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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
OF 2015 HELD ON 6 JUNE 2016
AND
ELECTION OF DIRECTORS AND SUPERVISORS
IN THE SECOND SESSION**

The board of Directors (the “**Board**”) of Qingdao Port International Co., Ltd. (the “**Company**”) is pleased to announce that the annual general meeting (the “**AGM**”) was held at 10:00 a.m. on Monday, 6 June 2016 at the Multi-Function Room, Hongyu Hotel, No. 3 Shanghe Road, City North District, Qingdao, Shandong Province, the People’s Republic of China (the “**PRC**”). The AGM was chaired by Mr. ZHENG Minghui, an executive Director of the Company and the chairman of the Board. The holding of the AGM was in compliance with the relevant requirements of the Company Law of the PRC and the Articles of Association.

We refer to the circular dated 11 April 2016 (the “**Circular**”) and the supplemental circular dated 21 May 2016 (the “**Supplemental Circular**”) of the Company in relation to, among other things, (1) the continuing connected and discloseable transactions in relation to the provision and receipt of financial services; (2) the amendments to the Articles of Association; (3) the election of Directors and Supervisors in the second session; and (4) the proposed change of the international auditor of the Company and the proposed appointment of the auditor of the Company. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

As at the date of the AGM, the total number of issued Shares of the Company was 4,778,204,000 Shares, comprising 3,922,179,000 domestic Shares and 856,025,000 H Shares (as defined in the Articles of Association), which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM, except for the ordinary resolutions numbered 16 and 17 in relation to the Financial Services Framework Agreements. There were no Shares entitling the Shareholders to attend and abstain from voting in favor at the AGM as set out in Rule 13.40 of the Listing Rules.

As stated in the Circular, QDP and its associates, holding 3,522,179,000 Shares or a 73.7% equity interest in the Company as at the date of the AGM, are required to abstain, and have abstained from voting on relevant resolutions in relation to the Financial Services Framework Agreements and the transactions contemplated thereunder at the AGM.

Shareholders and duly authorised proxies, holding a total of 4,426,082,407 Shares and representing approximately 92.6307% of the total number of issued Shares, were present at the AGM. The resolutions at the AGM were put to vote by way of poll.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the following resolutions have been duly passed at the AGM and the details of the poll results are as follows:

No.	Special Resolutions	Number of Votes (percentage of total number of votes cast)		
		For	Against	Abstain
1.	To consider and to authorise the granting of a general mandate to the Board to issue domestic Shares and H Shares	4,352,537,000 (98.3384%)	73,545,407 (1.6616%)	0 (0%)
2.	To consider and to authorise the granting of a general mandate to the Board to issue domestic and foreign Debt Financing Instruments	4,426,082,407 (100%)	0 (0%)	0 (0%)

3.	To consider and to approve the proposed amendments to the articles of association of the Company in relation to the expansion of the Company's scope of operation and the change of the accounting standard of the international financial statements of the Company	4,426,082,407 (100%)	0 (0%)	0 (0%)
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As more than two-thirds of the votes were cast in favor of the each of the resolutions numbered 1 to 3, these resolutions were duly passed as special resolutions.

No.	Ordinary Resolutions	Number of Votes (percentage of total number of votes cast)		
		For	Against	Abstain
4.	To consider and approve the annual report of the Company for the year 2015	4,426,082,407 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the work report of the Board for the year 2015	4,426,082,407 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the report of the Supervisory Committee for the year 2015	4,426,082,407 (100%)	0 (0%)	0 (0%)
7.	To consider and approve:			
	a) the re-election of Mr. ZHENG Minghui as an executive director of the Company, to authorise Mr. JIAO Guangjun to sign the relevant service contract on behalf of the Company with Mr. ZHENG Minghui and to determine his remuneration with reference to the recommendation of the Board	4,419,775,977 (99.8575%)	6,306,430 (0.1425%)	0 (0%)
	b) the re-election of Mr. CHENG Xinnong as a non-executive director of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. CHENG Xinnong and to determine his remuneration with reference to the recommendation of the Board	4,426,082,407 (100%)	0 (0%)	0 (0%)

c) the re-election of Mr. JIAO Guangjun as an executive director of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. JIAO Guangjun and to determine his remuneration with reference to the recommendation of the Board	4,426,082,407 (100%)	0 (0%)	0 (0%)
d) the election of Mr. ZHANG Qingcai as a non-executive director of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. ZHANG Qingcai and to determine his remuneration with reference to the recommendation of the Board	4,426,082,407 (100%)	0 (0%)	0 (0%)
e) the re-election of Ms. JIANG Chunfeng as an executive director of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Ms. JIANG Chunfeng and to determine her remuneration with reference to the recommendation of the Board	4,426,082,407 (100%)	0 (0%)	0 (0%)
f) the re-election of Mr. WANG Yaping as an independent non-executive director of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. WANG Yaping and to determine his remuneration with reference to the recommendation of the Board	4,426,082,407 (100%)	0 (0%)	0 (0%)
g) the re-election of Mr. CHAU Kwok Keung as an independent non-executive director of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. CHAU Kwok Keung and to determine his remuneration with reference to the recommendation of the Board	4,419,775,977 (99.8575%)	6,306,430 (0.1425%)	0 (0%)

	h) the re-election of Mr. YANG Qiulin as an independent non-executive director of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. YANG Qiulin and to determine his remuneration with reference to the recommendation of the Board	4,426,082,407 (100%)	0 (0%)	0 (0%)
	To consider and approve:			
	a) the re-election of Mr. FU Xinmin as a supervisor of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. FU Xinmin, and to determine his remuneration with reference to the recommendation of the Supervisory Committee	4,419,775,977 (99.8575%)	6,306,430 (0.1425%)	0 (0%)
8.	b) the re-election of Mr. CHI Dianmou as a supervisor of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. CHI Dianmou, and to determine his remuneration with reference to the recommendation of the Supervisory Committee	4,426,082,407 (100%)	0 (0%)	0 (0%)
	c) the re-election of Mr. LI Xuxiu as a supervisor of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. LI Xuxiu, and to determine his remuneration with reference to the recommendation of the Supervisory Committee	4,426,082,407 (100%)	0 (0%)	0 (0%)

	d) the re-election of Mr. LIU Dengqing as a supervisor of the Company, to authorise the chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. LIU Dengqing, and to determine his remuneration with reference to the recommendation of the Supervisory Committee	4,426,082,407 (100%)	0 (0%)	0 (0%)
9.	To consider and approve the remuneration plan of the Directors for the year 2016	4,426,082,407 (100%)	0 (0%)	0 (0%)
10.	To consider and approve the remuneration plan of the Supervisors for the year 2016	4,426,082,407 (100%)	0 (0%)	0 (0%)
11.	To consider and approve the audited financial statements of the Company for the year ended 31 December 2015	4,426,082,407 (100%)	0 (0%)	0 (0%)
12.	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2015	4,426,082,407 (100%)	0 (0%)	0 (0%)
13.	To consider and approve the investment budget plan of the Company for the year 2016	4,426,082,407 (100%)	0 (0%)	0 (0%)
14.	To consider and approve the change of the international auditor of the Company and the cessation of re-appointment of PricewaterhouseCoopers	4,426,082,407 (100%)	0 (0%)	0 (0%)
15.	To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian LLP as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix its remuneration	4,426,082,407 (100%)	0 (0%)	0 (0%)

16.	To consider and approve the Financial Services Framework Agreement I and the continuing connected transactions (including the Proposed Financial Services Annual Caps I) contemplated thereunder	830,358,000* (91.8636%)	73,545,407* (8.1364%)	0* (0%)
17.	To consider and approve the Financial Services Framework Agreement II and the continuing connected transactions (including the Proposed Financial Services Annual Caps II) contemplated thereunder	830,358,000* (91.8636%)	73,545,407* (8.1364%)	0* (0%)
As more than half of the votes were cast in favor of each of the resolutions numbered 4 to 17, these resolutions were duly passed as ordinary resolutions.				

**excluding shares held by QDP and its associates, which are required to abstain from voting on resolutions 16 and 17.*

Save as disclosed in the announcement of the Company dated 27 January 2016, as at the date of this announcement, the Company does not have any current plans to issue new Shares and Debt Financing Instruments pursuant to the general mandate granted under the special resolutions numbered 1 and 2 passed at the AGM.

SCRUTINEER

In compliance with the requirements of the Listing Rules, PricewaterhouseCoopers (“**PricewaterhouseCoopers**”), the Company’s auditor, acted as the scrutineer for counting of votes at the AGM.

As the scrutineer, PricewaterhouseCoopers’s work was limited to certain procedures requested by the Company to review if the poll results summary prepared by the Company is consistent with the voting forms collected and provided by the Company to PricewaterhouseCoopers. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or voting rights.

DISTRIBUTION DATE OF FINAL DIVIDEND

The Board wishes to inform the Shareholders that details of the payment of a final dividend for the year ended 31 December 2015 are as follows:

The Company will pay a final dividend of RMB139.08 per 1,000 Shares (tax inclusive) for the year ended 31 December 2015 to the Shareholders whose name appear on the registers of members of the Company on Friday, 17 June 2016. Dividends will be denominated and declared in RMB. Dividends on the Company's domestic Shares will be paid in RMB and dividends on the Company's H Shares will be paid in Hong Kong dollars. The applicable exchange rate for the purpose of the payment of the final dividend is HK\$1.00 = RMB0.8468, being the average mid-point rate published by the People's Bank of China on the website for the period of five working days immediately prior to the date of the declaration of dividend. Accordingly, the final dividend on the H Shares of the Company is HK\$ 164.24 per 1,000 Shares (tax inclusive).

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will pay to such Receiving Agent the final dividend declared for payment to holders of H Shares. The final dividend will be paid by the Receiving Agent and relevant cheques will be dispatched by the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, before 5 August 2016 to holders of H Shares entitled to receive such dividend by ordinary post at their own risk.

The Company will withhold for payment of the income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and strictly based on what has been registered on the Company's register of members for H Shares on 17 June 2016. For more information about the withholding tax, please refer to the announcement of the Company dated 18 March 2016.

ELECTION OF DIRECTORS AND SUPERVISORS IN THE SECOND SESSION

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that the appointment of Mr. ZHENG Minghui, Mr. JIAO Guangjun and Ms. JIANG Chunfeng as executive Directors, the appointment of Mr. CHENG Xinnong and Mr. ZHANG Qingcai as non-executive Directors, the appointment of Mr. WANG Yaping, Mr. CHAU Kwok Keung and Mr. YANG Qiulin as independent non-executive

Directors and the appointment of Mr. FU Xinmin, Mr. CHI Dianmou, Mr. LI Xuxiu and Mr. LIU Dengqing as Supervisors became effective on 6 June 2016. The above-mentioned Directors and Supervisors, together with the employee representative Director and the employee representative Supervisors elected at the employee representative meeting of the Company held on 4 March 2016, constitute the Board and the Supervisory Committee in the second session, respectively.

Immediately after the conclusion of the AGM, the Board held a board meeting and approved the appointment of Mr. ZHANG Qingcai as a member of the Strategy and Development Committee and the Audit Committee of the Board.

Please refer to the announcement of the Company dated 18 March 2016 for the biographical details of the above Directors and Supervisors. As at the date of this announcement, there has been no change to such information.

Pursuant to the Company Law of the PRC and applicable laws and regulations of the PRC, the Company will enter into a service contract with each of the above Directors and Supervisors for a term commencing upon the approval from the Shareholders at the AGM and expiring on the date of conclusion of the term of office of the second session of the Board and the Supervisory Committee. Their remunerations are set out as follows:

Remunerations of Directors

Mr. ZHENG Minghui, Mr. CHENG Xinnong and Mr. ZHANG Qingcai will not receive their directors' emoluments during their terms of offices as the Directors (save and except for other allowances).

Mr. JIAO Guangjun and Ms. JIANG Chunfeng will receive their respective director's emolument with reference to their respective duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions, which will be composed of two parts: basic salaries and performance-based salaries subject to their respective performance appraisal. The basic salaries of Mr. JIAO Guangjun will be no less than RMB90,000 per annum and the basic salaries of Ms. JIANG Chunfeng will be no less than RMB200,000 per annum.

Mr. WANG Yaping, Mr. CHAU Kwok Keung and Mr. YANG Qiulin are entitled to receive their after-tax directors' remuneration of RMB150,000, RMB180,000 and RMB150,000 per annum (paid semi-annually, the Company will withhold and pay the individual income tax), respectively, which were determined by the Board with reference to their duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions.

Remunerations of Supervisors

Mr. FU Xinmin and Mr. CHI Dianmou will not receive their Supervisors' emoluments during their terms of offices (save and except for other allowances).

Mr. LI Xuxiu and Mr. LIU Dengqing are entitled to an after-tax remuneration of RMB80,000 per annum (paid semi-annually, the Company will withhold and pay the individual income tax), respectively, which are determined by the Supervisory Committee with reference to their respective duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, the above Directors and Supervisors currently do not, nor did they in the past three years, hold director positions in any listed companies or any other positions in the Company and its subsidiaries. The above Directors and Supervisors do not have any relationship with any directors, supervisors, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, other than disclosed above, the above Directors and Supervisors do not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders.

RETIREMENT OF NON-EXECUTIVE DIRECTOR

The Board also wishes to announce that, as disclosed in the announcement of the Company dated 18 March 2016, Mr. SUN Yafei (“**Mr. Sun**”) has retired as a non-executive Director and a member of the Strategy and Development Committee and the Audit Committee of the Board with effect from 6 June 2016.

The Company wishes to thank Mr. Sun for his valuable contribution to the Company during his terms of service as a non-executive Director. Mr. Sun has confirmed that, as of the date of this announcement, he had no disagreement with the Board and there were no other matters relating to his retirement that need to be brought to the attention of the Shareholders.

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

Qingdao, the PRC, 6 June 2016

As at the date of this announcement, the Executive Directors of the Company are ZHENG Minghui, JIAO Guangjun and JIANG Chunfeng; the Non-executive Directors are CHENG Xinnong, MA Baoliang and ZHANG Qingcai; and the Independent Non-executive Directors are WANG Yaping, CHAU Kwok Keung and YANG Qiulin.