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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)

**CHANGE IN JOINT COMPANY SECRETARY
CHANGE IN AUTHORISED REPRESENTATIVE
AND
APPOINTMENT OF ALTERNATE AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of Xiamen International Port Co., Ltd (the “**Company**”) announces that with effect from 18 April 2016:

- (i) Mr. Yang Hongtu (“**Mr. Yang**”) has ceased to act as the following due to his change in employment:
 - (a) a joint company secretary of the Company;
 - (b) pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), an authorised representative of the Company; and
 - (c) a deputy general manager of the Company.
- (ii) Mr. Cai Changzhen (“**Mr. Cai**”) has been appointed as:
 - (a) a joint company secretary of the Company in addition to Ms. Mok Ming Wai (“**Ms. Mok**”), the other joint company secretary of the Company; and
 - (b) pursuant to the Listing Rules, an authorised representative of the Company.

Upon the said appointments, (i) the two authorised representatives of the Company under the Listing Rules are Mr. Chen Zhaohui (“**Mr. Chen**”) and Mr. Cai; and (ii) Ms. Mok continues to be the alternate authorised representative of the Company for the said authorised representatives (currently Mr. Chen and Mr. Cai).

The Board further announces that the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of

Mr. Cai as a joint company secretary, who currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules.

CHANGE IN JOINT COMPANY SECRETARY AND CHANGE IN AUTHORISED REPRESENTATIVE

The Board announces that with effect from 18 April 2016:

- (i) Mr. Yang has ceased to act as the following due to his change in employment:
 - (a) a joint company secretary of the Company;
 - (b) pursuant to the Listing Rules, an authorised representative of the Company; and
 - (c) a deputy general manager of the Company.

- (ii) Mr. Cai has been appointed as:
 - (a) a joint company secretary of the Company in addition to Ms. Mok, the other joint company secretary of the Company; and
 - (b) pursuant to the Listing Rules, an authorised representative of the Company.

Upon the said appointments, (i) the two authorised representatives of the Company under the Listing Rules are Mr. Chen and Mr. Cai; and (ii) Ms. Mok continues to be the alternate authorised representative of the Company for the said authorised representatives (currently Mr. Chen and Mr. Cai).

Mr. Cai Changzhen, aged 44, currently is a deputy officer of the Board Secretariat and a deputy officer of the Office of the Company. Mr. Cai graduated from the Faculty of Law of Xiamen University with a bachelor's degree in law in July 1995. From September 1993 to July 1995, he studied in the evening session of Xiamen University and graduated with a second major in business administration. From October 1998 to May 2002, he studied in the graduate training course offered by the Faculty of Business Administration of the Graduate School of Xiamen University and graduated with a master's degree in management. In July 1997 he was admitted as a lawyer by the Chinese Ministry of Justice and is currently an economist. From July 1995 to June 1998, he was the secretary of the Office of Xiamen Harbour Bureau, and from June 1998 to March 2004 he was the secretary of the Office of Xiamen Port (Group) Co., Ltd. From March 2004 to September 2006, he was the secretary of the Board Secretariat and the Affairs Department of the Company, during which he participated in the Company's asset reorganization and listing projects. From September 2006 to November 2014, he was the deputy manager of the Affairs Department of the Company and primarily assisted the Board Secretary. He has been a deputy officer of the Board Secretariat and a deputy officer of the Office of the Company since November 2014.

Ms. Mok, the other joint company secretary of the Company, will assist Mr. Cai in his discharge of duties as a joint company secretary of the Company. Ms. Mok is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. She has over 20 years of professional and in-house experience in company secretarial field. She is a director and the head of listing services department of KCS Hong Kong Limited, a company providing a range of corporate

accounting and corporate secretarial services in Hong Kong. Ms. Mok meets the requirements of a company secretary under Rules 3.28 and 8.17 of the Listing Rules.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Cai currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied, and the Stock Exchange has granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Cai as a joint company secretary of the Company for a period of three years from the date of the said appointment (the “**Waiver Period**”) on condition that the Company engages Ms. Mok, as the other joint company secretary of the Company, who is able to fully comply with the requirements set out under Note 1 to Rule 3.28 of the Listing Rules, to assist Mr. Cai and enable him to acquire the relevant experience to discharge the functions of a company secretary during the Waiver Period as required under Note 2 to Rule 3.28 of the Listing Rules (the “**Waiver**”). The Waiver will be revoked immediately when Ms. Mok ceases to be a joint company secretary of the Company.

Upon the expiry of the Waiver Period, the Company will further evaluate Mr. Cai’s qualifications and experience and liaise with the Stock Exchange to revisit this situation in the expectation that the Company should then be able to demonstrate to the Stock Exchange’s satisfaction that Mr. Cai has been acting as a company secretary for over three years under the assistance of Ms. Mok and will have acquired the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules, so that a further waiver will not be necessary.

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

Xiamen, PRC, 18 April 2016

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. Lin Pengjiu, Mr. You Xianghua, Mr. Jin Tao and Mr. Ji Wenyuan.

** For identification purpose only*