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**Qingdao Port International Co., Ltd.**

**青島港國際股份有限公司**

*(A joint stock company established in the People's Republic of China with limited liability)*

**(Stock Code: 06198)**

**ELECTION AND APPOINTMENT OF VICE CHAIRMAN AND MEMBER OF  
REMUNERATION COMMITTEE  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES**

**ELECTION AND APPOINTMENT OF VICE CHAIRMAN AND MEMBER OF  
REMUNERATION COMMITTEE**

The board of directors (the “**Board**”) of the Qingdao Port International Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that on 26 April 2018, Mr. JIAO Guangjun was elected and appointed as the vice chairman of the Board of the second session as well as a member of the remuneration committee of the Board with a term ending on the expiry of the term of the second session of the Board.

Biographical details of Mr. JIAO Guangjun are set out as follows:

**Mr. JIAO Guangjun (焦廣軍)**, aged 51, is a bachelor of Wuhan Water Transportation Engineering College (武漢水運工程學院) (now known as Wuhan University of Technology (武漢理工大學)) and a senior engineer. He joined the Qingdao Port Authority (青島港務局), which is now the Qingdao Port (Group) Co., Ltd., in July 1988, and has joined the Company since November 2013. He currently serves as the president, an executive Director, a member of Strategy and Development Committee and the chief safety officer of the Company, the chairman of Qingdao Port Technology Co., Ltd. (青島港科技有限公司) as well as the chairman of Qingdao Port Tongze Trading Co., Ltd. (青島港通澤商貿有限公司). He served as a manager of Yougang Company (油港公司) of Qingdao Port Authority, a news center officer, a head of safety and technology department, an assistant to the president and a vice president of Qingdao Port (Group) Co., Ltd. and a vice president of the Company. Mr. JIAO has over 29 years of working experience in the port industry, and is experienced in managing large-scale port enterprises.

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES**

The Board is also pleased to announce that on 26 April 2018, it has resolved to, among other things, propose to seek approval by way of special resolution for the proposed amendments to the articles of association of the Company (the “**Articles of Associations**”) (the “**Proposed Amendments to the Articles of Association**”) from its shareholders (“**Shareholders**”) at the 2017 annual general meeting of the Company (the “**AGM**”) to be held on 6 June 2018. The Proposed Amendments to the Articles of Association are to further improve the corporate governance of the Company and to adapt to the needs of the Company’s business development, and in line with the practical situation of the Company and regulatory requirements currently in force, which are in the best interests of the Company and the Shareholders as a whole. In the meantime, the Board also resolved to make corresponding amendments to the rules of procedures of the Board of the Company (the “**Rules of Procedures**”) (the “**Proposed Amendments to the Rules of Procedures**”).

Details of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures are set out as follows:

Existing Provisions	Amended Provisions
<b>PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION</b>	
<p><b>Article 94</b></p> <p>The Company shall have a board of directors (the “<b>Board</b>”), consisting of 9 directors, including 3 independent non-executive directors. The Company’s board of directors shall have one chairman and various vice chairmen.</p>	<p><b>Article 94</b></p> <p>The Company shall have a board of directors (the “<b>Board</b>”), consisting of <u>7 to 9</u> directors, including 3 independent non-executive directors. The Company’s board of directors shall have one chairman and various vice chairmen.</p>
<b>PROPOSED AMENDMENTS TO RULES OF PROCEDURES</b>	
<p><b>Article 5</b></p> <p>The board of directors (the “<b>Board</b>”) of the Company consists of 9 directors, including 3 independent non-executive directors. The Board shall have one chairman and various vice chairmen.</p> <p>.....</p>	<p><b>Article 5</b></p> <p>The board of directors (the “<b>Board</b>”) of the Company consists of <u>7 to 9</u> directors, including 3 independent non-executive directors. The Board shall have one chairman and various vice chairmen.</p> <p>.....</p>

**PROPOSED AMENDMENTS AFTER A SHARE OFFERING**

We refer to the supplemental circular of the Company dated 13 June 2017 and the poll results announcement of the Company dated 28 June 2017 in relation to, among other things, the proposed amendments to the Articles of Association and the Rules of Procedures in respect of the proposed A share offering of the Company. In order to reflect the above-mentioned Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures, the Board also proposed to amend the Articles of Association and the Rules of Procedures which shall apply after the proposed A share offering, subject to the approval by way of special resolutions at the AGM, and shall take effect on the date of offering and listing of the A share (the “**Proposed Amendments after A Share Offering**”).

Details of the Proposed Amendments after A Share Offering are set out as follows:

Original Provisions	Amended Provisions
<b>PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AFTER A SHARE OFFERING</b>	
<p><b>Article 128</b> The Company shall have a board of directors (the “<b>Board</b>”), consisting of 9 directors, including 3 independent directors. The Company’s board of directors shall have one chairman and various vice chairmen.</p>	<p><b>Article 128</b> The Company shall have a board of directors (the “<b>Board</b>”), consisting of <u>7 to 9</u> directors, including 3 independent directors. The Company’s board of directors shall have one chairman and various vice chairmen.</p>
<b>PROPOSED AMENDMENTS TO RULES OF PROCEDURES AFTER A SHARE OFFERING</b>	
<p><b>Article 5</b> The board of directors (the “<b>Board</b>”) of the Company consists of 9 directors, including 3 independent directors. The Board shall have one chairman and various vice chairmen. .....</p>	<p><b>Article 5</b> The board of directors (the “<b>Board</b>”) of the Company consists of <u>7 to 9</u> directors, including 3 independent directors. The Board shall have one chairman and various vice chairmen. .....</p>

The Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures shall come into effect upon the approval from Shareholders at the AGM. The Proposed Amendments after A Share Offering are subject to the approval from Shareholders at the AGM and shall take effect on the date of offering and listing of the A share. The Company confirms that the Proposed Amendments to the Articles of Association, the Proposed Amendments to the Rules of Procedures and the Proposed Amendments after A Share Offering will not affect the existing business and operation of the Group. The Proposed Amendments to the Articles of Association, the Proposed Amendments to the Rules of Procedures and the Proposed Amendments after A Share Offering are written in Chinese without an official English version, therefore, any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.

By order of the Board  
**Qingdao Port International Co., Ltd.**  
**ZHENG Minghui**  
*Chairman*

Qingdao, the PRC, 26 April 2018

*As at the date of this announcement, the Executive directors of the Company are Mr. ZHENG Minghui, Mr. JIAO Guangjun and Ms. JIANG Chunfeng; the Non-executive directors are Mr. ZHANG Wei and Mr. MA Baoliang; and the Independent Non-executive directors are Mr. WANG Yaping, Mr. CHAU Kwok Keung and Mr. YANG Qiulin.*