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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 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*

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

- (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

(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

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 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.

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.

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.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Patrick Ng Bee Soon (Chairman), Mr. Kor Tor Khoon (Chief Commercial Officer) and Ms. Jane Kimberly Ng Bee Kiok; one non-executive Director, namely Mr. Lee Cheong Seng; and three independent non-executive Directors, namely Mr. Tan Chian Khong, Mr. Soh Ee Beng and Mr. Ting Yian Ann.