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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. POLL RESULTS OF 2023 ANNUAL GENERAL MEETING;
II. DISTRIBUTION OF FINAL DIVIDEND;
III. CHANGE OF FINANCIAL STATEMENT AUDITOR AND
INTERNAL CONTROL AUDITOR;
IV. CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND
V. ADJUSTMENT OF MEMBERS OF COMMITTEES UNDER THE BOARD**

Reference is made to the circular (the “**Circular**”) of Qinhuangdao Port Co., Ltd. (the “**Company**”) dated 24 May 2024 in respect of the 2023 annual general meeting (the “**AGM**”) of the Company. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

I. POLL RESULTS OF THE AGM

The AGM was held at 11:00 a.m. on Tuesday, 25 June 2024 at Feila Seaview Hotel (菲拉海景酒店), 195 Dongshan Street, Haigang District, Qinhuangdao, Hebei Province, the PRC. All resolutions proposed at the AGM were taken by poll.

As at the date of the AGM, the total number of Shares of the Company was 5,587,412,000 Shares, being the total number of Shares entitling the holders thereof to attend and vote on the proposed resolutions at the AGM.

There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There were no Shares entitling the holders thereof to attend at the AGM but abstain from voting pursuant to Rule 13.40 of the Listing Rules.

A total of 16 Shareholders and authorized proxies holding 4,093,898,703 Shares, which include 3,970,926,641 A Shares and 122,972,062 H Shares, representing 73.270035% of the total number of Shares of the Company, were present at the AGM.

The AGM was convened by the Board and chaired by Mr. ZHANG Xiaoqiang, the Chairman of the Board of the Company. Directors, Mr. NIE Yuzhong, Mr. GAO Feng, Mr. LI Yingxu, Ms. XIAO Xiang, Mr. CHEN Ruihua, Mr. XIAO Zuhe, Mr. ZHAO Jinguang and Ms. ZHU Qingxiang attended the AGM.

Convening of and the procedures for holding the AGM and the voting procedures at the AGM were in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

The poll results in respect of the resolutions proposed at the AGM are as follows:

SPECIAL RESOLUTION		NUMBER OF VOTES AND PERCENTAGE (%)			
		FOR	AGAINST	ABSTAIN	
1.	The resolution regarding the change of business scope of the Company and the amendment to the articles of association.	4,093,846,703 99.998730%	52,000 0.001270%	0 0.000000%	
ORDINARY RESOLUTIONS (NON-CUMULATIVE VOTING MECHANISM)		NUMBER OF VOTES AND PERCENTAGE (%)			
		FOR	AGAINST	ABSTAIN	
2.	The resolution regarding the report of the board of directors of the Company for 2023.	4,093,776,703 99.997020%	52,000 0.001270%	70,000 0.001710%	
3.	The resolution regarding the report of the supervisory committee of the Company for 2023.	4,093,776,703 99.997020%	52,000 0.001270%	70,000 0.001710%	
4.	The resolution regarding the final financial report of the Company for 2023.	4,093,776,703 99.997020%	2,000 0.000049%	120,000 0.002931%	
5.	The resolution regarding the 2023 profit distribution plan and declaration of final dividend of the Company.	4,093,896,703 99.999951%	2,000 0.000049%	0 0.000000%	
6.	The resolution regarding the appointment of the financial statement auditor for the year 2024.	4,093,846,703 99.998730%	52,000 0.001270%	0 0.000000%	
7.	The resolution regarding the appointment of the internal control auditor for the year 2024.	4,093,846,703 99.998730%	52,000 0.001270%	0 0.000000%	
8.	The resolution regarding the directors' 2023 annual remuneration.	4,093,838,703 99.998534%	60,000 0.001466%	0 0.000000%	
9.	The resolution regarding the supervisors' 2023 annual remuneration.	4,093,838,703 99.998534%	60,000 0.001466%	0 0.000000%	
ORDINARY RESOLUTIONS (CUMULATIVE VOTING MECHANISM)		FOR	AGAINST	ABSTAIN	
10.	The resolution regarding the election of the independent non-executive directors of the fifth session of the board of directors of the Company:	NUMBER OF VOTES AND PERCENTAGE (%)			
	10.01	The election of Mr. LIU Li as an independent non-executive director of the Company.	4,093,839,147 99.998545%	0 0.000000%	0 0.000000%
	10.02	The election of Mr. ZHOU Qing as an independent non-executive director of the Company.	4,093,838,747 99.998535%	0 0.000000%	0 0.000000%

As more than half of the total number of Shares held by the Shareholders who attended and voted on the relevant resolutions at the AGM were cast in favour of each of the above ordinary resolutions, and more than two thirds of the total number of Shares held by the Shareholders who attended and voted on the relevant resolution at the AGM were cast in favour of the special resolution, all the above resolutions were duly passed.

The Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

II. DISTRIBUTION OF FINAL DIVIDEND

The Board would like to inform the Shareholders of the details in relation to the distribution of final dividend for 2023 (the "**Final Dividend**").

The Company will distribute the Final Dividend of RMB0.83 per 10 Shares (tax inclusive) to the Shareholders in cash. The Final Dividend will be distributed before 22 August 2024 to the Shareholders whose names appear on the register of members of the Company as at 16 July 2024. As required by the Articles of Association, dividends to the Shareholders of A Shares shall be denominated and paid in RMB whereas dividends to the Shareholders of H Shares shall be denominated in RMB and paid in Hong Kong dollars at the average exchange rate as announced by the People's Bank of China within one week immediately preceding the date of the AGM (i.e. the exchange rate of RMB0.911804 = HK\$1.00). Accordingly, the Final Dividend of HK\$0.910283 per 10 H Shares (tax inclusive) will be paid.

In accordance with the Enterprise Income Tax Law of the People's Republic of China and its implementation rules effective on 1 January 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold enterprise income tax at the rate of 10% for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of Final Dividend as enterprise income tax, distribute the Final Dividend to non-resident enterprise Shareholders, i.e. any Shareholders who hold the Company's Shares in the name of non-individual Shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or Shareholders of H Shares registered in the name of other organizations and groups.

Due to changes in the PRC tax laws and regulations, according to the Announcement on the List of Fully and Partially Invalid and Repealed Tax Regulatory Documents issued by the State Taxation Administration on 4 January 2011, individual Shareholders who hold the Company's H Shares and whose names appeared on the H Share register of members of the Company can no longer be exempted from individual income tax pursuant to the Notice on Matters Concerning the Taxation of Gains on Transfer and Dividends from Shares (Equities) Received by Foreign Investment Enterprises, Foreign Enterprises and Foreign Individuals (Guo Shui Fa [1993] No.045) issued by the State Taxation Administration, whilst pursuant to the letter titled Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies issued by the Stock Exchange to the issuers on 4 July 2011 and the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No.045 of State Taxation Administration (Guo Shui Han [2011] No.348), it is confirmed that the overseas resident individual shareholders holding shares of domestic non-foreign invested enterprises issued in Hong Kong are entitled to the relevant preferential tax treatments pursuant to the provisions in the tax agreements between the countries where they reside and the PRC or the tax arrangements between the PRC and Hong Kong (Macau). Therefore, the Company will withhold 10% of the dividends as individual income tax, unless it is otherwise specified in the relevant tax regulations and tax agreements, in which case the Company will withhold individual income tax of such dividends in accordance with the tax rates and the relevant procedures as specified by the relevant regulations.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent of the Final Dividend of H Shares in Hong Kong (the “**Receiving Agent**”) and will distribute the Final Dividend to the Shareholders of H Shares through the Receiving Agent. The Final Dividend will be paid by the Receiving Agent to the holders of H Shares who are entitled to receive the Final Dividend, and the relevant cheques will be sent by ordinary mail before 22 August 2024 to the holders of H Shares at their own risks.

The Company will make separate arrangement for the distribution of the Final Dividend to the holders of A Shares.

III. CHANGE OF FINANCIAL STATEMENT AUDITOR AND INTERNAL CONTROL AUDITOR

As the ordinary resolutions No.6 and No.7 regarding the appointment of the Company’s financial statement auditor for the year 2024 and internal control auditor for the year 2024 were duly passed by the Shareholders at the AGM, respectively, the Company hereby announces that:

1. Deloitte CPA was appointed as the Company’s financial statement auditor for the year 2024 in place of EY Hua Ming, the retired financial statement auditor for the year 2023; and
2. Deloitte CPA was appointed as the Company’s internal control auditor for the year 2024 in place of EY Hua Ming, the retired internal control auditor for the year 2023.

The Board would like to take this opportunity to welcome Deloitte CPA as the Company’s financial statement auditor for the year 2024 and internal control auditor for the year 2024, respectively.

In addition, EY Hua Ming has provided a written confirmation to the Company that there is no matter in relation to their resignation that needs to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no disagreements or unresolved matters between EY Hua Ming and the Company and no other matters relating to the change of financial statement auditor and internal control auditor of the Company that need to be brought to the attention of the Shareholders.

The Board would also like to take this opportunity to express its sincere gratitude to EY Hua Ming for their professional services and support to the Company during their term of office.

IV. CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

1. Appointment of Independent Non-executive Directors

At the AGM, the following personnel have been elected as the Directors of the fifth session of the Board.

Independent Non-executive Directors

Mr. LIU Li
Mr. ZHOU Qing

Each of the Directors has confirmed that they meet the independence criteria for directors as set out in Rule 3.13 of the Listing Rules, and their biographies are set out in the Appendix to this announcement.

Save as disclosed in this announcement, each of the Directors has confirmed that (i) they did not hold any position in the Group or any directorship in other listed companies in the last three years; (ii) they do not have any relationship with any Director, supervisor, senior management, substantial or controlling Shareholders of the Company; and (iii) they do not have any interest in the Shares of the Company as defined in Part XV of the SFO.

Save as disclosed in this announcement, the Company is of the view that there is no information relating to the Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to 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.

The appointment of each Director shall be effective from the date of the AGM (i.e. 25 June 2024). The term of office of the Directors shall commence from the date of the AGM (i.e. 25 June 2024) until the expiration of the term of office of the current session of the Board. The remuneration of the Directors will be determined in accordance with the Articles of Association, taking into account the relevant recommendations of the remuneration and appraisal committee under the Board in accordance with its terms of reference, and, among other things, their duties and responsibilities.

2. Resignation of Independent Non-executive Directors

The Board hereby announces that, according to the relevant provisions of the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) issued by the China Securities Regulatory Commission and the Articles of Association, the term of office of independent non-executive director must not be longer than six years. Accordingly, (1) Mr. CHEN Ruihua (“**Mr. CHEN**”), a current independent non-executive Director of the Company, will resign as an independent non-executive Director, the chairman of the nomination committee, a member of the strategy committee and a member of the risk management committee of the Company; and (2) Mr. XIAO Zuhe (“**Mr. XIAO**”), a current independent non-executive Director of the Company, will resign as an independent non-executive Director, a member of the Audit Committee and the chairman of the risk management committee of the Company. All of the above resignations shall be effective from 25 June 2024.

Each of Mr. CHEN and Mr. XIAO has confirmed that they do not have any disagreements with the Board and there are no other matters relating to their resignations that need to be brought to the attention of the Shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. CHEN and Mr. XIAO for their contributions to the development of the Company during their term of office!

V. ADJUSTMENT OF MEMBERS OF COMMITTEES UNDER THE BOARD

The Board also passed, among other things, the resolution regarding the adjustment of the relevant members of the committees under the Board with the term of office commencing from 25 June 2024 until the expiration of the term of office of the fifth session of the Board.

1. Mr. LIU Li, an independent non-executive Director, has been appointed as the chairman of the nomination committee, a member of the strategy committee and a member of the risk management committee.
2. Mr. ZHOU Qing, an independent non-executive Director, has been appointed as the chairman of the risk management committee, a member of the Audit Committee and a member of the remuneration and appraisal committee.
3. Mr. NIE Yuzhong, an executive Director, resigned as a member of the remuneration and appraisal committee.

There was no change in the composition of the compliance management committee.

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

Qinhuangdao, Hebei Province, the PRC
25 June 2024

As at the date of this announcement, the executive Directors of the Company are Mr. ZHANG Xiaoqiang, Mr. NIE Yuzhong and Mr. GAO Feng; the non-executive Directors of the Company are Mr. LI Yingxu and Ms. XIAO Xiang; and the independent non-executive Directors of the Company are Mr. ZHAO Jinguang, Ms. ZHU Qingxiang, Mr. LIU Li and Mr. ZHOU Qing.

* For identification purpose only

APPENDIX BIOGRAPHIES OF THE DIRECTORS

Independent Non-executive Directors

Mr. LIU Li, male, Han Chinese, born in February 1968, is a member of the Communist Party of the PRC (the “CPC”), and holds a PhD degree. Mr. LIU started working in June 1997, and has successively served as the research assistant of Institute of Finance and Trade Economics of Chinese Academy of Social Sciences; the associate researcher of the Department of Economics of the Party School of the Central Committee of the CPC; the division director of the General Affairs Division of the General Affairs Department of the Ministry of Commerce of the PRC; the division director of the Policies and Regulations Division of the Strategic Reserves Bureau of the NDRC of the PRC; the deputy director of the Research Office of Chongqing Party Committee and Chongqing Government; the deputy director of the China Food Research and Training Center of the NDRC; the deputy director of the Information Office of the Research Office of the State Council; the executive deputy general manager of China Yan Shi Press* (中國言實出版社) under the auspices of the Research Office of the State Council; and the vice president of Simcere Pharmaceutical Co., Ltd. He has been serving as a strategic advisor of Simcere Pharmaceutical Co., Ltd. since March 2024.

Mr. ZHOU Qing, male, Han Chinese, born in September 1969, is a member of the CPC, and holds a university degree and a professional technical position of senior engineer. Mr. ZHOU started working in July 1993, and has successively served as the deputy general manager of China General Consulting & Investment Co., Ltd.; the president of Beijing Shenxing Investment Management Co., Ltd.* (北京深行投資管理有限責任公司); and the general manager of China Railway Mintong (Beijing) Investment Co., Ltd.* (中鐵民通(北京)投資有限公司). He has been serving as a senior partner of Beijing Shengyong Jiahua Investment Management Consulting Co., Ltd.* (北京盛永嘉華投資管理顧問有限公司) since September 2021 and the director of Guohe Xinli (Beijing) Fund Management Consulting Co., Ltd.* (國合新力(北京)基金管理有限公司) since June 2022.

* For identification purpose only