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秦 皇 島 港 股 份 有 限 公 司
QINHUANGDAO PORT CO., LTD.*

(a joint stock limited liability company incorporated in the People's Republic of China)
(Stock Code: 03369)

I. POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING;

**II. CHANGE OF COMPANY SECRETARY AND
AUTHORIZED REPRESENTATIVE; AND**

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

Reference is made to the circular (the “**Circular**”) of Qinhuangdao Port Co., Ltd. (the “**Company**”) dated 8 November 2023 in relation to the extraordinary general meeting (the “**EGM**”). Unless otherwise indicated, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

I. POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The EGM was held at 10:00 a.m. on Friday, 24 November 2023 at the Small Conference Room, the South Building of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC. All resolutions proposed at the EGM were taken by poll.

As at the date of the EGM, the total number of issued Shares of the Company was 5,587,412,000 Shares, being the total number of Shares entitling the holders to attend the EGM and vote on the proposed resolutions at the EGM. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the EGM. No Shareholder was required to abstain from voting on any proposed resolutions at the EGM.

A total of 10 Shareholders and authorized proxies holding 4,056,462,924 Shares, which include 3,956,626,408 A Shares and 99,836,516 H Shares, representing 72.600032% of the total number of issued Shares of the Company, were present at the EGM.

The EGM was convened by the Board of Directors and chaired by Mr. ZHANG Xiaoqiang, the Chairman of the Board of the Company. Directors, including Mr. NIE Yuzhong, Mr. GAO Feng, Mr. LI Yingxu, Ms. XIAO Xiang, Mr. CHEN Ruihua, Mr. XIAO Zuhe, Mr. ZHAO Jinguang, and Ms. ZHU Qingxiang attended the EGM.

The convening of and the procedures for holding the EGM and the voting procedures at the EGM were in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company.

The poll results in respect of the ordinary resolutions proposed at the EGM are as follows:

| ORDINARY RESOLUTIONS | | NUMBER OF VOTES AND PERCENTAGE (%) | | |
|----------------------|---|------------------------------------|-------------------------|---------------------|
| | | FOR | AGAINST | ABSTAIN |
| 1. | The resolution regarding the purchase of liability insurance for the Directors, Supervisors and senior management of the Company. | 4,056,390,824 99.998223% | 2,100 0.000051% | 70,000 0.001726% |
| 2. | The resolution regarding the amendment to the Terms of Reference for Independent Directors of Qinhuangdao Port Co., Ltd.*. | 4,033,327,508 99.429665% | 23,133,916 0.570298% | 1,500 0.000037% |

As more than half of the total number of Shares held by the Shareholders who attended and voted on the relevant resolutions at the EGM were cast in favour of the above ordinary resolutions, the above resolutions were duly passed.

The Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

II. CHANGE OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE

(I) Resignation of Company Secretary and Authorized Representative

The Board hereby announces that due to the personal work redeployment, Mr. ZHANG Nan (“**Mr. ZHANG**”) has resigned as (i) the company secretary of the Company (the “**Company Secretary**”); and (ii) the authorized representative of the Company under Rule 3.05 of the Listing Rules of the Stock Exchange (the “**Authorized Representative**”), with effect from the date of this announcement.

Mr. ZHANG has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange or the Shareholders of the Company.

(II) Appointment of Joint Company Secretaries

The Board is pleased to announce that Mr. TIAN Hongwei (“**Mr. TIAN**”) and Mr. CHU Hon Leung (“**Mr. CHU**”) have been appointed as joint company secretaries of the Company, with effect from the date of this announcement.

The biographical details of Mr. TIAN are set out in Appendix I to this announcement.

The biographical details of Mr. CHU are set out in Appendix II to this announcement.

(III) Appointment of Authorized Representatives

The Board is pleased to announce that Mr. TIAN and Mr. GAO Feng (“**Mr. GAO**”), an executive Director of the Company, have been appointed concurrently as authorized representatives of the Company, with effect from the date of this announcement.

The biographical details of Mr. GAO are set out in Appendix III to this announcement.

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

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

Mr. CHU is qualified as a company secretary under Rule 3.28 of the Listing Rules. Although Mr. TIAN does not possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules, the Board has considered the following, among others:

(I) the Company’s principal business activities primarily outside Hong Kong

The Company is a joint stock limited liability company incorporated in the PRC, the H shares of which are listed on the main board of the Stock Exchange, the A shares of which are listed on the SSE.

The Company and its Subsidiaries (the “**Group**”) operations are principally located in the Hebei Province, the PRC, and its head office is located in the city of Qinhuangdao, which has imposed difficulties to the Company on finding a company secretary who possesses day-to-day knowledge of the Company’s affairs and at the same time the acceptable qualification or relevant experience under the Rule 3.28. Therefore, the Company prefers to appoint Mr. TIAN, who is with special knowledge in the laws and regulations of PRC and the experience relevant to the Company’s operation, as the company secretary of the Company.

(II) Mr. TIAN’s appointment is in the best interests of the Company

Mr. TIAN is currently the minister of the Company’s business management department and the minister of the legal and risk-control department, and is responsible for supervising the Company’s legal and risk-control affairs. He has in aggregate served the Company for over 8 years, and has developed a close working relationship with the Board and the management of the Company in an effective and efficient manner.

From September 2012 to February 2017, Mr. TIAN served as the minister of the Company’s democratic management of trade union organizations department and the minister of the Company’s democratic management of the economy department. From May 2020 to November 2022, he rejoined the Company and worked at the Company’s business management department as the vice minister. Since November 2022, Mr. TIAN was appointed as the minister of the Company’s business management department and the minister of the legal and risk-control department.

Besides, prior to joining the Company and from 2017 to 2020, Mr. TIAN worked for Hebei Port Group Co., Ltd.* and its subsidiaries (“**QHD Port Group**”), which is the controlling Shareholder of the Company. He held various executive positions for QHD Port Group, such as the section manager of political and works and the vice general managers. During his employment with the QHD Port Group, Mr. TIAN gained rich experience in terms of management of corporate affairs.

In view of the above, the Company considers that Mr. TIAN’s experience gained with the Group and QHD Port Group have provided him with ample knowledge of the relevant PRC laws and regulations, A Shares Listing Rules and Listing Rules, and believes it would be in the best interests of the Company to appoint him as one of the joint company secretaries due to his past management experience within the Group and the QHD Port Group. Besides, the Company is of the view that Mr. TIAN has maintained a professional standard in handling the Company’s corporate and compliance matters.

(III) The Board of the Company is of the view that Mr. TIAN is suitable to act as its company secretary

Mr. TIAN obtained a bachelor degree in law from The Open University of China in 2002. His legal educational background and the above-mentioned legal and risk control experience as the minister of the Company’s business management department and the minister of the legal and risk-control department have provided him with sufficient knowledge and experience to serve as a company secretary for a listed issuer.

Given the importance of the continuous training for a company secretary, Mr. TIAN has attended the training courses of enhanced continuing professional development for corporate governance professionals organised by The Hong Kong Chartered Governance Institute from 15 November to 17 November, 2023.

In addition, the Company appointed Mr. CHU as one of the joint company secretaries of the Company to provide guidance to and assist Mr. TIAN in discharging the duties as a company secretary. Mr. CHU is a solicitor of the High Court of Hong Kong and currently the partner of Li & Partners, who possesses the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules and extensive experience in handling the compliance issues of listed companies.

(IV) Arrangements to be adopted by the Company to facilitate Mr. TIAN in discharging his duties as a company secretary

1. the Company will provide Mr. TIAN with access to the relevant training and support to enable him to familiarise himself with the Listing Rules and the duties required of a company secretary of an issuer listed on the Stock Exchange.
2. Mr. TIAN will endeavour to continue attending relevant training courses, including briefing on the latest changes to the applicable Hong Kong laws and regulations as well as the Listing Rules organised by the Company’s Hong Kong legal advisers on an invitation basis and seminars organised by the Stock Exchange for listed issuers from time to time, in addition to the minimum requirement under Rule 3.29 of the Listing Rules.

3. In addition, Mr. CHU will assist the Company and Mr. TIAN to comply with relevant Hong Kong laws and regulations and to achieve a good corporate governance standard, and will work closely with and to provide assistance to Mr. TIAN to acquire the relevant experience required under Rule 3.28 of the Listing Rules (in particular, the familiarity with the relevant regulatory requirements) for a period of three years from the date of appointment of Mr. TIAN as one of the joint company secretaries (the “**Waiver Period**”).

By virtue of the reasons as mentioned above, the Company has applied for, and the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) over the Waiver Period, on the conditions that:

- (i) Mr. TIAN must be assisted by Mr. CHU, a joint company secretary who holds the qualifications of company secretary as required under Rule 3.28 of the Listing Rules; and
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. TIAN, having had the benefit of Mr. CHU’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to express its sincere gratitude to Mr. ZHANG for his valuable contribution to the Company during his term of office and warmly welcome Mr. TIAN, Mr. CHU and Mr. GAO to their new positions.

On behalf of the Board
Qinhuangdao Port Co., Ltd.*
ZHANG Xiaoqiang
Chairman

Qinhuangdao, Hebei Province, the PRC
24 November 2023

As at the date of this announcement, the executive Directors of the Company are ZHANG Xiaoqiang, NIE Yuzhong and GAO Feng; the non-executive Directors of the Company are LI Yingxu and XIAO Xiang; and the independent non-executive Directors of the Company are CHEN Ruihua, XIAO Zuhe, ZHAO Jinguang and ZHU Qingxiang.

* *For identification purpose only*

APPENDIX I BIOGRAPHICAL DETAILS OF MR. TIAN HONGWEI

Mr. TIAN Hongwei (田宏偉), male, Han Chinese, born in December 1971, a member of the Communist Party of China. Mr. TIAN started working in March 1991. He holds a bachelor's degree and is a senior political engineer. Mr. TIAN is currently the minister of the business management department and the minister of the legal and risk-control department of Qinhuangdao Port Co., Ltd.. He once served as a cadre of the second unloading team, a publicity officer in the publicity section and a theoretical officer in the publicity section of Second Port Branch of Qinhuangdao Port Group Co., Ltd.* (now known as Hebei Port Group Co., Ltd.) (“**Qinhuangdao Port**”) (秦皇島港務集團有限公司第二港務分公司), an officer in the political and works section, vice section manager of the political and works section and manager of the political and works section of Mobile Machinery Branch of Qinhuangdao Port* (秦皇島港務流動機械公司), minister of democratic management of trade union organizations department and minister of democratic management of the economy department of the Company, vice general manager of Hebei Port Real Estate Development Co., Ltd.* (河北港口集團房地產開發有限公司), vice general manager of Hebei Port Group Urban Development Co., Ltd.* (河北港口集團城市發展有限公司), middle-level deputy leader of Hebei Port Group Co., Ltd.* (河北港口集團有限公司), and vice minister of the business management department of the Company. He has been in his current positions since November 2022.

APPENDIX II BIOGRAPHICAL DETAILS OF MR. CHU HON LEUNG

Mr. CHU Hon Leung (朱瀚樑) obtained a postgraduate diploma in law from The College of Law as well as a diploma in Hong Kong law from the City University of Hong Kong, and he was admitted as a solicitor of the High Court of Hong Kong in 2009. Mr. CHU's practice focuses on securities, corporate finance and mergers and acquisitions, and he possessed over 14 years of experience in representing a wide range of clients in public and private mergers and acquisitions transactions, initial public offerings on the Stock Exchange and securities regulatory compliance for Hong Kong listed companies. Mr. CHU worked as an attorney at a U.S. law firm, as an in-house legal advisor of a large asset management company in China, and as a joint company secretary of a number of Hong Kong listed companies. Mr. CHU is currently a partner of a large law firm in Hong Kong.

APPENDIX III BIOGRAPHICAL DETAILS OF MR. GAO FENG

Mr. GAO Feng (高峰), male, Han Chinese, born in April 1970 in Zhangqiu, Shandong Province. Mr. GAO started working in August 1992, and joined the Communist Party of China (CPC) in December 1996. He holds a bachelor's degree. He is currently an executive Director, deputy secretary of the Party Committee, secretary to the Board and chairman of the labor union of the Company. Mr. GAO has successively served as assistant lecturer of CPC Qinhuangdao Municipal Committee Party School, staff member, deputy principal staff member, deputy section chief and section chief of the Comprehensive Fourth Division, section chief of the Comprehensive Third Division of the Qinhuangdao Municipal Committee Office, deputy county executive, member of the County Party Committee, director of the office, deputy secretary of the County Party Committee of Qinglong County, deputy secretary of the County Party Committee, deputy county executive and county executive of Lulong County, director and secretary of the Party Committee of the Qinhuangdao Municipal Development and Reform Commission, director of Qinhuangdao Municipal Administration of Grain, deputy secretary of the Party Leadership Group of the Office of Qinhuangdao Municipal People's Government, deputy secretary of the Party Leadership Group of the Qinhuangdao municipal government agencies, chairman, general manager and secretary of the Party Committee of Qinhuangdao Tourism Holding Group Co., Ltd. He served as assistant to the general manager of Hebei Port Group Co., Ltd. in April 2019, assistant to the general manager of Hebei Port Group Co., Ltd., chairman and secretary of the Party Committee of Hebei Port Group City Construction and Development Co., Ltd., curator and party branch secretary of China Port Museum, manager of Xigang Industrial Park Branch of Hebei Port Group, and director, chairman and party branch secretary of Qinhuangdao Seaview Hotel Co., Ltd. in December 2021, and served as deputy secretary of the Party Committee and chairman of the labor union of the Company in February 2023. He has been in his current positions since April 2023.