



**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)

**PROXY FORM FOR USE**  
**AT THE ANNUAL GENERAL MEETING TO BE HELD ON 15 JUNE 2018**

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of (address) \_\_\_\_\_, being the shareholder(s) of Xiamen International Port Co., Ltd (the "Company") holding \_\_\_\_\_ H Shares/Domestic Shares<sup>(Note 2)</sup>, hereby appoint the Chairman of the Meeting or<sup>(Note 3)</sup> \_\_\_\_\_ of (address) \_\_\_\_\_ as my/our proxy to attend and vote for and on my/our behalf in respect of the resolutions set out in the notice of the Annual General Meeting ("AGM") at the AGM 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 or at any adjournment thereof as indicated hereunder or, if no such indication is given, as the proxy thinks fit. Unless otherwise indicated, capitalized 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.

<b>Ordinary Resolutions</b> <sup>(Note 4)</sup>		<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
1.	To consider and approve the report of the board of directors of the Company 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 the supervisors of the Company for the year ended 31 December 2017.		
<b>Special Resolutions</b> <sup>(Note 4)</sup>		<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
7.	To consider and approve the amendments to the articles of association of the Company as set out in item 7 of the notice of the AGM.		
8.	(A) To consider and approve the application by the Company to the China Securities Regulatory Commission ("CSRC") for the registration of the issue of New Corporate Bonds in the PRC within 2 years from the approval by the CSRC; and (B) to authorize the Board or any person(s) authorized by the Board to, inter alia, determine the terms and conditions and other relevant matters in relation to such issue as set out in item 8 of the notice of the AGM.		
9.	(A) To consider and approve 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*) ("NAFMII") for the registration of the issue of New Super Short-term Notes in the PRC within 2 years from the completion of the registration at the NAFMII; and (B) to authorize one or more of the directors of the Company to, inter alia, determine the terms and conditions and other relevant matters in relation to such issue as set out in item 9 of the notice of the AGM.		
<b>Ordinary Resolution</b> <sup>(Note 4)</sup>		<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
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.		

Date: \_\_\_\_\_ 2018 Signature(s): \_\_\_\_\_

**Notes:**

- Full name(s) (in Chinese or English) and address(es) as shown in the register of members of the Company to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares to which this proxy form relates registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s). Please also delete the class of shares inapplicable (Domestic Share or H Share).
- If you wish to appoint any person other than the Chairman of the AGM as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy you duly appointed. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. Any alterations made in this proxy form should be initiated by the person who signs it.
- The description of these resolutions is by way of summary only. The full text appears in the notice of the AGM of the Company for the year 2017.
- IMPORTANT:** Please indicate with a "✓" in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against. If no direction is given, the proxy is entitled to vote or abstain as he/she thinks fit. Unless otherwise directed in the proxy form, the proxy is also entitled to vote as he/she thinks fit for any resolution duly submitted to the meeting in addition to those set out in the notice of the AGM.
- This proxy form must be signed by you or your attorney duly authorised in writing, or under the Common Seal or the hand of a director or an attorney duly authorised to sign the proxy form in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorisation document giving such authorisation shall be notarised.
- In cases of joint holders of a share, any one of such holders is entitled to vote at the AGM either in person or by proxy, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the AGM personally or by proxy.
- To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 24 hours before the time appointed for holding the AGM or any of its adjournments (as the case may be) at the Secretariat to the Board of the Company for Domestic Shareholders, or at Computershare Hong Kong Investor Services Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders.
- The AGM is expected to last half a day. Members attending the AGM shall take care of their own travel and lodging expenses. Members or their proxies attending the AGM must produce their identification documents.

\* For identification purpose only