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XINGHUA PORT HOLDINGS LTD.

興華港口控股有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Stock Code: 01990)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Xinghua Port Holdings Ltd. (the “AGM” and the “Company”, respectively) will be held at Meeting Room 305, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593 on Tuesday, 28 May 2019 at 2:00 p.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY BUSINESSES

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the Directors’ Statement and the Report of Independent Auditor of the Company for the year ended 31 December 2018.
2. To approve the payment of a final dividend of HK4.5 cents per ordinary share of the Company for the year ended 31 December 2018.
3. (a) To re-elect Mr. Patrick Ng Bee Soon as an executive director of the Company;
and
(b) To re-elect Mr. Tan Chian Khong as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 December 2019.
5. To re-appoint Ernst & Young LLP as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration.
6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

* *for identification purpose only*

“THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “SEHK”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “Shares”) or securities convertible into or exchangeable for Shares, or options, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Constitution of the Company (the “Constitution”) in force from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution, the Companies Act (Chapter 50 of the Laws of the Republic of Singapore) as amended, supplemented or otherwise modified from time to time or any other applicable laws; and

- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

- 7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) in issue on the SEHK or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the SEHK for this purpose, subject to and in accordance with the Companies Act (Chapter 50 of the Laws of the Republic of Singapore) as amended, supplemented or otherwise modified from time to time or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the SEHK, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution, the Companies Act (Chapter 50 of the Laws of the Republic of Singapore) as amended, supplemented or otherwise modified from time to time or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT conditional upon Resolutions numbered 6 and 7 set out in the notice convening this annual general meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to Resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this Resolution.”

By order of the Board
Xinghua Port Holdings Ltd.
Patrick Ng Bee Soon
Chairman and Executive Director

Singapore, 25 April 2019

Registered Office and Head Office in Singapore:

7 Temasek Boulevard
#16-01
Suntec Tower One
Singapore 038987

Principal Place of Business in the PRC:

No. 1 Yi Road, Xinghua Port Area
Xingang Town
Changshu City
Jiangsu Province
PRC

Principal Place of Business in Hong Kong:

31/F., 148 Electric Road
North Point
Hong Kong

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attends the AGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the form of proxy must be completed, signed and deposited at either of the following addresses:
 - A. Company’s Registered Office and Head Office in Singapore:
Xinghua Port Holdings Ltd.
7 Temasek Boulevard
#16-01 Suntec Tower One
Singapore 038987
 - B. Company’s Hong Kong Share Registrar:
Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F.
148 Electric Road
North Point
Hong Kong

together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy thereof), not later than 72 hours before the time appointed for holding the AGM or the adjournment thereof (as the case may be).

4. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company (“**Register of Members**”) will be closed from Wednesday, 22 May 2019 to Tuesday, 28 May 2019 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, non-registered Members must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s Hong Kong Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4.30 p.m. on Tuesday, 21 May 2019.
5. Conditional on the passing of the proposed Resolution numbered 2 above and for determining the entitlement of the Members to receive the final dividend, the Register of Members will be closed from Tuesday, 4 June 2019 to Thursday, 6 June 2019 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for the said dividend, non-registered Members must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s Hong Kong Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4.30 p.m. on Monday, 3 June 2019.
6. In relation to the proposed Resolutions numbered 3(a) to (b) above, Mr. Patrick Ng Bee Soon and Mr. Tan Chian Khong, will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Mr. Alan Chan Hong Joo shall also retire by rotation at the AGM and though being eligible, will not seek re-election. Details of the above Directors for re-election are set out in Appendix I to the Company’s circular dated 25 April 2019 (the “**Circular**”).
7. In relation to the proposed Resolution numbered 5 above, the board of Directors (the “**Board**”) concurs with the views of the audit committee of the Board and has recommended that Ernst & Young LLP be re-appointed as the independent auditor of the Company.
8. In relation to the proposed Resolution numbered 6 above, approval is being sought from the Members for the grant to the Directors of a general and unconditional mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the SEHK (the “**Listing Rules**”). The Directors have no immediate plans to issue any new Shares.
9. In relation to the proposed Resolution numbered 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.
10. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
11. In case of joint holders of a Share, any one of such joint holders may vote and be counted in a quorum at the AGM either personally or by proxy as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
12. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Patrick Ng Bee Soon, Mr. Kor Tor Khoon and Ms. Jane Kimberly Ng Bee Kiok; two NEDs, namely Mr. Alan Chan Hong Joo and Mr. Lee Cheong Seng; and three INEDs, namely Mr. Tan Chian Khong, Mr. Soh Ee Beng and Mr. Ting Yian Ann.