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If you have sold or transferred all your shares in Xinghua Port Holdings Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



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)

**PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the 2020 AGM to be held at Bras Basah Room, Fairmont Hotel Singapore, Raffles City Convention Center, Level 3, 80 Bras Basah Rd, Singapore 189560 on Monday, 18 May 2020 at 2:00 p.m. is set out on pages 21 to 28 of this circular.

A form of proxy for use in connection with the 2020 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the SEHK (www.hkexnews.hk) and the Company (www.xinghuaport.com). If you are not able or do not intend to attend the 2020 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's registered office and head office in Singapore at 7 Temasek Boulevard, #16-01 Suntec Tower One, Singapore 038987 or the Company's Hong Kong share registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 72 hours before the time appointed for holding the 2020 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 AGM or its adjournment (as the case may be) if you so wish. If you attend and vote at the 2020 AGM, the instrument appointing your proxy will be deemed to have been revoked.

* *for identification purpose only*

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“2019 AGM”	the AGM held on 28 May 2019
“2020 AGM”	the AGM to be held at Bras Basah Room, Fairmont Hotel Singapore, Raffles City Convention Center, Level 3, 80 Bras Basah Rd, Singapore 189560 on Monday, 18 May 2020 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 21 to 28 of this circular, or its adjournment
“AGM”	the annual general meeting of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Xinghua Port Holdings Ltd., a public company incorporated in Singapore with limited liability, whose Shares in issue are listed and traded on the SEHK (Stock code: 01990)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Constitution”	the constitution of the Company as amended, supplemented and/or otherwise modified from time to time
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)
“FY2019”	the year ended 31 December 2019

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	2 April 2020, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“Listing”	the listing of the Shares in issue on the SEHK by way of introduction
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK as amended, supplemented and/or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Non-executive Director(s)”	the non-executive Director(s)
“PanU”	Pan-United Corporation Ltd., a public company limited by shares incorporated in Singapore, the shares of which in issue are listed on Singapore Exchange Securities Trading Limited, and a close associate of the group of the controlling shareholders of the Company and hence a connected person of the Company
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the total number of Shares in issue as at the date of passing the resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“S\$”	Singapore dollars, the lawful currency of Singapore
“SCDC”	Singapore Changshu Development Company Pte. Ltd., a private company limited by shares incorporated in Singapore and a wholly-owned subsidiary of the Company
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC as amended, supplemented and/or otherwise modified from time to time
“USA”	the United States of America
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Patrick Ng Bee Soon (*Chairman*)
Mr. Kor Tor Khoon
Ms. Jane Kimberly Ng Bee Kiok

Non-executive Director:

Mr. Lee Cheong Seng

Independent Non-executive Directors:

Mr. Tan Chian Khong
Mr. Soh Ee Beng
Mr. Ting Yian Ann

*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

15 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the 2020 AGM the resolutions for, amongst other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the proposed re-election of the retiring Directors.

* *for identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the 2020 AGM and provide you with the information regarding the above resolutions to be proposed at the 2020 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

At the 2019 AGM, a share issue mandate (the “**2019 Share Issue Mandate**”) was granted by the Shareholders to the Directors, authorising the Directors to issue Shares and/or to make or grant offers, agreements or options that might or would require Shares to be issued, in accordance with the terms set out in the resolution approving the 2019 Share Issue Mandate and in compliance with the Listing Rules, all legal requirements and the Constitution. The 2019 Share Issue Mandate will lapse at the conclusion of the 2020 AGM.

An ordinary resolution will be proposed at the 2020 AGM to grant the Issue Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Issue Mandate and based on 814,412,028 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, if the Issue Mandate is exercised in full, the Directors will be authorised to allot, issue and deal with up to a total of 162,882,405 Shares, being 20% of the total number of Shares in issue as at the date of the resolution in relation thereto. The Issue Mandate, if granted at the 2020 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

At the 2019 AGM, a repurchase mandate (the “**2019 Repurchase Mandate**”) was granted by the Shareholders to the Directors, authorising the Directors to repurchase or otherwise acquire its Shares. The 2019 Repurchase Mandate will lapse at the conclusion of the 2020 AGM.

An ordinary resolution will be proposed at the 2020 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 814,412,028 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, the Company would be allowed to repurchase a maximum of 81,441,202 Shares, being 10% of the total number of Shares in issue as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2020 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant each of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2020 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were three Executive Directors, namely Mr. Patrick Ng Bee Soon (“**Mr. Patrick Ng**”), Mr. Kor Tor Khoon and Ms. Jane Kimberly Ng Bee Kiok (“**Ms. Jane Ng**”); one Non-executive Director, namely Mr. Lee Cheong Seng; and three INEDs, namely Mr. Tan Chian Khong, Mr. Soh Ee Beng (“**Mr. Soh**”) and Mr. Ting Yian Ann.

Regulation 91 of the Constitution provides that at each AGM, at least one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to one-third) with a minimum of one, shall retire from office by rotation provided that each Director shall retire from office at least once every three years. According to regulation 92 of the Constitution, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those other Directors subject to retirement by rotation who have been the longest in office since their last re-election or appointment or have been in office for the three years since their last election. However, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Accordingly, Ms. Jane Ng and Mr. Soh (collectively, the “**Retiring Directors**”) will retire by rotation at the 2020 AGM and being eligible, will offer themselves for re-election at the 2020 AGM.

The Nomination Committee had evaluated the performance of each of the Retiring Directors, taking into account their expertise, experience, overall contribution to the Company and contributions at Board and/or Board Committee meetings, during FY2019 and found their performance satisfactory. The Nomination Committee had also assessed and reviewed Mr. Soh’s annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Mr. Soh remains independent. With the recommendation of the Nomination Committee, the Board has proposed that the Retiring

LETTER FROM THE BOARD

Directors stand for re-election as Directors at the 2020 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2020 AGM.

The biographical details of each of the Retiring Directors proposed to be re-elected at the 2020 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

PROCEDURES AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination Committee will recommend to the Board for the appointment of a Director including an INED in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort.
- ii. The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to the following (collectively, the “**Criteria**”):
 - (a) diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (b) commitment for responsibilities of the Board in respect of available time and relevant interest;
 - (c) qualifications, including accomplishment and experience in the relevant industries in which the Group’s business is involved;
 - (d) independence;
 - (e) reputation for integrity;
 - (f) potential contributions that the individual can bring to the Board; and
 - (g) plan(s) in place for the orderly succession of the Board.
- iii. The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks and third party reference checks.

LETTER FROM THE BOARD

- iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts.
- v. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment.
- vi. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and the Remuneration Committee will make the recommendation to the Board on the proposed remuneration package.
- viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board, who are not members of the Nomination Committee, and the Board will thereafter deliberate and decide the appointment as the case may be.
- ix. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) with the relevant regulatory authorities, if required.

The Nomination Committee will evaluate and recommend the retiring Director(s) to the Board for re-appointment by giving due consideration to the Criteria including but not limited to:

- i. the overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings of the Company where applicable, in addition to the level of participation and performance on the Board and/or its committees; and
- ii. whether the retiring Director(s) continue(s) to satisfy the Criteria.

The Nomination Committee will evaluate and recommend candidate(s) for the position(s) of the INED(s) by giving due consideration to the factors including but not limited to those set out in Rules 3.10(2) and 3.13 of the Listing Rules in addition to the Criteria.

LETTER FROM THE BOARD

2020 AGM

The Company will convene the 2020 AGM at Bras Basah Room, Fairmont Hotel Singapore, Raffles City Convention Center, Level 3, 80 Bras Basah Rd, Singapore 189560 on Monday, 18 May 2020 at 2:00 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, amongst others, (i) the grant of each of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate; and (iii) the re-election of the Retiring Directors. The notice convening the 2020 AGM is set out on pages 21 to 28 of this circular.

A form of proxy for use by the Shareholders in connection with the 2020 AGM is enclosed with this circular and can also be downloaded from the respective websites of the SEHK (www.hkexnews.hk) and the Company (www.xinghuaport.com). If you are not able or do not intend to attend the 2020 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's registered office and head office in Singapore at 7 Temasek Boulevard, #16-01 Suntec Tower One, Singapore 038987 or the Company's Hong Kong share registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 72 hours before the time appointed for holding the 2020 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2020 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2020 AGM, the instrument appointing the proxy will be deemed to have been revoked.

The Ministry of Health of Singapore (the "MHS") had issued a notification on 25 March 2020, requiring events and mass gathering in Singapore with more than 10 participants in attendance at any one time to be suspended till 30 April 2020, as part of stricter safe distancing measures to prevent the increases of the cases of novel Coronavirus disease 2019.

As it may be inevitable for the Company to restrict the number of attendees at the 2020 AGM, subject to the prevailing safe distancing measures imposed by the MHS on or around the date of the 2020 AGM, the Company intends to adopt certain safe distancing measures for the 2020 AGM which are set out in Appendix III to this circular.

VOTING BY POLL AT THE 2020 AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2020 AGM and contained in the notice of the 2020 AGM will be voted by way of a poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate; and (iii) the re-election of the Retiring Directors as set out in the notice of the 2020 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2020 AGM as set out in the notice of the 2020 AGM on pages 21 to 28 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Xinghua Port Holdings Ltd.
Patrick Ng Bee Soon
Chairman and Executive Director

The following are the biographical details of the Directors who will retire as required by the Constitution and the Listing Rules and are proposed to be re-elected at the 2020 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51 (2)(h) to (v) of the Listing Rules.

Ms. Jane Kimberly Ng Bee Kiok

Ms. Jane Kimberly Ng Bee Kiok (黃美玉), aged 58, was appointed as an Executive Director on 26 July 2017. She is a member of the Remuneration Committee and also a director of SCDC.

She is responsible for monitoring and supervising the Group's overall performance, ensuring that adequate capital and managerial resources are available to carry out business plans adopted from time to time and setting and monitoring directions, targets and plans for management of the Company.

Ms. Jane Ng started her career as an accountant with PanU in 1988. She held various positions over her tenure with PanU, including group financial controller from 1997 to 2002 and general manager for special projects from 2002 to 2004. Ms. Jane Ng left PanU to become the executive director of Pan-United Marine Ltd in 2004. She re-joined PanU as an executive director in March 2009. Pursuant to the Listing, Ms. Jane Ng stepped down from the PanU's board of directors in February 2018. She is the elder sister of Mr. Patrick Ng, who is the Chairman and an Executive Director.

Ms. Jane Ng has a technical diploma in mechanical engineering from Singapore Polytechnic and a bachelor of science degree (summa cum laude) from the University of Oregon, USA.

Prior to the corporate reorganisation took place before the Listing, the Company was a wholly-owned subsidiary of PanU. Mr. Ng Han Whatt, Ms. Jane Ng and Ms. Ng Bee Bee ("Ms. Ng"), who have deemed interests through BOS Trustee Limited, joint shareholdings as well as interests held directly or through nominees in PanU, together with Mr. Patrick Ng (who has direct interests in the shares of PanU), collectively, have a 68.9% shareholding interest in PanU. Mr. Ng Han Whatt, Ms. Jane Ng, Ms. Ng and Mr. Patrick Ng are siblings.

Ms. Jane Ng has entered into a service contract with the Company on 26 July 2017 for an initial term of three years, which may only be terminated in accordance with the provisions thereof or by not less than six months' prior notice in writing served by either party on the other. There is no specific clause in the service contract providing for the amount of compensation in case of early termination. Pursuant to the service contract, Ms. Jane Ng is entitled to an annual basic remuneration of S\$231,600 (equivalent to approximately RMB1.2

million) and a discretionary bonus. Her remuneration was determined by the Board by reference to her background, qualifications, experience, duties and responsibilities within the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations by the Remuneration Committee and the resolutions of the Shareholders at a general meeting. She will abstain from voting and will not be counted in the quorum in respect of the proposed resolution regarding the adjustment. The aggregate emolument of Ms. Jane Ng received from the Company for FY2019 amounted to S\$665,993 (equivalent to approximately RMB3.3 million). Ms. Jane Ng is subject to retirement by rotation and re-election at the 2020 AGM in accordance with the Constitution.

As at the Latest Practicable Date, Ms. Jane Ng was beneficially interested in 408,809,502 Shares, in the capacity of beneficial owner, interest held jointly with Mr. Ng Han Whatt and Ms. Ng and as beneficiary of a trust, representing about 50.20% of the total number of issued Shares.

Mr. Soh Ee Beng

Mr. Soh Ee Beng (蘇一鳴), aged 51, was appointed as an INED on 21 December 2017. He is also the chairman of the Remuneration Committee and a member of the Audit and Nomination Committees.

Mr. Soh was a managing director and the head of advisory for Southeast Asia at The Hongkong and Shanghai Banking Corporation Limited. Having over 20 years of his career in investment banking, he has wide experience in investment banking transactions in Asia, including mergers and acquisitions, initial public offerings, equity placements and equity-linked transactions. He has advised on both public and private transactions across Asia.

Mr. Soh has worked at several leading financial institutions, including ING Bank N.V.. He was previously the managing director and head of investment banking of N M Rothschild & Sons (Singapore) Limited, and the chief executive officer and the head of investment banking of BNP Paribas Peregrine (Singapore) Ltd.

Mr. Soh has a bachelor of accountancy degree with first class honours from Nanyang Technological University, Singapore.

Mr. Soh is also an independent non-executive director of PanU.

Mr. Soh has entered into a letter of appointment with the Company on 21 December 2017 for an initial term of three years, which may be terminated in accordance with the provisions thereof or by not less than three months' prior notice in writing served by either party on the other. Pursuant to the letter of appointment, Mr. Soh is entitled to an annual remuneration of S\$44,000 (equivalent to approximately RMB224,490). His emolument was determined by the Board by reference to his responsibilities to the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee and the resolutions of the

Shareholders at a general meeting. The aggregate emolument of Mr. Soh received from the Company for FY2019 amounted to S\$44,000 (equivalent to approximately RMB224,490). Mr. Soh is subject to retirement and re-election at the 2020 AGM in accordance with the Constitution.

Mr. Soh has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules and he does not have any conflict of interest (including competing business) with the Company.

Save as disclosed above, each of the above Directors (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to herself/himself that as at the Latest Practicable Date: (a) she/he did not hold other positions in the Company or other members of the Group; (b) she/he did not have any relationship with any other Directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company; and (c) she/he did not have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2020 AGM granting the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the SEHK to repurchase their fully-paid shares on the SEHK subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of Shares on the SEHK by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the SEHK from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 814,412,028 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2020 AGM, the Directors would be authorised to repurchase up to a maximum of 81,441,202 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution. The Repurchase Mandate, if granted at the 2020 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Constitution or any applicable laws of Singapore; and (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of Singapore and the Constitution for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2019, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the SEHK, during each of the 12 months preceding the Latest Practicable Date were as follows:

Month	Traded Price per Share (HK\$)	
	Highest	Lowest
2019		
April	2.10	0.88
May	1.19	1.02
June	1.40	0.95
July	1.12	0.98
August	1.00	0.86
September	1.13	0.92
October	1.12	1.00
November	1.11	1.00
December	1.06	0.96

Month	Traded Price per Share (HK\$)	
	Highest	Lowest
2020		
January	1.05	0.85
February	0.99	0.82
March	0.94	0.61
April (up to and including the Latest Practicable Date)	0.74	0.68

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2020 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the SEHK that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Singapore.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Mr. Ng Han Whatt, Ms. Jane Ng and Ms. Ng were interested in 427,450,037 Shares, 408,809,502 Shares and 408,375,002 Shares, representing 52.49%, 50.20% and 50.14%, respectively, of the total number of Shares in issue, through BOS Trustee Limited, joint shareholdings as well as interests held directly or through nominees. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of Mr. Ng Han Whatt, Ms. Jane Ng and Ms. Ng would be increased to approximately 58.32%, 55.77% and 55.72%, respectively, of the total number of Shares in issue and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in a certain part will result in the total amount of Shares in issue in the public hands falling below the prescribed minimum percentage of 25%. As required by the Listing Rules, a listed issuer must maintain the said minimum public float. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of Shares in issue.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the SEHK or otherwise) in the six months immediately preceding the Latest Practicable Date.

The Ministry of Health of Singapore (the “MHS”) had issued a notification on 25 March 2020, requiring events and mass gathering with more than 10 participants in attendance at any one time to be suspended till 30 April 2020, as part of stricter safe distancing measures to prevent the increases of the cases of Coronavirus disease 2019.

The Company will be holding its 2020 AGM on 18 May 2020, which is after the current suspension date of 30 April 2020. However, in the event of an extension of the current suspension date and subject to the prevailing safe distancing measures on or around the date of the 2020 AGM, the Company may restrict the number of attendees at the forthcoming 2020 AGM. The Company may also be compelled to change its 2020 AGM arrangements at short notice. Shareholders should check the websites of the SEHK (www.hkexnews.hk) and/or the Company’s website (www.xinghuaport.com) for any updates on the 2020 AGM prior to the date of the 2020 AGM.

PARTICIPATION AT THE 2020 AGM

As it may be inevitable for the Company to restrict the number of attendees at the 2020 AGM, the Company humbly asks for Shareholders to consider their participation at the 2020 AGM not in person but by way of appointment of the Chairman of the 2020 AGM as their proxy to vote on their behalf in accordance with their wishes. Shareholders can also submit their questions 72 hours before the time appointed for holding the 2020 AGM by email to agm@xinghuaport.com. The Company will address these questions at the 2020 AGM and will post the replies to these questions by way of an announcement thereafter on both the SEHK (www.hkexnews.hk) and the Company’s website (www.xinghuaport.com).

MANDATORY PRE-REGISTRATION OF ATTENDANCE

To enable the Company to plan ahead for the 2020 AGM, the Company will impose a pre-registration requirement. For those who wish to attend the 2020 AGM in person or by proxy, please note on the following requirements for pre-registration of attendance.

1. Individual Shareholders and corporate Shareholders who wish to appoint a representative to attend the 2020 AGM in person must pre-register by email to agm@xinghuaport.com, indicating their full names, not later than 72 hours before the time appointed for holding the 2020 AGM. Individual Shareholders and corporate representatives with the duly signed authorization document should turn up at the 2020 AGM only if the Company confirms their attendance by email.
2. Shareholders who wish to register their proxy’s attendance must pre-register by email to agm@xinghuaport.com, indicating their proxy’s full names and email addresses, not later than 72 hours before the time appointed for holding the 2020 AGM. Such Shareholders must also separately submit a duly completed and signed proxy form appointing their proxy, not later than 72 hours before the time appointed for holding the 2020 AGM, to either of the following addresses:
 - i. Company’s registered office and head office in Singapore:

Xinghua Port Holdings Ltd.
7 Temasek Boulevard
#16-01 Suntec Tower One
Singapore 038987

- ii. Company's Hong Kong share registrar:

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F.
148 Electric Road
North Point
Hong Kong

Such Shareholders' proxy should turn up at the 2020 AGM only if the Company confirms their attendance by email.

3. For those who hold the Company's Shares under a securities account with a depository agent (for example, a security firm or a nominee company) and wish to attend the 2020 AGM in person, they must pre-register by email to agm@xinghuaport.com, indicating their full names, not later than 72 hours before the time appointed for holding the 2020 AGM. They must also request their depository agents to submit a duly completed and signed proxy form appointing themselves as their proxy, not later than 72 hours before the time appointed for holding the 2020 AGM to either of the abovementioned addresses. They should turn up at the 2020 AGM only if the Company confirms their attendance by email.
4. Shareholders who have not pre-registered with the Company may be allowed entry into the 2020 AGM, subject to the limit of the number of people allowable in a gathering as imposed by the MHS.
5. No observers will be allowed entry into the 2020 AGM.

OTHER PRECAUTIONARY MEASURES TO BE IMPLEMENTED AT THE 2020 AGM

The Company will undertake the following precautionary measures to safeguard the health and well-being of all who will attend the 2020 AGM in person.

1. **Temperature screening and health and travel declaration forms**

Temperature screening and the compulsory submission of travel and health declaration forms will be required. Any attendee who is detected to have a fever, or is exhibiting flu-like symptoms, or has travelled outside Singapore in the last preceding 14 days will be denied entry into the 2020 AGM.

2. **Safe distancing measures**

The queue at the registration desk will be spaced by at least 1 metre apart. Seats in the 2020 AGM venue will be placed at least 1 metre apart, and to facilitate contact tracing, the Company may assign seats to the attendees.

3. Face masks

All attendees must wear face masks in the venue of the 2020 AGM. Any attendee who does not wear a face mask will be denied entry into the 2020 AGM.

4. Hand sanitizers

Alcohol rub/hand sanitizers will be provided for use at the 2020 AGM.

5. No refreshments

To reduce close contact between attendees at the 2020 AGM, no refreshments (other than bottled water) will be provided.

NOTICE OF ANNUAL GENERAL MEETING



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 Bras Basah Room, Fairmont Hotel Singapore, Raffles City Convention Center, Level 3, 80 Bras Basah Rd, Singapore 189560 on Monday, 18 May 2020 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 2019.
2. (a) To re-elect Ms. Jane Kimberly Ng Bee Kiok as an executive director of the Company; and

(b) To re-elect Mr. Soh Ee Beng as an independent non-executive director of the Company.
3. 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 2020.
4. To re-appoint Ernst & Young LLP as the independent auditor of the Company and authorise the Board to fix its remuneration.

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

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

“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 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

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which the authority set out in this Resolution is revoked, varied or renewed 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).”

6. 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 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 Stock Exchange of Hong Kong Limited (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

NOTICE OF ANNUAL GENERAL MEETING

(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, varied or renewed by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

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

“THAT conditional upon Resolutions numbered 5 and 6 set out in the notice convening this annual general meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the Directors pursuant to Resolution numbered 5 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 6 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, 15 April 2020

NOTICE OF ANNUAL GENERAL MEETING

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).

NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 12 May 2020 to Monday, 18 May 2020 (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 Monday, 11 May 2020.
5. In relation to the proposed resolutions numbered 2(a) and (b) above, Ms. Jane Kimberly Ng Bee Kiok and Mr. Soh Ee Beng, will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors for re-election are set out in Appendix I to the Company’s circular dated 15 April 2020 (the “**Circular**”).
6. In relation to the proposed resolution numbered 4 above, 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.
7. In relation to the proposed resolution numbered 5 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.
8. In relation to the proposed resolution numbered 6 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.
9. 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.
10. 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.
11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

SAFE DISTANCING MEASURES TO BE ADOPTED FOR THE AGM TO BE HELD ON 18 MAY 2020 (“2020 AGM”)

The Ministry of Health of Singapore (the “**MHS**”) had issued a notification on 25 March 2020, requiring events and mass gathering with more than 10 participants in attendance at any one time to be suspended till 30 April 2020, as part of stricter safe distancing measures to prevent the increases of the cases of Coronavirus disease 2019.

The Company will be holding its 2020 AGM on 18 May 2020, which is after the current suspension date of 30 April 2020. However, in the event of an extension of the current suspension date and subject to the prevailing safe distancing measures on or around the date of the 2020 AGM, the Company may restrict the number of attendees at the forthcoming 2020 AGM. The Company may also be compelled to change its 2020 AGM arrangements at short notice. Shareholders should check the websites of the SEHK (www.hkexnews.hk) and/or the Company’s website (www.xinghuaopt.com) for any updates on the 2020 AGM prior to the date of the 2020 AGM.

NOTICE OF ANNUAL GENERAL MEETING

Participation at the 2020 AGM

As it may be inevitable for the Company to restrict the number of attendees at the 2020 AGM, the Company humbly asks for Shareholders to consider their participation at the 2020 AGM not in person but by way of appointment of the Chairman of the 2020 AGM as their proxy to vote on their behalf in accordance with their wishes. Shareholders can also submit their questions 72 hours before the time appointed for holding the 2020 AGM by email to agm@xinghuaport.com. The Company will address these questions at the 2020 AGM and will post the replies to these questions by way of an announcement thereafter on both the SEHK (www.hkexnews.hk) and the Company's website (www.xinghuaport.com).

Mandatory pre-registration of attendance

To enable the Company to plan ahead for the 2020 AGM, the Company will impose a pre-registration requirement. For those who wish to attend the 2020 AGM in person or by proxy, please note on the following requirements for pre-registration of attendance.

1. Individual Shareholders and corporate Shareholders who wish to appoint a representative who wish to attend the 2020 AGM in person must pre-register by email to agm@xinghuaport.com, indicating their full names, not later than 72 hours before the time appointed for holding the 2020 AGM. Individual Shareholders and corporate representatives with the duly signed authorization document should turn up at the 2020 AGM only if the Company confirms their attendance by email.
2. Shareholders who wish to register their proxy's attendance must pre-register by email to agm@xinghuaport.com, indicating their proxy's full names and email addresses, not later than 72 hours before the time appointed for holding the 2020 AGM. Such Shareholders must also separately submit a duly completed and signed proxy form appointing their proxy, not later than 72 hours before the time appointed for holding the 2020 AGM, to either of the following addresses:

- i. Company's registered office and head office in Singapore:

Xinghua Port Holdings Ltd.
7 Temasek Boulevard
#16-01 Suntec Tower One
Singapore 038987

- ii. Company's Hong Kong share registrar:

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F.
148 Electric Road
North Point
Hong Kong

Such Shareholders' proxy should turn up at the 2020 AGM only if the Company confirms their attendance by email.

NOTICE OF ANNUAL GENERAL MEETING

3. For those who hold the Company's Shares under a securities account with a depository agent (for example, a security firm or a nominee company) and wish to attend the 2020 AGM in person, they must pre-register by email to agm@xinghuaopt.com, indicating their full names, not later than 72 hours before the time appointed for holding the 2020 AGM. They must also request their depository agents to submit a duly completed and signed proxy form appointing themselves as their proxy, not later than 72 hours before the time appointed for holding the 2020 AGM to either of the abovementioned addresses. They should turn up at the 2020 AGM only if the Company confirms their attendance by email.
4. Shareholders who have not pre-registered with the Company may be allowed entry into the 2020 AGM, subject to the limit of the number of people allowable in a gathering as imposed by the MHS.
5. No observers will be allowed entry into the 2020 AGM.

Other precautionary measures to be implemented at the 2020 AGM

The Company will undertake the following precautionary measures to safeguard the health and well-being of all who will attend the 2020 AGM in person.

1. **Temperature screening and health and travel declaration forms**

Temperature screening and the compulsory submission of travel and health declaration forms will be required. Any attendee who is detected to have a fever, or is exhibiting flu-like symptoms, or has travelled outside Singapore in the last preceding 14 days will be denied entry into the 2020 AGM.

2. **Safe distancing measures**

The queue at the registration desk will be spaced by at least 1 metre apart. Seats in the 2020 AGM venue will be placed at least 1 metre apart, and to facilitate contact tracing, the Company may assign seats to the attendees.

3. **Face masks**

All attendees must wear face masks in the venue of the 2020 AGM. Any attendee who does not wear a face mask will be denied entry into the 2020 AGM.

4. **Hand sanitizers**

Alcohol rub/hand sanitizers will be provided for use at the 2020 AGM.

5. **No refreshments**

To reduce close contact between attendees at the 2020 AGM, no refreshments (other than bottled water) will be provided.