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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

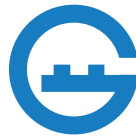
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Qinhuangdao Port Co., Ltd.\* (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**秦皇島港股份有限公司**  
**QINHUANGDAO PORT CO., LTD.\***

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

**(Stock Code: 03369)**

**I. PROPOSED APPOINTMENT OF DIRECTOR;  
II. PROPOSED APPOINTMENT OF SUPERVISORS;  
III. PROPOSED AMENDMENT TO THE ARTICLES OF  
ASSOCIATION; AND  
IV. NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The notice for convening the Extraordinary General Meeting of the Company to be held at 10:00 a.m. on Thursday, 27 April 2023 at Small Conference Room, South Building of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For the holders of H Shares, the aforementioned documents shall be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The form of proxy must be served not less than 24 hours before the time scheduled for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at such meetings or any adjournment thereof should you so wish.

\* *For identification purpose only*

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## DEFINITIONS

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

“A Share(s)”	the RMB ordinary shares with a par value of RMB1.00 each (stock code: 601326) issued by the Company in China that is subscribed in RMB and listed on the SSE
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Qinhuangdao Port Co., Ltd.* (秦皇島港股份有限公司), a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange, the A Shares of which are listed on the Main Board of the SSE
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the Extraordinary General Meeting or any adjournment thereof of the Company to be held at 10:00 a.m. on Thursday, 27 April 2023 at Small Conference Room, South Building of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC
“Form(s) of Proxy”	the forms of proxy to be delivered to the Shareholders together with this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares with nominal value of RMB1.00 each (stock code: 03369) in the ordinary share capital of the Company which are listed on the Main Board of the Stock Exchange and are traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Notice of EGM”	The Notice of EGM to be held as set out on pages EGM-1 to EGM-2 of this circular
“percentage ratio(s)”	having the meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of A Shares and H Shares of the Company
“Shareholder(s) of A Shares”	holder(s) of A Shares
“Shareholder(s) of H Shares” or “H Shareholder(s)”	holder(s) of H Shares
“Shares”	A Share(s) and/or H Share(s) (as the case may be)
“SSE”	The Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	having the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	percentage

*Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.*

*Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules, the Securities and Futures Ordinance or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules, the Securities and Futures Ordinance or any modification thereof, as the case may be.*

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## LETTER FROM THE BOARD

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# 秦皇島港股份有限公司 QINHUANGDAO PORT CO., LTD.\*

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 03369)

*Executive Directors:*

Mr. ZHANG Xiaoqiang (*Chairman*)

Mr. NIE Yuzhong

*Non-executive Directors:*

Mr. LI Yingxu

Ms. XIAO Xiang

*Independent non-executive Directors:*

Mr. CHEN Ruihua

Mr. XIAO Zuhe

Mr. ZHAO Jinguang

Ms. ZHU Qingxiang

*Registered office:*

35 Haibin Road

Haigang District,

Qinhuangdao

Hebei Province,

PRC

*Principal place of business*

*in Hong Kong:*

Unit 7, 9/F, Enterprise Square Three

No. 39 Wang Chiu Road

Kowloon Bay, Hong Kong

11 April 2023

*To the Shareholders*

Dear Sir or Madam,

**I. PROPOSED APPOINTMENT OF DIRECTOR;  
II. PROPOSED APPOINTMENT OF SUPERVISORS;  
III. PROPOSED AMENDMENT TO THE ARTICLES OF  
ASSOCIATION; AND  
IV. NOTICE OF EXTRAORDINARY GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) further details of the election of executive Director; (ii) further details of the election of Supervisors; (iii) further details of the proposed amendment to the Articles of Association; and (iv) notice of EGM.

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## LETTER FROM THE BOARD

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### ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 28 February 2023 in relation to the proposed appointment of executive Director. Pursuant to the provisions of the Articles of Association, the resolution proposed for the nomination of Mr. GAO Feng (“**Mr. GAO**”) as an executive Director of the Company is subject to the approval of the Shareholders at the general meeting of the Company. As such, the Board proposed an ordinary resolution to appoint Mr. GAO as an executive Director at the EGM. The term of office of Mr. GAO appointed as an executive Director shall commence from the date of passing of the resolution by the Shareholders at the EGM (or any adjournment thereof) and shall terminate upon the expiry of the term of office of the fifth session of the Board of the Company.

Details of the Board’s proposed appointment of Mr. GAO as an executive Director are set out below.

The biographies of Mr. GAO are set out below:

**Mr. GAO Feng**, Han Chinese male, was born in April 1970 in Zhangqiu, Shandong Province. Mr. GAO started working in August 1992, and joined the Communist Party of China (CPC) in December 1996. He holds a bachelor’s degree. Mr. GAO has successively served as the assistant lecturer of CPC Qinhuangdao Municipal Committee Party School, the staff member, the deputy principal staff member, the deputy section chief and the section chief of the Comprehensive Fourth Division, the section chief of the Comprehensive Third Division of the Qinhuangdao Municipal Committee Office, the deputy county executive, the member of the County Party Committee, the director of the office, the deputy secretary of the County Party Committee of Qinglong County, the deputy secretary of the County Party Committee, the deputy county executive and the county executive of Lulong County, the director and the secretary of the Party Committee of the Qinhuangdao Municipal Development and Reform Commission, the director of Qinhuangdao Municipal Administration of Grain, the deputy secretary of the Party Leadership Group of the Office of Qinhuangdao Municipal People’s Government, the deputy secretary of the Party Leadership Group of the Qinhuangdao municipal government agencies, the chairman, the general manager and secretary of the Party Committee of Qinhuangdao Tourism Holding Group Co., Ltd. He served as the assistant to the general manager of Hebei Port Group Co., Ltd. in April 2019, an assistant to the general manager of Hebei Port Group Co., Ltd., the chairman and the secretary of the Party Committee of Hebei Port Group City Construction and Development Co., Ltd., the curator and the party branch secretary of China Port Museum, the manager of Xigang Industrial Park Branch of Hebei Port Group Co., Ltd., and the director, the chairman and the party branch secretary of Qinhuangdao Seaview Hotel Co., Ltd. in December 2021, and has been serving as the deputy secretary of the Party Committee and the chairman of the labor union of Qinhuangdao Port Co., Ltd. since February 2023.

The Board, having comprehensively considered the educational background, knowledge, skills and experience of Mr. GAO and the contribution he can make to the Board, recommends the appointment of Mr. GAO as an executive Director of the Company.

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## LETTER FROM THE BOARD

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Save as disclosed above, Mr. GAO has confirmed that (i) he did not hold any position in the Group or any directorship in other listed companies in the last three years; (ii) he does not have any relationship with any Director, Supervisor, senior management, substantial or controlling shareholders of the Company; and (iii) he does not have any interest in the shares of the Company as defined in Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that shall be disclosed nor is Mr. GAO involved in any matter required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) and 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

If the appointment of the nominated Director is approved by the Shareholders at the EGM, the Company will enter into a service agreement or letter of appointment with the nominated Director in due course. The remuneration of all Directors will be determined in accordance with the Articles of Association, taking into account the relevant recommendations of the Remuneration and Appraisal Committee of the Board in accordance with its terms of reference, and taking into account, among other things, their duties and responsibilities. His term of office shall commence from the date of consideration and approval at the EGM to the expiry date of the fifth session of the Board.

### ELECTION OF SUPERVISORS

Reference is made to the announcement of the Company dated 11 April 2023 in relation to the proposed appointment of Supervisors. Pursuant to the provisions of the Articles of Association, the resolution proposed for the nomination of Mr. ZHENG Guoqiang (“**Mr. ZHENG**”) and Ms. QU Ying (“**Ms. QU**”) as Supervisors of the Company is subject to the approval of the Shareholders at the general meeting of the Company. As such, the Supervisory Committee proposed an ordinary resolution to appoint Mr. ZHENG and Ms. QU as Supervisors at the EGM. The terms of office of Mr. ZHENG and Ms. QU appointed as Supervisors shall commence from the date of passing of the resolution by the Shareholders at the EGM (or any adjournment thereof) and shall terminate upon the expiry of the term of office of the fifth session of the Supervisory Committee of the Company.

Details of the Supervisory Committee’s proposed appointment of Mr. ZHENG and Ms. QU as Supervisors are set out below.

The biographies of Mr. ZHENG and Ms. QU are set out below:

**Mr. ZHENG Guoqiang**, born in March 1970, holds a bachelor’s degree and is a professoriate senior political engineer. He is currently the deputy secretary of the Disciplinary Committee of Hebei Port Group Co., Ltd. Mr. ZHENG started working in December 1989 and joined the Communist Party of China (CPC) in July 1997. He has successively served as the secretary of the Discipline Inspection and Supervision Section of the Second Branch of Qinhuangdao Port Group Co., Ltd., the section-level discipline inspection supervisor of the Disciplinary Committee and Supervision Division of Qinhuangdao Port Group Co., Ltd., the

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## LETTER FROM THE BOARD

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section-level discipline inspection supervisor of the Disciplinary Committee, the division chief of the Supervision Division and the deputy director of the Supervision Department of Qinhuangdao Port Co., Ltd. He served as the director of the Trial Office of the Disciplinary Committee of Hebei Port Group Co., Ltd. in January 2015, a director of the Discipline Inspection and Supervision Office of Hebei Port Group Co., Ltd. and Qinhuangdao Port Co., Ltd. in March 2016, the deputy secretary of the Disciplinary Committee and the director of the Inspection and Investigation Office (Concurrently) of Hebei Port Group Co., Ltd. and Qinhuangdao Port Co., Ltd. in October 2016, and the deputy secretary of the Disciplinary Committee of Hebei Port Group Co., Ltd. and Qinhuangdao Port Co., Ltd. in March 2022. He has been in his current position since November 2022.

**Ms. QU Ying**, born in February 1978, holds a bachelor's degree and a master's degree and is a senior political engineer. She is currently the head of the Discipline Inspection Group and the chairwoman of the supervisory committee assigned by Hebei Port Group Co., Ltd. Ms. QU started working in July 1996 and joined the Communist Party of China (CPC) in September 2000. She has successively served as the cadre of the unloading team, the secretary of the Youth League Committee, the office clerk, the deputy secretary and the secretary of the Youth League Committee, the deputy director of the office, the deputy secretary of the Disciplinary Committee and the chief of the Supervision Section of the Sixth Branch of Qinhuangdao Port Group Co., Ltd. She served as the deputy head of the Discipline Inspection Group assigned by Hebei Port Group Co., Ltd. in February 2017 and the deputy head of the Inspection Group of the Party Committee of Hebei Port Group Co., Ltd. in November 2017. She has been in her current position since November 2019.

The Supervisory Committee, having comprehensively considered the educational background, knowledge, skills and experience of Mr. ZHENG and Ms. QU and the contributions they can make to the Supervisory Committee, recommends the appointment of Mr. ZHENG and Ms. QU as Supervisors of the Company.

Save as disclosed above, each of Mr. ZHENG and Ms. QU has confirmed that (i) he or she did not hold any position in the Group or any directorship in other listed companies in the last three years; (ii) he or she does not have any relationship with any Director, Supervisor, senior management, substantial or controlling shareholders of the Company; and (iii) he or she does not have any interest in the shares of the Company as defined in Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that shall be disclosed nor are Mr. ZHENG and Ms. QU involved in any matter required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) and 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.



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## **LETTER FROM THE BOARD**

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If the appointment of the nominated Supervisors is approved by the Shareholders at the general meeting, the Company will enter into service agreements or letters of appointment with the nominated Supervisors in due course. The remuneration of all Supervisors will be determined in accordance with the Articles of Association, taking into account the relevant recommendations of the Remuneration and Appraisal Committee of the Board in accordance with its terms of reference, and taking into account, among other things, their duties and responsibilities. Their terms of office shall commence from the date of consideration and approval at the general meeting to the expiry date of the fifth session of the Supervisory Committee.

### **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 29 March 2023 in relation to the proposed change of business scope and proposed amendment to the Articles of Association. The proposed amendment to the Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the EGM. Save as the aforesaid proposed change of business scope and proposed amendment to the Articles of Association, other provisions of the Articles of Association remain unchanged.

Details of the amendment to the Articles of Association are contained in Appendix I of this circular.

### **THE EGM**

The EGM will be held at 10:00 a.m. on Thursday, 27 April 2023 at Small Conference Room, South Building of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC, for the purpose of considering and, if thought fit, approving the resolutions for the election of executive Director, the election of Supervisors and the amendment to the Articles of Association. At the EGM, voting will be taken by poll. The notice of EGM is set out on pages EGM-1 to EGM-2 of this circular.

No Shareholder is required to abstain from voting in connection with the resolutions to be proposed at the EGM.

In order to determine the Shareholders of H Shares who will be entitled to attend the EGM, the register of members of the Company will be closed from Wednesday, 26 April 2023 to Thursday, 27 April 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order for the unregistered Shareholders of H Shares of the Company to qualify for attending the EGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Tuesday, 25 April 2023.

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## **LETTER FROM THE BOARD**

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Form of Proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon. The aforementioned documents shall be lodged by the Shareholders of H Shares with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The proxy form must be returned not less than 24 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the Forms of Proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish.

### **VOTING BY POLL**

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings (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 by a show of hands). The chairman of the EGM will request for voting by poll on the proposed resolution in the notice. The results of the poll will be published on the websites of the Company, the SSE and the Stock Exchange on the date of the above meeting.

On a poll, every Shareholder presents in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of members of the Company. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

### **RECOMMENDATIONS**

The Board is of the view that the aforesaid election of executive Director, the election of Supervisors and the amendment to the Articles of Association are in the interests of the Company and its Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm that, having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
By order of the Board  
**Qinhuangdao Port Co., Ltd.\***  
**ZHANG Xiaoqiang**  
*Chairman*

Qinhuangdao, Hebei Province, the PRC

The proposed amendment to the Articles of Association is as follows:

Before amendment	After amendment
<p>Article 12 The Business scope of the Company shall be in accordance with the items approved by company registry.</p> <p>The business scope of the Company includes provision of berthing facilities for vessels; provision of loading and discharging, warehousing, container stacking, less than container load services entrusted by the principal; provision of pushing and towing services for vessels entering and leaving port, berthing and shifting berth; lease, repair and maintenance of harbour facilities, equipment and machinery; provision of shore power for vessels, crew shuttling, provision of waste recovery, oil fence services; provision of power and electrical engineering installation, repair and maintenance services; power use management and technological upgrading; buildings and premises lease; manufacturing, processing, repair and lease of hand tools; repair of motor vehicles; provision of computer engineering, network and software development services; harbour information and technology consultation services; the research and development, consultancy and services of harbour loading and unloading automation technology; cargo weighing; freight forwarding; ordinary freight; freight station (site) (logistics services); transport of special goods (containers); enterprise management services; provision of harbour-related labor services; import and export services of goods (except those prohibited by the state or for which a prior approval should be obtained); labor dispatch (operated with a valid operating license for labor dispatch); intellectualized building engineering; security engineering; maintenance of computer and auxiliary equipment; installation and maintenance of central air-conditioning; inspection of lightning protection devices; fire protection technical consultation; inspection, installation and maintenance of fire protection equipment; design, production, agency sale and release of various advertisements in China; corporate image planning; corporate marketing planning; graphic and textual design and production; digital content production services (excluding publication and distribution);</p>	<p>Article 12 The business scope of the Company shall be in accordance with the items approved by company registry.</p> <p>The business scope of the Company includes port operation; tariff-free warehouse operation; warehousing services for goods under customs control (excluding hazardous chemicals and dangerous goods); port cargo loading, unloading and handling service; loading, unloading and handling; general cargo storage services (excluding hazardous chemicals and other items subject to approval); ship chartering; machinery and equipment leasing; general equipment repair; installation, maintenance and testing of electric power facilities for transmission, supply and receiving of electricity; power generation technology services; housing rental; non-residential real estate rental; lease of land use right; metal tool manufacturing; storage equipment leasing services; motor vehicle repair and maintenance; digital technology services; software development; computer system services; technology service, technology development, technology consultation, technology exchange, technology transfer, and technology promotion; information technology consulting services; electronic weighing service; domestic freight forwarder; road cargo transport (except network cargo and dangerous goods) by general cargo vehicles with a total weight of 4.5 tons or less; road cargo transport station operation; road transport of goods (excluding dangerous goods); enterprise management; labor service (excluding labor dispatch); import and export of goods; labor dispatch service; safety technology defense system design and construction services; computer and office equipment maintenance; general mechanical equipment installation services; lightning protection device detection; fire protection technical service; advertising design and agency; advertising production; advertising release; corporate image planning; marketing planning; graphic and textual design and production; digital content production services (excluding publication and distribution);</p>

Before amendment	After amendment
<p>Internet information services (operated with a license); conference and exhibition services; human resource management consulting service; internal trainings for enterprise staff; repair for communication terminal equipment. (The operation of the following items are restricted to the branches only): provision of supplies purchasing services for the Company; provision of services of funds settlement and financial administration in relation to the Company; security services for harbor facilities; environmental landscaping and sanitary services; railway transport services within the harbour district; computer system services.</p>	<p>internet information service; conference and exhibition services; human resource services (excluding job intermediary activities and labor dispatch services); business training (excluding education training, vocational training and other training that requires permission); communication equipment repair; purchasing agency services; agent bookkeeping; landscaping engineering construction; urban greening management; professional cleaning, washing, and sterilising services; public rail transport; information system integration services; computer and communication equipment leasing; leasing services (excluding licensed leasing services); railway transportation auxiliary activities; container stacking and less than container load services; leasing and maintenance of port facilities, equipment and port machinery; provide shore power, crew transport, pollutant reception, oil boom supply services for ships; electricity management; hand tool maintenance; intelligent building engineering; central air conditioning installation and maintenance; provide fund settlement in relation to the Company; port facility security services.</p>

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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# 秦皇島港股份有限公司 QINHUANGDAO PORT CO., LTD.\*

(a joint stock limited liability company incorporated in the People's Republic of China)  
(Stock Code: 03369)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (the “EGM”) of Qinhuangdao Port Co., Ltd.\* (the “**Company**”) will be held at 10:00 a.m. on Thursday, 27 April 2023 at Small Conference Room, South Building of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the People's Republic of China (the “**PRC**”) for the purpose of considering and if thought fit, passing the following resolutions:

#### SPECIAL RESOLUTION

1. The resolution regarding the change of business scope and amendment to the Articles of Association of the Company.

#### ORDINARY RESOLUTION (NON-CUMULATIVE VOTING MECHANISM)

2. The resolution regarding the election of executive Directors of fifth session of the Board of the Company: election of Mr. GAO Feng as an executive Director of the Company.

#### ORDINARY RESOLUTION (CUMULATIVE VOTING MECHANISM)

3. The resolution regarding the election of Supervisors of fifth session of the Supervisory Committee of the Company:
  - 3.1 Election of Mr. ZHENG Guoqiang as a Supervisor of the Company; and
  - 3.2 Election of Ms. QU Ying as a Supervisor of the Company.

On behalf of the Board  
**Qinhuangdao Port Co., Ltd.\***  
**ZHANG Xiaoqiang**  
*Chairman*

Qinhuangdao, Hebei Province, the PRC

11 April 2023

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Capitalised terms defined in the circular of the Company dated 11 April 2023 shall have the same meanings when used in this notice, unless the context otherwise requires.
2. In order to determine the holders of H Shares who will be entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 26 April 2023 to Thursday, 27 April 2023 (both days inclusive), during which period no transfer of Shares will be registered. For the holders of H Shares of the Company who intend to attend the EGM but have not yet registered, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any case no later than 4:30 p.m. on Tuesday, 25 April 2023.
3. Any Shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a Shareholder.
4. The instrument appointing a proxy shall be in writing under the hand of the Shareholder or of his/her attorney duly authorised in writing or, if the Shareholder is a corporation, either under its common seal or under the hand of its directors or an attorney duly authorised in writing to sign the same. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising the attorney to sign, or other authorization documents shall be notarized. For Shareholders, the aforementioned documents must be lodged with the share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her legal representative, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of any authorization documents issued by such corporate Shareholder.
6. The EGM is expected to last for no more than half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling and accommodation expenses.
7. The contact of the Company:  
  
Address: 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC  
Postal Code: 066000  
Fax: 0335-3093599
8. All votes of resolution at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.portqhd.com](http://www.portqhd.com)) in accordance with the Listing Rules.

*As at the date of this notice, the executive Directors of the Company are ZHANG Xiaoqiang and NIE Yuzhong; the non-executive Directors of the Company are LI Yingxu and XIAO Xiang; and the independent non-executive Directors of the Company are CHEN Ruihua, XIAO Zuhe, ZHAO Jinguang and ZHU Qingxiang.*