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廈門港務投資運營有限公司  
**XIAMEN PORT INVESTMENT  
OPERATION CO., LTD.\***

*(a company incorporated in the People's Republic of  
China with limited liability)*

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

*(a joint stock company incorporated in the People's Republic of  
China with limited liability)*  
**(Stock Code: 03378)**

## **JOINT ANNOUNCEMENT**

# **DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO THE PROPOSED PRIVATISATION OF XIAMEN INTERNATIONAL PORT BY XIAMEN PORT INVESTMENT BY WAY OF MERGER BY ABSORPTION OF XIAMEN INTERNATIONAL PORT**



**Financial adviser to the Offeror**

## INTRODUCTION

Reference is made to (i) the announcement jointly published by Xiamen International Port Co., Ltd\* (廈門國際港務股份有限公司) (the “**Company**”) and Xiamen Port Investment Operation Co., Ltd.\* (廈門港務投資運營有限公司) (the “**Offeror**”) dated 2 June 2022 in relation to the Merger (the “**Joint Announcement**”); (ii) the announcement published by the Company dated 8 June 2022 in relation to the appointment of the Independent Financial Adviser (the “**Appointment of Independent Financial Adviser Announcement**”); (iii) the announcement jointly published by the Company and the Offeror dated 23 June 2022 in relation to the extension of time for despatch of the Composite Document (the “**Extension Announcement**”); (iv) the announcement jointly published by the Company and the Offeror dated 25 July 2022 in relation to the progress update on the Merger (the “**Monthly Update Announcement**”); and (v) the announcement jointly published by the Company and the Offeror dated 16 August 2022 in relation to the fulfilment of the Pre-Condition (the “**Fulfilment of Pre-Condition Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement, the Appointment of Independent Financial Adviser Announcement, the Extension Announcement, the Monthly Update Announcement and the Fulfilment of Pre-Condition Announcement.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, amongst others, (i) further details of the Merger and the Merger Agreement and other matters in relation to the Merger; (ii) a letter from the Board; (iii) recommendations and advice from the Independent Board Committee; and (iv) a letter of advice issued by the Independent Financial Adviser to the Independent Board Committee, together with a notice of the EGM, a notice of the H Shareholders’ Class Meeting and proxy forms in respect of the EGM and the H Shareholders’ Class Meeting have been despatched by the Offeror and the Company jointly to the Shareholders on 23 August 2022.

## EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company by way of announcement(s) as soon as possible. Unless otherwise expressly stated, all references to dates and times contained in this expected timetable refer to Hong Kong dates and times.

Latest time for lodging transfers of H Shares in order to be entitled to attend and vote at the EGM and the H Shareholders' Class Meeting.....	4:30 p.m. on Friday, 9 September 2022
Closure of registers for transfers of Shares for determination of the Shareholders entitled to attend and vote at the EGM and the H Shareholders' Class Meeting.....	Tuesday, 13 September 2022 to Friday, 16 September 2022 (both dates inclusive)
Latest time for lodging proxy forms in respect of the EGM.....	9:00 a.m. on Thursday, 15 September 2022
Latest time for lodging proxy forms in respect of the H Shareholders' Class Meeting.....	10:00 a.m. on Thursday, 15 September 2022
Record date for Shareholders for the EGM and the H Shareholders for the H Shareholders' Class Meeting...	Friday, 16 September 2022
EGM.....	9:00 a.m. on Friday, 16 September 2022
H Shareholders' Class Meeting.....	10:00 a.m. on Friday, 16 September 2022, or immediately following the conclusion of the EGM or any adjournment thereof on Friday, 16 September 2022
Announcement of the results of the EGM and the H Shareholders' Class Meeting.....	by 7:00 p.m. on Friday, 16 September 2022
Expected date for all Conditions to effectiveness to be satisfied.....	Friday, 16 September 2022

Announcement of the satisfaction of all Conditions to effectiveness, last day for dealings in H Shares and expected date of withdrawal of listing of H Shares . . .	Friday, 16 September 2022
Resumption of registers for transfer of Shares . . . . .	Monday, 19 September 2022
Each of the Offeror and the Company notifies its creditors and makes a public announcement of the Merger pursuant to the PRC Company Law . . . . .	Within 10 days (for the notice to creditors) i.e. by 26 September 2022 and 30 days (for the announcement) i.e. by 16 October 2022 following the EGM and the H Shareholders' Class Meeting
Last day for dealings in H Shares. . . . .	Monday, 19 September 2022
Latest time for lodging transfers of H Shares in order to be entitled to receive the Cancellation Price. . . . .	4:30 p.m. on Thursday, 22 September 2022
Closure of registers of members of the Company (until the Company's deregistration occurs). . . . .	From Friday, 23 September 2022 onwards
Announcement that all the Conditions to implementation are satisfied (or waived, as applicable). . . . .	Before 8:30 a.m. on Monday, 26 September 2022
Expected date and time of withdrawal of listing of H Shares . . . . .	4:00 p.m. on Monday, 26 September 2022
Latest date for payment of the Cancellation Price <sup>(1)</sup> . . . . .	Thursday, 6 October 2022
End of the period during which creditors may request the Offeror and the Company to pay off their respective indebtedness or provide guarantees. . . . .	Within 30 days after the receipt of notice by creditors or 45 days after the issue of announcement to creditors (whichever is the latest)

Note:

- (1) Payment of Cancellation Price to H Shareholders will be made by way of cheques, which will be sent by ordinary post at the risk of the persons entitled thereto, and payment of Cancellation Price to Domestic Shareholders (other than Xiamen Port Holding) will be by way of cash payment in Renminbi. In respect of Shia Ning Shipping and Xiamen Qinggong, the time of payment of the Cancellation Price is to be postponed as described in the paragraph headed “3. PRINCIPAL TERMS OF THE MERGER AGREEMENT” in the “LETTER FROM THE BOARD” in the Composite Document.

**WARNINGS: The Conditions to effectiveness must be satisfied before the Merger Agreement becoming effective. The Merger Agreement becoming effective is therefore a possibility only. Further, Shareholders and potential investors in the securities of the Company should be aware that the Merger is subject to the Conditions to implementation set out in the Joint Announcement being satisfied or waived, as applicable. Neither the Offeror nor the Company provides any assurance that any or all of the Conditions can be satisfied, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Shareholders and potential investors in the securities of the Company should therefore exercise caution when dealing in the securities of the Company.**

By order of the sole director of  
**Xiamen Port Investment Operation Co., Ltd.\***  
**Mr. Liu Xiang**  
*Sole Director*

By order of the Board of  
**Xiamen International Port Co., Ltd\***  
**Mr. Cai Liqun**  
*Chairman*

Xiamen, the PRC, 23 August 2022

*As at the date of this joint announcement, the Offeror’s sole director is Mr. Liu Xiang. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company or the Directors in their capacity as Directors) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Company or the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the board of directors of Xiamen Port Holding comprises Mr. Cai Liqun, Mr. Yang Jinchang, Mr. Zhang Xianwen, Mr. Zheng Cenglin and Ms. Zhou Min. The directors of Xiamen Port Holding jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Company or the Directors in their capacity as Directors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Company or the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*As at the date of this joint announcement, the executive Directors are Mr. Cai Liqun, Mr. Chen Zhaohui, Mr. Lin Fuguang and Mr. Chen Zhen; the non-executive Directors are Mr. Chen Zhiping and Ms. Bai Xueqing; and the independent non-executive Directors are Mr. Lin Pengjiu, Mr. Jin Tao, Mr. Ji Wenyuan and Mr. Li Maoliang. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than in relation to the Offeror, Xiamen Port Holding or their respective directors in their respective capacity as directors of the Offeror or Xiamen Port Holding) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror, Xiamen Port Holding or their respective directors in their respective capacity as directors of the Offeror or Xiamen Port Holding) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

\* For identification purposes only