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

**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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秦皇岛港股份有限公司
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 DIRECTORS;
# AND
# II. NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice for convening the Extraordinary General Meeting of the Company to be held at 10:00 a.m. on Friday, 27 February 2026 at Conference Room, the Second Floor 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*

30 January 2026

# CONTENTS

*Page*

**DEFINITIONS** . . . . . 1

**LETTER FROM THE BOARD** . . . . . 3

**NOTICE OF EXTRAORDINARY GENERAL MEETING** . . . . . EGM-1

*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 the PRC that is subscribed in RMB and listed on the SSE |
| "Articles of Association" | the Articles of Association of Qinhuangdao Port Co., Ltd. (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 Friday, 27 February 2026 at Conference Room, the Second Floor 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 |
| "Notice of EGM" | The Notice of EGM to be held as set out on pages EGM-1 to EGM-2 of this circular |
| "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 |
| "%" | 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.*

秦皇岛港股份有限公司
QINHUANGDAO PORT CO.,LTD.*

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

*Executive Directors:*
Mr. NIE Yuzhong
Mr. GAO Feng

*Non-executive Directors:*
Mr. LIU Simang
Ms. XIAO Xiang
Mr. LIU Wenpeng

*Independent non-executive Directors:*
Mr. ZHAO Jinguang
Ms. ZHU Qingxiang
Mr. LIU Li
Mr. ZHOU Qing

*Employee Representative Director*
Mr. LI Yufeng

*Registered office:*
35 Haibin Road
Haigang District
Qinhuangdao
Hebei Province
PRC

*Principal place of business in Hong Kong:*
31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay, Hong Kong

30 January 2026

*To the Shareholders*

Dear Sir or Madam,

## I. PROPOSED APPOINTMENT OF DIRECTORS; AND II. 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 Directors; and (ii) notice of EGM, which would enable the Shareholders to make informed decisions at the EGM.

* *For identification purpose only*

## ELECTION OF EXECUTIVE DIRECTORS

Reference is made to the announcement of the Company dated 30 January 2026 in relation to the proposed appointment of executive Directors (the "**Proposed Appointment**"). Pursuant to the provisions of the Articles of Association, the resolution proposed for the nomination of Mr. ZHANG Zhihui ("**Mr. ZHANG**") and Mr. DING Xiaoping ("**Mr. DING**") as executive Directors of the Company is subject to the approval of the Shareholders at the Extraordinary General Meeting of the Company. As such, the Board proposed an ordinary resolution to appoint Mr. ZHANG and Mr. DING as executive Directors at the EGM.

If the Proposed Appointment is approved by the Shareholders, the terms of office of the nominated directors above will commence from the date of approval at the EGM to the expiry date of the terms of office of the sixth session of the Board of the Company. The Company will enter into directors' service agreements or letters of appointment with Mr. ZHANG and Mr. DING in due course. Their remunerations of Directors will be determined in accordance with the Articles of Association, taking into account the relevant recommendations made by the remuneration and appraisal committee of the Board in accordance with its terms of reference, and considering, among other things, their duties and responsibilities.

The biography of Mr. ZHANG is set out below:

Mr. ZHANG, born in July 1973, is a member of the Communist Party of China, holds a bachelor's degree and a master's degree, and is a senior political engineer. Mr. ZHANG started working in December 1990, and successively served as a deputy director of the Security Department, the director of the Communication Department, director of the Information Department and the director of the office of the Jingtang Port Authority, the director of the Administrative Affairs Department of Jingtang Port Co., Ltd., assistant to the general manager and the manager of a storage and transportation company, the deputy general manager and director of the Administrative Affairs Department and the secretary of the Party branch, the executive deputy general manager, the deputy secretary of the Party Committee, the secretary of the Disciplinary Committee, the chairman of the labor union of Tangshan Port Group Co., Ltd., the deputy secretary of the Party Committee, the executive deputy general manager and general manager of Tangshan Port Industrial Group Co., Ltd.*（唐山港口實業集團有限公司), the supervisor and chairman of the supervisory committee of Tangshan Port Group Co., Ltd., executive director of Tangshan Port Investment Management Co., Ltd.*（唐山港務投資管理有限公司), the secretary of the Party Committee, director and chairman of Tangshan Port Industrial Group Co., Ltd., and a director and the chairman of Qinhuangdao Shipping Co., Ltd.*（秦皇島船務有限公司), and served as the secretary of the Party Committee, director and chairman of Tangshan Port Industrial Group Co., Ltd. and the director, chairman and secretary of the Party branch of Qinhuangdao Hechuang Shipping Co., Ltd.*（秦皇島合創船務有限公司）since November 2024.

The biography of Mr. DING is set out below:

Mr. DING, born in February 1972, is a member of the Communist Party of China, holds a bachelor's degree and a master's degree, and is a professorate senior engineer. Mr. DING started working in July 1995, and successively served as a technician of the Preparatory Group of the Qinhuangdao Port Coal Terminal Phase IV*（秦港煤四期）, a technician of the Port Construction Engineering Office, a technician and deputy director of the Unloading Department of the Seventh Company, the chief of the Equipment Section of the Caofeidian Construction and Development Headquarters, the director of the Production Department, assistant to the general manager and deputy general manager of Tangshan Caofeidian Shiye Port Co., Ltd., the deputy secretary of the Party Committee, director, general manager and safety director of Cangzhou Huanghuagang Mineral Port Co., Ltd., the director, general manager and secretary of the Party Committee of Tangshan Caofeidian Shiye Port Co., Ltd., the secretary of the Party Committee, director and chairman of Cangzhou Huanghuagang Mineral Port Co., Ltd., the secretary of the Party branch, director and chairman of Cangzhou Huanghua Port Bulk Cargo Port Co., Ltd.（滄州黃驊港散貨港務有限公司）, the vice president of Qinhuangdao Port Co., Ltd.*, and served as the secretary of the Party Committee, director and chairman of Caofeidian Port Group Co., Ltd., and the secretary of the Party Committee, director and chairman of Caofeidian Port Group Co., Ltd. since November 2024.

Save as disclosed in this circular, each of Mr. ZHANG and Mr. DING 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 is not related to any of the directors, 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.

Save as disclosed above, the Company considers that there is no other matter in respect of the Proposed Appointment which needs to be notified to the Shareholders, nor any other information which shall be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**EGM**

The EGM will be held at 10:00 a.m. on Friday, 27 February 2026 at Conference Room, the Second Floor of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC, for the Shareholders to consider and, if thought fit, approve the resolution for the election of executive Directors. 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 resolution 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 Tuesday, 24 February 2026 to Friday, 27 February 2026 (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 Monday, 23 February 2026.

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 resolution of election of executive Directors is 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 resolution to be proposed at the EGM.

## 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.***
**NIE Yuzhong**
*Vice Chairman*

Qinhuangdao, Hebei Province, the PRC

秦皇岛港股份有限公司
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 Friday, 27 February 2026 at Conference Room, the Second Floor 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 resolution:

## ORDINARY RESOLUTION (CUMULATIVE VOTING MECHANISM)

1. The resolution regarding the election of executive Directors of the sixth session of the Board of the Company:

   1.1 Election of Mr. ZHANG Zhihui as an executive Director of the Company; and

   1.2 Election of Mr. DING Xiaoping as an executive Director of the Company.

On behalf of the Board
**Qinhuangdao Port Co., Ltd.***
**NIE Yuzhong**
*Vice Chairman*

Qinhuangdao, Hebei Province, the PRC
30 January 2026

*Notes:*

1. Capitalised terms defined in the circular of the Company dated 30 January 2026 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 Tuesday, 24 February 2026 to Friday, 27 February 2026 (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 Monday, 23 February 2026.

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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) and the Company (www.portqhd.com) in accordance with the Listing Rules.

*As at the date of this notice, the executive Directors of the Company are Mr. NIE Yuzhong and Mr. GAO Feng; the non-executive Directors of the Company are Mr. LIU Simang, Ms. XIAO Xiang and Mr. LIU Wenpeng; the independent non-executive Directors of the Company are Mr. ZHAO Jinguang, Ms. ZHU Qingxiang, Mr. LIU Li and Mr. ZHOU Qing; and the employee representative Director is Mr. LI Yufeng.*