terms), details of which will be determined by the Board in accordance with the Company’s actual capital needs and prevailing market condition;
 - (c) the New Corporate Bonds will have a par value of RMB100 and will be issued at their par value;
 - (d) the target investors of the proposed issue of the New Corporate Bonds shall only be Qualified Investors who satisfy the conditions for subscription of the New Corporate Bonds only and with no prior placement to Shareholders;
 - (e) the coupon rate of the New Corporate Bonds shall be a fixed annual rate, which will be negotiated and determined by the Board with the underwriter(s) at arm’s length by way of market enquiry;
 - (f) whether there will be any guarantee for the New Corporate Bonds will be determined by the Board in accordance with relevant requirements and prevailing market condition;
 - (g) whether there will be any redemption or put provisions for the New Corporate Bonds will be determined by the Board in accordance with relevant requirements and prevailing market condition;
 - (h) the net proceeds from the proposed issue of the New Corporate Bonds will be utilized to satisfy the Company’s working capital needs and adjust its debt structure (including, without limitation, repayment of bank loans) or other purposes not in violation of the relevant laws and regulations, the specific use of which will be determined by the Board in accordance with the Company’s actual capital needs and financial structure;

NOTICE OF ANNUAL GENERAL MEETING

- (i) in the event that the Company expects that it is unable to repay the principal and interest of the New Corporate Bonds as scheduled, or the Company is unable to repay the principal and interest of the New Corporate Bonds upon maturity, it will implement, as a minimum, the following safeguard measures for repayment of the New Corporate Bonds: (i) no distribution of dividend to the Shareholders; (ii) suspension of the implementation of projects that incur capital expenditure such as material external investments, acquisitions and mergers; (iii) reduction or suspension of payment of salary and bonus to the Directors and the senior management members; and (iv) prohibition of re-designation of the key personnel accountable for such event;
 - (j) the Company will apply for listing of the New Corporate Bonds on The Shenzhen Stock Exchange or other exchanges approved by the PRC governmental regulatory authorities and allowed by applicable laws upon completion of the proposed issue of the New Corporate Bonds;
 - (k) the special resolution passed at the AGM in relation to the proposed issue of the New Corporate Bonds will be effective for 24 months from the date of such approval at the AGM;
 - (l) the issue proposal of the proposed issue of the New Corporate Bonds will ultimately be in accordance with the issue terms under which approval from the relevant authorities in the PRC has been given.
- (2) in accordance with the Company Law of the PRC (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Administrative Measures for the Issuance and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》) and the Articles of Association, and adhering to the principle of acting in the best interest of the Company and the Shareholders, the Board or the person(s) authorised by the Board will be authorised to do all matters in connection with the proposed issue of the New Corporate Bonds, including but not limited to the following:
- (a) to determine the agency structure of the proposed issue of the New Corporate Bonds, including selecting the trustee for the New Corporate Bonds;
 - (b) in accordance with the relevant laws, rules and regulations, and with reference to the specific conditions of the Company and the market, to determine the specific plan of the proposed issue of the New Corporate Bonds as well as to revise and adjust the terms regarding the proposed issue of the New Corporate Bonds, including but not limited to all matters relevant to the issue terms, such as specific scale of issue, the issue price, the coupon rate and the method of the determination of the same, the timing of issue, the maturity period, whether it will issued in one or multiple tranches, whether it will have redemption or put provisions, rating arrangements, guarantee arrangements, repayment of principal and interest arrangements, debt guarantee arrangements, listing arrangements and determination of the specific use of proceeds within the scope approved at the AGM, etc.;

NOTICE OF ANNUAL GENERAL MEETING

- (c) to do all necessary acts and things for the proposed issue of the New Corporate Bonds and the application for listing of the New Corporate Bonds, including but not limited to the execution of all necessary legal documents, the preparation and filing of all relevant application documents to the regulatory authorities, obtaining the relevant regulatory approvals, selecting the bond trustee for the proposed issue of the New Corporate Bonds, executing the trust deed and formulating the bondholders' meeting rules, handling all other matters in connection with the proposed issue of the New Corporate Bonds, and after the completion of the proposed issue of the New Corporate Bonds, in accordance with the relevant provisions of the relevant stock exchange, to determine and handle all relevant issues in connection with the listing of the New Corporate Bonds, and making the necessary disclosures in accordance with the applicable regulations, and to approve, confirm and ratify the aforementioned steps taken for the proposed issue of the New Corporate Bonds and the listing of the New Corporate Bonds to the extent that any of them have already been taken by the Board;
- (d) to handle all matters in connection with the guarantee of the New Corporate Bonds (if required);
- (e) if there are any changes to the regulatory authorities' issue policies or any changes to the market conditions, except for changes in relation to any laws, rules and matters in the Articles of Association that require a new resolution to be passed by the Shareholders, to make corresponding adjustments on any relevant matters, including the specific plan of the proposed issue of the New Corporate Bonds, according to the opinions of the regulatory authorities;
- (f) if there are any significant changes to the market conditions or the policies and regulations, to decide whether to proceed with the proposed issue of the New Corporate Bonds according to the actual situation;
- (g) to handle all other matters in connection with the proposed issue of the New Corporate Bonds and the listing of the New Corporate Bonds; and
- (h) to authorise the Chairman of the Company to handle all matters in connection with the proposed issue of the New Corporate Bonds and the listing of the New Corporate Bonds within the scope of the above authorisations;

for the purposes of this resolution, "Qualified Investor" means investors satisfying the requirements for qualified investors as stipulated in Article 14 of the Administrative Measures for the Issuance and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》) (No. 113 Order of China Securities Regulatory Commission), which was released and came into force on 15 January 2015. The above authorisations shall be effective from the date of the passing of the relevant resolutions by the Shareholders at the AGM until the date of completion of the matters contemplated by such resolutions."

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and approve:

“THAT:

- (1) (a) subject to paragraphs (b) to (f) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations in the PRC, the application by the Company to the 中國銀行間市場交易商協會 (National Association of Financial Market Institutional Investors*, the “NAFMII”) for the registration of the issue of new super short-term notes (the “**New Super Short-term Notes**”) with an aggregate maximum principal amount not exceeding RMB4,000,000,000 and to issue such New Super Short-term Notes during 2 years from the completion of the registration at the NAFMII (the “**Effective Period**”) on a rolling basis in either one or multiple tranches be hereby approved;
 - (b) the aggregate maximum principal amount of the New Super Short-term Notes to be issued by the Company pursuant to the approval granted in paragraph (a) above shall not exceed RMB4,000,000,000 at any time during the Effective Period;
 - (c) the maturity of each tranche of the issue shall be not more than 270 days from the date of issue;
 - (d) the target investors of the issue of the New Super Short-term Notes shall only be domestic institutional investors of the PRC inter-bank bond market (other than those who are prohibited from participation in accordance with the laws and regulations of the PRC);
 - (e) the interest rate shall be determined by reference to the condition of the inter-bank bond market at the time of issue of each tranche of the issue through bookbuilding processes;
 - (f) the net proceeds of each tranche of the issue of the New Super Short-term Notes shall be intended to be used primarily for supplementing the Group’s liquidity and repayment of the Group’s bank loans so as to satisfy the working capital requirements of the Group’s business operations and investment projects and lower the finance costs.
- (2) (a) (i) any one or more of the directors of the Company be and is/are hereby authorised to determine the specific terms and conditions and other relevant matters in relation to the issue of the New Super Short-term Notes including, without limitation, the timing of issue, the principal amount and interest rate of each tranche of issue, the underwriting institutions of issue as well as the number of tranches of issue; and (ii) the Chairman of the Company be and is hereby authorised to do all such acts and thing and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms and conditions of each tranche of the issue of the New Super Short-term Notes, provided that the Chairman and the directors of the Company shall only exercise the above powers in accordance with the Company Law of the PRC, the Listing Rules and the Articles of Association and only if all necessary approvals from the NAFMII and/or other relevant PRC government authorities are obtained;

NOTICE OF ANNUAL GENERAL MEETING

AS ORDINARY RESOLUTION

10. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 3 per cent or more of the shares of the Company carrying the right to vote at the AGM.

By order of the Board
Xiamen International Port Co., Ltd
Cai Changzhen
Joint Company Secretary

Xiamen, the PRC, 27 April 2018

As at the date of this notice, the executive directors of the Company are Mr. Cai Liqun, Mr. Fang Yao, Mr. Chen Zhaohui and Mr. Ke Dong; the non-executive directors of the Company are Mr. Chen Zhiping, Mr. Fu Chengjing, Mr. Huang Zirong and Ms. Bai Xueqing; and the independent non-executive directors of the Company are Mr. Liu Feng, Mr. Lin Pengjiu, Mr. You Xianghua, Mr. Jin Tao and Mr. Ji Wenyuan.

Notes:

1. Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for each of the resolutions proposed at the AGM pursuant to the Articles of Association.
2. **Closure of Register of Members and Eligibility for Attending the AGM**

Shareholders are advised that the Registers of Members of the Company will be closed from Wednesday, 16 May 2018 to Friday, 15 June 2018 (both days inclusive). Shareholders whose names appear on the Register of Members of the Company on Wednesday, 16 May 2018 are entitled to attend the AGM. Holders of H Shares of the Company who wish to attend the AGM are required to lodge all transfer documents together with the relevant share certificates at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 15 May 2018.

Closure of Register of Members and Ascertaining of Eligibility for the Proposed Final Dividend

The Board has recommended the payment of a final dividend of RMB3.5 cents per share (tax inclusive) for the year ended 31 December 2017 and, if such final dividend is approved by the Shareholders at the AGM, is expected to be paid around 31 July 2018 to those Shareholders whose names appear on the Register of Members of the Company on Wednesday, 27 June 2018. The Register of Members of H Shares of the Company will be closed from Friday, 22 June 2018 to Wednesday, 27 June 2018 (both days inclusive) for the purpose of ascertaining the Company's Shareholders' entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 21 June 2018.

3. Pursuant to the Law on Corporate Income Tax of the PRC and its implementing regulations and other relevant rules which came into effect in 2008, the Company is required to withhold corporate income tax at the rate of 10% before distributing any dividend to non-resident enterprise (such term shall have the meaning as defined under the Tax Law of the PRC) Shareholders whose names appear on the Register of Members of H Shares of the Company on Wednesday, 27 June 2018.

All investors should carefully consider the contents of the relevant announcement published by the Company on 17 April 2009 carefully.

NOTICE OF ANNUAL GENERAL MEETING

4. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
6. In order to be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board of the Company for holders of Domestic Shares and at the H Share Registrar of the Company for holders of H Shares not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the meeting if he/she so wishes. The name and address of the H Share Registrar of the Company is set out in note 2 above.
7. Shareholders who intend to attend the AGM in person or by proxy should return the confirmation slip to the Company's principal place of business in the PRC or Hong Kong on or before Saturday, 26 May 2018 by hand, by post or by fax. The Company's principal place of business in PRC is at 22nd Floor, No. 31 Donggang North Road, Xiamen, the PRC (Tel: 86-592-5829478, Fax: 86-592-5653378/86-592-5613177). The Company's principal place of business in Hong Kong is at 36/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (Tel: 852-35898899, Fax: 852-35898555).
8. The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents.
9. A circular containing, inter alia, details of certain proposals at the AGM will be despatched to Shareholders on the same date of this notice of the AGM.

* *For identification purpose only*