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廈門國際港務股份有限公司  
**XIAMEN INTERNATIONAL PORT CO., LTD\***

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 3378)**

**RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of Xiamen International Port Co., Ltd (the “**Company**”) announces that Mr. Fu Chengjing (“**Mr. Fu**”) has rendered his resignation from his positions of a non-executive director of the Company, a member of the Audit Committee of the Company (the “**Audit Committee**”), and a member of the Remuneration Committee of the Company (the “**Remuneration Committee**”) on 29 June 2022 with effect from 29 June 2022 due to his reaching of the statutory retirement age.

Reference is made to the announcement jointly published by the Company and Xiamen Port Investment Operation Co., Ltd.\* (廈門港務投資運營有限公司) on 2 June 2022 (the “**Joint Announcement**”) in relation to the Merger. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

Pursuant to Rule 7 of the Takeovers Code, once a bona fide offer has been communicated to the board of the offeree company or the board of the offeree company has reason to believe that a bona fide offer is imminent, except with the consent of the Executive, the directors of the offeree company should not resign until the first closing date of the offer, or the date when the offer becomes or is declared unconditional, or shareholders have voted on the waiver of a general offer obligation under Note 1 on dispensations from Rule 26 of the Takeovers Code, whichever is the later. Accordingly, an application was made by the Company to seek the consent of the Executive to the resignation of Mr. Fu under Rule 7 of the Takeovers Code, and the Executive has granted such consent.

The Company notes that upon resignation of Mr. Fu, the Company will not be in compliance with the following requirements:

- (a) Rule 3.21 under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) with regard to the composition of the Audit Committee; and
- (b) Rule 3 under the Terms of Reference of Remuneration Committee with regard to the composition of the Remuneration Committee.

In order to comply with the abovementioned requirements, the Company will as soon as practicable make appropriate arrangements within three months from the effective date of the resignation of Mr. Fu. The Company will make further announcement as and when appropriate in accordance with the Listing Rules.

Mr. Fu has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Fu for his valuable contributions to the Company over the years.

By order of the Board  
**Xiamen International Port Co., Ltd**  
**Cai Changzhen**  
*Company Secretary*

Xiamen, PRC, 29 June 2022

*As at the date of this announcement, the executive directors of the Company are Mr. Cai Liqun, Mr. Chen Zhaohui, Mr. Lin Fuguang and Mr. Chen Zhen; the non-executive directors of the Company are Mr. Chen Ziping, Mr. Huang Zirong and Ms. Bai Xueqing; and the independent non-executive directors of the Company are Mr. Lin Pengjiu, Mr. Jin Tao, Mr. Ji Wenyuan and Mr. Li Maoliang.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statements in this announcement misleading.*

*\*For identification purposes only*