
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 forms 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: 3369)

- (1) 2020 PROFIT DISTRIBUTION PLAN AND
DECLARATION OF FINAL DIVIDEND;**
- (2) RE-APPOINTMENT OF THE AUDITOR FOR
THE YEAR 2021 AND THE AUDIT FEES FOR THE YEAR 2021;**
- (3) RE-APPOINTMENT OF THE INTERNAL CONTROL AUDITOR
FOR THE YEAR 2021 AND THE INTERNAL
CONTROL AUDIT FEES FOR THE YEAR 2021;**
- (4) THE DIRECTORS' 2020 ANNUAL REMUNERATION;**
- (5) THE SUPERVISORS' 2020 ANNUAL REMUNERATION;**
- (6) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION;**
- (7) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE GENERAL MEETING;**
- (8) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE BOARD OF DIRECTORS;**
- (9) NOTICE OF ANNUAL GENERAL MEETING;
AND**
- (10) NOTICE OF H SHAREHOLDERS' CLASS MEETING**

The notices for convening the Annual General Meeting and the H Shareholders' Class Meeting of the Company to be held at 10:00 a.m. and 11:30 a.m. on Friday, 25 June 2021 at Qinhuangdao Sea View Kaiyuan Hotel, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, PRC are set out on pages 42 to 44 and pages 45 to 46 of this circular.

Whether or not you are able to attend the Annual General Meeting and H Shareholders' Class Meeting in person, you are requested to complete and return the accompanying applicable reply slips and forms 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 reply slips must be served no later than Friday, 4 June 2021 and the forms of proxy must be served not less than 24 hours before the time scheduled for holding such meetings or any adjournment thereof. Completion and return of the forms 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

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
“AGM” or “Annual General Meeting”	the 2020 annual general meeting or any adjournment thereof of the Company to be held at 10:00 a.m. on Friday, 25 June 2021 at Qinhuangdao Sea View Kaiyuan Hotel, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, PRC
“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
“Form(s) of Proxy”	the forms of proxy to be delivered to the Shareholders together with this circular
“H Share(s)”	overseas listed foreign shares with nominal value of RMB1.00 each 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
“H Shareholders’ Class Meeting”	the 2021 first H Shareholders’ class meeting of the Company to be held at 11:30 a.m. on Friday, 25 June 2021
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“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
“Rules of Procedure of the Board of Directors”	the rules of procedure of the Board of Directors of the Company, as amended from time to time
“Rules of Procedure of the General Meeting”	the rules of procedure of the general meeting of the Company, as amended from time to time
“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”	shares of the Company
“SSE”	The Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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 legal persons.

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.

LETTER FROM THE BOARD



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: 3369)

Executive Directors:

Mr. CAO Ziyu (Chairman)
Mr. YANG Wensheng
Mr. MA Xiping

Non-executive Directors:

Mr. LIU Guanghai
Mr. LI Jianping
Ms. XIAO Xiang

Independent non-executive Directors:

Ms. ZANG Xiuqing
Mr. HOU Shujun
Mr. CHEN Ruihua
Mr. XIAO Zuhe

Registered office:

35 Haibin Road
Haigang District
Qinhuangdao
Hebei Province
PRC

*Principal place of business
in Hong Kong:*

Flat C, 7/F, Block B, Billion Centre
No.1 Wang Kwong Road
Kowloon Bay
Hong Kong

28 April 2021

To the Shareholders

Dear Sir or Madam,

- (1) 2020 PROFIT DISTRIBUTION PLAN AND
DECLARATION OF FINAL DIVIDEND;
(2) RE-APPOINTMENT OF THE AUDITOR FOR
THE YEAR 2021 AND THE AUDIT FEES FOR THE YEAR 2021;
(3) RE-APPOINTMENT OF THE INTERNAL CONTROL AUDITOR
FOR THE YEAR 2021 AND THE INTERNAL
CONTROL AUDIT FEES FOR THE YEAR 2021;
(4) THE DIRECTORS' 2020 ANNUAL REMUNERATION;
(5) THE SUPERVISORS' 2020 ANNUAL REMUNERATION;
(6) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(7) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE GENERAL MEETING;
(8) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF
THE BOARD OF DIRECTORS;
(9) NOTICE OF ANNUAL GENERAL MEETING;
AND
(10) NOTICE OF H SHAREHOLDERS' CLASS MEETING

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LETTER FROM THE BOARD

Introduction

Reference is made to the announcement of the Company dated 29 March 2021, in relation to the proposed amendments to the Articles of Association, proposed amendments to the Rules of Procedure of the General Meeting and proposed amendments to the Rules of Procedure of the Board of Directors.

The purpose of this circular is to provide you with information regarding, among others, (1) 2020 profit distribution plan and declaration of final dividend; (2) re-appointment of the auditor for the year 2021 and the audit fees for the year 2021; (3) re-appointment of the internal control auditor for the year 2021 and the internal control audit fees for the year 2021; (4) the Directors' 2020 annual remuneration; (5) the Supervisors' 2020 annual remuneration; (6) proposed amendments to the Articles of Association; (7) proposed amendments to the Rules of Procedure of the General Meeting; (8) proposed amendments to the Rules of Procedure of the Board of Directors; (9) notice of Annual General Meeting; and (10) notice of H Shareholders' Class Meeting, which would enable the Shareholders to make informed decisions at the AGM and the H Shareholders' Class Meeting.

(1) 2020 profit distribution plan and declaration of final dividend

According to the relevant resolution approved at the meeting of the Board on 29 March 2021, on the basis of total share capital of 5,587,412,000 Shares as at 31 December 2020, the Board recommended the payment of a final dividend of RMB0.64 per 10 Shares (including tax) to the Shareholders of the Company, with a total cash dividend amounting to RMB357,594,368.00. If there is any change to the total share capital registered at the date of the subsequent implementation of interest distribution, the Company intends to keep the total distribution unchanged and makes corresponding adjustment to the distribution ratio. If the profit distribution plan is approved by the Shareholders at the AGM, the final dividends will be distributed by 25 August 2021 to the Shareholders whose names appear on the register of members of the Company as at 12 July 2021. In accordance with the Articles of Association, dividends of the A Shares are to be declared and paid in RMB, whereas dividends of the H Shares are to be declared in RMB and paid in Hong Kong dollars, the exchange rate of which will be calculated based on the average exchange rate published by The People's Bank of China one week immediately preceding the date of AGM to be held on 25 June 2021.

In accordance with the Dividend Distribution Plan of Qinhuangdao Port Co., Ltd.* (2018-2020) formulated by the Company, the Company may distribute dividends in cash, in shares or in a combination of both cash and shares or other means as permitted under laws and regulations, and shall give priority to cash dividends. The Company may make interim cash dividends distribution. Save for exceptional circumstances which may adversely affect the continuous ordinary operation of the Company as determined by Board, provided that the ordinary and sustainable development of the Company is being maintained, the Company may distribute dividend in cash if positive profit and accumulated undistributed profits are recorded. Profits to be distributed in cash for each year shall not less than 30% of net profits attributable to Shareholders of the Company for that year. For details, please refer to the Company's circular dated 3 May 2018.

LETTER FROM THE BOARD

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 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of final dividends as enterprise income tax, distribute the final dividends 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 Shareholder 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 Administration of Taxation (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 arrangements 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 dividend 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.

(2) The re-appointment of the auditor for the year 2021 and the audit fees for the year 2021

The Company proposed to re-appoint Ernst & Young Hua Ming LLP as the auditor of the Company for the year 2021, who will hold office until the conclusion of the annual general meeting for the year 2021.

The total fees for the audit of financial statements for the year 2021 will be RMB4 million (inclusive of tax).

(3) The re-appointment of the internal control auditor for the year 2021 and the internal control audit fees for the year 2021

The Company proposed to re-appoint Ernst & Young Hua Ming LLP as the internal control auditor of the Company for the year 2021, who will hold office until the conclusion of the annual general meeting for the year 2021. The total internal control audit fees for the year 2021 will be RMB0.7 million (inclusive of tax).

LETTER FROM THE BOARD

(4) The Directors' 2020 annual remuneration

In accordance with the requirements under the PRC Company Law and other relevant laws, regulations and normative documents and the Articles of Association, as well as the decision-making procedures and basis of determination for the remuneration of the Company's Directors, the Company has formulated the 2020 annual remuneration plan for Directors, which is as follows:

2020 Annual Remuneration Plan for Directors

Unit: RMB' ten thousand

Name	Position	Annual remuneration (before tax)	Remarks
CAO Ziyu	Executive Director, chairman	0	
LIU Guanghai	Non-executive Director, vice-chairman	0	
YANG Wensheng	Executive Director, president	76.75	
MA Xiping	Executive Director, secretary to the Board	74.11	
LI Jianping	Non-executive Director	0	
XIAO Xiang	Non-executive Director	0	
ZANG Xiuqing	Independent non-executive Director	10	
HOU Shujun	Independent non-executive Director	10	
CHEN Ruihua	Independent non-executive Director	10	
XIAO Zuhe	Independent non-executive Director	10	
Total	/	<u>190.86</u>	/

Among them, the chairman, CAO Ziyu, the vice-chairman, LIU Guanghai, the non-executive Directors, LI Jianping and XIAO Xiang do not receive remuneration from the Company; the Company has four independent non-executive Directors, and the allowance standard for them amounted to RMB100,000 per year (before tax).

LETTER FROM THE BOARD

(5) The Supervisors' 2020 annual remuneration

In accordance with the requirements under the PRC Company Law and other relevant laws, regulations and normative documents and the Articles of Association, as well as the decision-making procedures and basis of determination for the remuneration of the Company's supervisors, the Company has formulated the 2020 annual remuneration plan for supervisors, which is as follows:

2020 Annual Remuneration Plan for Supervisors

Unit: RMB' ten thousand

Name	Position	Annual remuneration (before tax)	Remarks
MENG Bo	Chairman of the supervisory committee	0	
BU Zhouqing	Supervisor	0	
BIAN Yingzi	Supervisor	0	
CAO Dong	Employee representative supervisor	66.54	
CHEN Linyan	Employee representative supervisor	66.66	
Total	/	<u>133.20</u>	/

Among them, the chairman of the supervisory committee, MENG Bo, the supervisors, BU Zhouqing and BIAN Yingzi do not receive remuneration from the Company.

(6) Proposed amendments to the Articles of Association

In accordance with the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) promulgated by the State Council, and taking into account the requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (《上海證券交易所股票上市規則》) and other laws and regulations, regulatory documents and the actual situation of Qinhuangdao Port Co., Ltd.* (秦皇島港股份有限公司), the Company intends to make amendments to the Articles of Association accordingly.

Amendments to the Articles of Association are subject to the approval by Shareholders of the Company by way of passing a special resolution at the AGM and the H Shareholders' Class Meeting. Save as the above-mentioned proposed amendments to the Articles of Association, the other provisions of the Articles of Association remain unchanged.

LETTER FROM THE BOARD

The Hong Kong and PRC legal advisors of the Company have confirmed that each of the proposed amendments to the Articles of Association and the amended Articles of Association complies with the provisions of the Listing Rules and does not violate the applicable laws of the PRC. The Directors have also confirmed that there is nothing unusual about the proposed amendments to the Articles of Association to the companies listed in Hong Kong.

The details of the amendments to the Articles of Association are set out in the Appendix I herein.

(7) Proposed amendments to the Rules of Procedure of the General Meeting

In accordance with the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) promulgated by the State Council, and taking into account the requirements of the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other laws and regulations, regulatory documents, adaptation of the requirements of the updated Articles of Association, and the actual situation of the Company, the Company intends to make amendments to the Rules of Procedure of the General Meeting of the Company accordingly.

Amendments to the Rules of Procedure of the General Meeting are subject to the approval by Shareholders of the Company by way of passing a special resolution at the AGM and H Shareholders' Class Meeting. Save as the above-mentioned proposed amendments to the Rules of Procedure of the General Meeting, the other provisions of the Rules of Procedure of the General Meeting remain unchanged.

The details of the amendments to the Rules of Procedure of the General Meeting are set out in the Appendix II herein.

(8) Proposed amendments to the Rules of Procedure of the Board of Directors

In accordance with the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) promulgated by the State Council, and taking into account the requirements of the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other laws and regulations, regulatory documents, adaptation of requirements of the updated Articles of Association, and the actual situation of the Company, the Company intends to make amendments to the Rules of Procedure of the Board of Directors of the Company accordingly.

Amendments to the Rules of Procedure of the Board of Directors are subject to the approval by Shareholders of the Company by way of passing a special resolution at the AGM. Save as the above-mentioned proposed amendments to the Rules of Procedure of the Board of Directors, the other provisions of the Rules of Procedure of the Board of Directors remain unchanged.

The details of the amendments to the Rules of Procedure of the Board of Directors are set out in the Appendix III herein.

LETTER FROM THE BOARD

Closure Period of Register of Members and Record Date

The AGM and the H Shareholders' Class Meeting will be held at 10:00 a.m. and 11:30 a.m. on Friday, 25 June 2021 at Qinhuangdao Sea View Kaiyuan Hotel, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, PRC. The notice of AGM and notice of H Shareholders' Class Meeting are set out on pages 42 to 44 and pages 45 to 46 of this circular. No Shareholder is required to abstain from voting in connection with the resolutions to be proposed at the AGM and/or the H Shareholders' Class Meeting.

In order to determine the Shareholders of H Shares who will be entitled to attend and vote at the AGM and the H Shareholders' Class Meeting, the register of members of the Company will be closed from Wednesday, 26 May 2021 to Friday, 25 June 2021 (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 AGM and/or H Shareholders' Class Meeting, 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 May 2021.

Subject to the approval of the proposed declaration of dividend of the Company at the AGM, dividends will be paid to the Shareholders whose names appear on the register of members of the Company after the close of the market on 12 July 2021. The register of the Company will be closed from Wednesday, 7 July 2021 to Monday, 12 July 2021 (both days inclusive), during which period no transfer of shares will be registered. In order for the Shareholders of H Shares of the Company with unregistered transfer documents to qualify for receiving the final dividends, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, 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, 6 July 2021. The Company has no obligation and will not be responsible for confirming the identities of the Shareholders. The Company held no liability in respect of any claims arising from any delay in, or inaccurate determination of the identity of the Shareholders or any disputes over the mechanism of withholding.

Reply slips and Forms of Proxy for the AGM and H Shareholders' Class Meeting are enclosed with this circular. Whether or not you are able to attend the AGM and/or H Shareholders' Class Meeting or any adjourned meeting thereof, you are requested to complete and return the applicable reply slips and Forms of Proxy in accordance with the instructions printed thereon. 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 reply slips must be served no later than Friday, 4 June 2021 and the Forms of Proxy must be served not less than 24 hours before the time scheduled for holding the AGM and the H Shareholders' Class Meeting (or any adjournment thereof). Completion and return of the Forms of Proxy shall not preclude you from attending and voting in person at the AGM and H Shareholders' Class Meeting or any adjourned meeting thereof should you so desire.

LETTER FROM THE BOARD

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 AGM and the H Shareholders' Class Meeting will request for voting by poll on all the proposed resolutions in the notice of AGM and notice of H Shareholders' Class Meeting. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the above meeting.

On a poll, every Shareholder presents in person or by proxy or (being a corporation) by its duly authorised representative at the AGM and/or the H Shareholders' Class Meeting 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 all resolutions to be proposed at the AGM and the H Shareholders' Class Meeting are in the best 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 AGM and the H Shareholders' Class Meeting.

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, having made all reasonable enquiries, that 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.*
CAO Ziyu
Chairman

Qinhuangdao, Hebei Province, the People's Republic of China

In accordance with the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) promulgated by the State Council, and taking into account the requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (《上海證券交易所股票上市規則》) and other laws and regulations, regulatory documents and the actual situation of Qinhuangdao Port Co., Ltd.* (秦皇島港股份有限公司), the Company intends to change the Articles of Association and make the following amendments to the Articles of Association:

Before amendments	After amendments
<p>Article 1 In order to safeguard the lawful rights of Qinhuangdao Port Co., Ltd., (hereinafter referred to as "Company"), its shareholders and creditors, with a view to regulating the organization and conduct of the Company, this Articles of Association is hereby prepared in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, Special Provisions of the State Council Concerning the Floatation and Listing of Stocks by Limited Stock Companies (hereinafter referred to as the "Special Provisions"), the Guidelines on the Articles of Association of Listed Companies, the Mandatory Provisions for the Articles of Association of the Companies to Be Listed Overseas (hereinafter referred to as the "Mandatory Provisions"), the Rules Governing the Listing of Securities on the Stock Exchanges of Hong Kong Limited and other rules and regulations.</p>	<p>Article 1 In order to safeguard the lawful rights of Qinhuangdao Port Co., Ltd., (hereinafter referred to as "Company"), its shareholders and creditors, with a view to regulating the organization and conduct of the Company, this Articles of Association is hereby prepared in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, Special Provisions of the State Council Concerning the Floatation and Listing of Stocks by Limited Stock Companies (hereinafter referred to as the "Special Provisions"), the Guidelines on the Articles of Association of Listed Companies, the Mandatory Provisions for the Articles of Association of the Companies to Be Listed Overseas (hereinafter referred to as the "Mandatory Provisions"), <u>the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange</u>, the Rules Governing the Listing of Securities on the Stock Exchanges of Hong Kong Limited (<u>hereinafter collectively referred to as the "Listing Rules"</u>) and other rules and regulations.</p>

Before amendments	After amendments
<p>Article 2 The Company is a limited liability company by shares incorporated in accordance with the Company Law, the Special Provisions and other rules and regulations.</p> <p>Approved by the Approval Reply Concerning the Issues of the State Run Stock Rights of Qinhuangdao Port Company [Ji Guo Zi Fa Chan Quan Gu Quan No. 27] (2008) issued by the State Owned Assets Supervision and Management Committee of the People's Government of Hebei Province, the Company was incorporated by means of sponsorship on 31 March 2008 in the People's Republic of China (for the purpose of this Articles of Association, exclusive of Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan), registered in Hebei Province of the People's Republic of China on 31 March 2008. The Company's unified social credit code is 91130000673224391T.</p> <p>The sponsors of the Company are: Qinhuangdao Port Group Limited (renamed as "Hebei Port Group Co. Ltd" in 2009, hereinafter referred to as 'Qin Port Group' or 'Hebei Port Group'), Qinhuangdao State-Owned Industrial Assets Management Co. (hereinafter referred to as 'Qinhuangdao Industrial Co. '), Hebei Construction Investment and Traffic Investment Co., Ltd. (hereinafter referred to as 'Hebei Traffic Investment'), Daqin Railway Co. Ltd. (Hereinafter referred to as 'Daqin Railway'), China Shipping (Group) Company (renamed as "China Shipping Group Company Limited" in 2017, hereinafter referred to as 'China Shipping'), China Life Investment Holding Company Ltd. (hereinafter referred to as 'China Life'), Shougang Corporation (renamed as "Shougang Group Co., Ltd". in 2017), Beijing enterprises Group Company Limited (hereinafter referred to as 'Beijing Enterprises Group'), Datong Coal Mine Group (hereinafter referred to as Datong Coal Group) and Hebei State-Owned Assets Management Co., Ltd. (hereinafter referred to as 'Hebei State-Owned assets management Co. Ltd.').</p>	<p>Article 2 The Company is a limited liability company by shares incorporated in accordance with the Company Law, the Special Provisions and other rules and regulations.</p> <p>Approved by the Approval Reply Concerning the Issues of the State Run Stock Rights of Qinhuangdao Port Company [Ji Guo Zi Fa Chan Quan Gu Quan No. 27] (2008) issued by the State Owned Assets Supervision and Management Committee of the People's Government of Hebei Province, the Company was incorporated by means of sponsorship on 31 March 2008 in the People's Republic of China (for the purpose of this Articles of Association, exclusive of Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan), registered in Hebei Province of the People's Republic of China on 31 March 2008. The Company's unified social credit code is 91130000673224391T.</p> <p>The sponsors of the Company are: Qinhuangdao Port Group Limited (renamed as "Hebei Port Group Co. Ltd" in 2009, hereinafter referred to as 'Qin Port Group' or 'Hebei Port Group'), Qinhuangdao State-Owned Industrial Assets Management Co. (hereinafter referred to as 'Qinhuangdao Industrial Co. '), Hebei Construction Investment and Traffic Investment Co., Ltd. (hereinafter referred to as 'Hebei Traffic Investment'), Daqin Railway Co. Ltd. (Hereinafter referred to as 'Daqin Railway'), China Shipping (Group) Company (renamed as "China Shipping Group Company Limited" in 2017, hereinafter referred to as 'China Shipping'), China Life Investment Holding Company Ltd. (hereinafter referred to as 'China Life'), Shougang Corporation (renamed as "Shougang Group Co., Ltd." in 2017), Beijing enterprises Group Company Limited (hereinafter referred to as 'Beijing Enterprises Group'), Datong Coal Mine Group (<u>renamed as "Jinneng Holding Coal Industry Group Co., Ltd." in 2020, hereinafter referred to as 'Jinneng Coal Industry'</u>) and Hebei State-Owned Assets Management Co., Ltd. (hereinafter referred to as 'Hebei State-Owned assets management Co. Ltd.').</p>

Before amendments	After amendments
<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 within the harbour; buildings and premises leases; 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). (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>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; <u>provision of power and electrical engineering installation, repair and maintenance services; power use management and technological upgrading</u>; buildings and premises leases; 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); <u>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</u>. (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>

Before amendments	After amendments
<p>Article 26 In the event that any director, supervisor or senior management of the Company or any domestic shareholder who holds more than 5% of the shares in the Company sells the Company's shares within six months after the acquisition of the same or repurchases the Company's shares within six months after sale of the same, any proceed arising therefrom shall be attributed to the Company and the Company's board of directors shall retrieve such proceed. However, where a securities company holds more than 5% of the Company's shares as a result of underwriting, the sale of the residue of the Company's shares shall not be subject to this 6-month restriction.</p> <p>In the case that the board of directors fails to comply with the requirements under the aforesaid paragraph, a shareholder shall have the right to request the board of directors to comply within thirty days. In case of the board of directors' failure to comply with the same within the aforesaid period, such shareholder shall have the right to institute a legal proceeding directly with the people's court in its own name for the benefit of the Company.</p> <p>Where the board of directors of the Company fails to act according to the provisions set out in the preceding paragraph, the directors in charge shall bear several and joint liabilities in accordance with the law.</p>	<p>Article 26 In the event that any director, supervisor or senior management of the Company or any domestic shareholder who holds more than 5% of the shares in the Company sells the Company's shares <u>or other securities of an equity nature</u> within six months after the acquisition of the same or repurchases within six months after sale of the same, any proceed arising therefrom shall be attributed to the Company and the Company's board of directors shall retrieve such proceed. However, where a securities company holds more than 5% of the Company's shares as a result of underwriting, the sale of the residue of the Company's shares shall not be subject to this 6-month restriction.</p> <p><u>The shares or other securities of an equity nature held by directors, supervisors, senior management or natural person shareholders referred to in the preceding paragraph include shares or other securities of an equity nature held by their spouses, parents, children and those held by other's account.</u></p> <p>In the case that the board of directors fails to comply with the requirements under the <u>paragraph 1 of this Article</u>, a shareholder shall have the right to request the board of directors to comply within thirty days. In case of the board of directors' failure to comply with the same within the aforesaid period, such shareholder shall have the right to institute a legal proceeding directly with the people's court in its own name for the benefit of the Company.</p> <p>Where the board of directors of the Company fails to act according to the provisions set out in the preceding paragraph, the directors in charge shall bear several and joint liabilities in accordance with the law.</p>

Before amendments	After amendments
<p>Article 44 Within thirty days prior to the shareholder meeting or five days before the base date on which the Company decides to distribute dividends, no change shall be made in the register of shareholders due to the transfer of shares. The abovementioned clause is only applicable to holders of overseas listed foreign shares.</p> <p>Changes in the register of holders of domestic shares shall be in compliance with relevant PRC laws and regulations. The interval between A share registration date and the shareholders' general meeting date shall not be more than 7 working days. Once the record date for the shareholders' general meeting is confirmed, it shall not be changed.</p>	<p>Article 44 <u>Where there are other provisions in laws, regulations and the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed stipulating the period of closure of the register of shareholders prior to a general meeting or the benchmark date on which the Company decides to distribute dividends, such provisions shall prevail.</u></p>
<p>Article 76 Where the Company intends to convene a shareholders' general meeting, a notice shall be sent forty-five days (excluding the convening date of the meeting) prior to the convening of the meeting to inform all shareholders of record of the matters to be deliberated in the meeting and the date and venue of the meeting. Any shareholder who intends to attend the shareholders' general meeting shall, twenty days prior to the convening of the meeting, serve a written reply of attending the meeting to the Company.</p>	<p>Article 76 Where the Company intends to convene <u>an annual shareholders'</u> general meeting, a notice shall be sent <u>twenty working days</u> (excluding the convening date of the meeting) prior to the convening of the meeting, <u>where the Company intends to convene an extraordinary shareholders' general meeting, a notice shall be sent fifteen days or ten working days (excluding the convening date of the meeting,</u> whichever is longer) prior to the convening of the meeting, to inform all shareholders of record of the matters to be deliberated in the meeting and the date and venue of the meeting. <u>Where otherwise provided by law, regulations or the Listing Rules of the place where the shares of the Company are listed in relation to the foregoing, the provisions thereof shall prevail.</u></p>
<p>Article 77 The Company shall calculate the number of voting shares represented by shareholders who intend to attend the meeting according to the written replies received as of twenty days prior to the convening of the shareholders' general meeting. Where the number of voting shares represented by shareholders who intend to attend the meeting is more than one half of the total number of voting shares of the Company, the Company may convene a shareholders' general meeting; if not, the Company shall, within five days thereafter, again notify, in the form of announcement, shareholders of the matters to be deliberated in the meeting and the date and venue of the meeting; only after such notice in the form of announcement, the Company may convene the shareholders' general meeting.</p> <p>No matters unspecified in the announcement may be decided in the extraordinary shareholders' general meeting.</p>	<p>Delete this Article.</p>

Before amendments	After amendments
<p>Article 79 Save as otherwise specified by relevant laws, administrative regulations, securities regulatory requirements in force in the listing place of the Company's shares and these Articles of Association, the notice of shareholders' general meeting shall be sent by person or by mail (with postage paid) to shareholders (whether having any voting power in the shareholders' general meeting) at such address of the recipient as registered in the register of shareholders. In the case of shareholders of domestic shares, the notice of shareholders' general meeting may also be made in the form of announcement.</p> <p>The announcement mentioned in the previous paragraph shall be published in one or more newspapers designated by the authority of the State Council in charge of securities within forty-five to fifty days prior to the convening of the meeting. Upon announcement, all shareholders of domestic shares shall be deemed as having received the notice concerning the meeting of shareholders.</p> <p>In the case of shareholders of foreign shares listed abroad, subject to the laws and regulations in force in the listing place of the Company's shares and relevant provisions of the Stock Exchange of Hong Kong, the notice of shareholders' general meeting may also be sent or provided in any other appropriate manner set out herein.</p>	<p>Article 78 Save as otherwise specified by relevant laws, administrative regulations, securities regulatory requirements in force in the listing place of the Company's shares and these Articles of Association, the notice of shareholders' general meeting shall be sent by person or by mail (with postage paid) to shareholders (whether having any voting power in the shareholders' general meeting) at such address of the recipient as registered in the register of shareholders. In the case of shareholders of domestic shares, the notice of shareholders' general meeting may also be made in the form of announcement.</p> <p>The announcement mentioned in the previous paragraph shall, <u>in the case of shareholders of domestic shares,</u> be published in one or more newspapers designated by the authority of the State Council in charge of securities. Upon announcement, all shareholders of domestic shares shall be deemed as having received the notice concerning the meeting of shareholders.</p> <p>In the case of shareholders of foreign shares listed abroad, subject to the laws and regulations in force in the listing place of the Company's shares and relevant provisions of the Stock Exchange of Hong Kong, the notice of shareholders' general meeting may also be sent or provided in any other appropriate manner set out herein.</p>

Before amendments	After amendments
<p>Article 104 Shareholders (including shareholder proxies) shall exercise voting power according to the number of voting shares represented thereby when deciding by vote in the shareholders' general meeting, with each share having a vote.</p> <p>When the shareholders' general meeting considers matters that could materially affect the interest of medium and small investors, the votes by medium and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed in a timely manner. The Company's shares held by the Company shall have no voting power on resolutions regarding such issues, and such portion of shares shall not be reckoned in the total of voting shares in the shareholders' general meeting.</p> <p>The board of directors, INED and shareholders meeting relevant conditions specified may collect voting powers of shareholders. Voting powers shall be collected free of charge, and sufficient disclosure of information including the specific voting preference shall be made to persons from whom voting rights are collected. The Company shall not impose any limitation related to minimum shareholding on the solicitation of voting rights.</p>	<p>Article 103 Shareholders (including shareholder proxies) shall exercise voting power according to the number of voting shares represented thereby when deciding by vote in the shareholders' general meeting, with each share having a vote.</p> <p>When the shareholders' general meeting considers matters that could materially affect the interest of medium and small investors, the votes by medium and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed in a timely manner. The Company's shares held by the Company shall have no voting power on resolutions regarding such issues, and such portion of shares shall not be reckoned in the total of voting shares in the shareholders' general meeting.</p> <p>The board of directors, INED and <u>shareholders holding more than one percent of the voting shares, or investor protection institutions established in accordance with the laws, administrative regulations or the requirements of the securities supervisory and regulatory authorities of the State Council may act as soliciting party, and by themselves or by entrusting securities companies or securities service institutions, publicly request the shareholders of the Company to appoint them as proxies to attend the general meeting and exercise the proposal rights, voting rights and other shareholders' rights on their behalf.</u></p> <p><u>Where the shareholders' rights are collected in accordance with the provisions of the preceding paragraph, the soliciting party shall disclose the collection documents and the Company shall cooperate.</u></p> <p><u>Collecting the shareholders' rights publicly with consideration or de facto consideration is prohibited.</u></p> <p><u>Where the public collection of shareholders' rights violates the laws, administrative regulations or the relevant requirements of the China Securities Regulatory Commission, resulting in losses to the Company or its shareholders, the soliciting party shall be held liable for damages.</u></p>

Before amendments	After amendments
<p>Article 131 Where the Company intends to convene a separate meeting of classes of shareholders, a written notice shall be sent forty-five days (excluding the convening date of the meeting) prior to the convening of the meeting to inform all shareholders of record of such class of the matters to be deliberated in the meeting and the date and venue of the meeting. Any shareholder who intends to attend the meeting shall, twenty days prior to the convening of the meeting, serve a written reply of attending the meeting to the Company.</p> <p>Where the number of voting shares represented by shareholders who intend to attend the meeting is more than one half of the total number of voting shares of such class in such meeting, the Company may convene a separate meeting of classes of shareholders; if not, the Company shall, within five days thereafter, again notify, in the form of announcement, shareholders of the matters to be deliberated in the meeting and the date and venue of the meeting; only after such notice in the form of announcement, the Company may convene the separate meeting of classes of shareholders.</p>	<p>Article 130 Where the Company intends to convene a separate meeting of classes of shareholders, <u>a written notice shall be sent in accordance with the Article 76 of this Articles of Association regarding the time limit for convening a shareholders' general meeting</u> to inform all shareholders of record of such class of the matters to be deliberated in the meeting and the date and venue of the meeting.</p>

Before amendments	After amendments
Article 158 The Board of Directors shall exercise the following duties and powers:	Article 157 The Board of Directors shall exercise the following duties and powers:
(1) To convene the shareholders' general meeting, and report the work to the shareholders' general meeting;	(1) To convene the shareholders' general meeting, and report the work to the shareholders' general meeting;
(2) To implement the resolutions of the shareholders' general meeting;	(2) To implement the resolutions of the shareholders' general meeting;
(3) To determine the operation plan and investment program of the Company;	(3) To determine the operation plan and investment program of the Company;
(4) To formulate the annual financial budget plan and final accounting plan;	(4) To formulate the annual financial budget plan and final accounting plan;
(5) To formulate the profit distribution plan and loss compensation plan of the Company;	(5) To formulate the profit distribution plan and loss compensation plan of the Company;
(6) To formulate the plans for increase or decrease of registered capital, issuing bonds or other securities and listing plan;	(6) To formulate the plans for increase or decrease of registered capital, issuing bonds or other securities and listing plan;
(7) To formulate the plans for the merger, split, dissolution and change of corporate form of the Company;	(7) To formulate the plans for the merger, split, dissolution and change of corporate form of the Company;
(8) To formulate the significant acquisition plan and the plan of acquisition of company shares;	(8) To formulate the significant acquisition plan and the plan of acquisition of company shares;
(9) To determine, within the authorization scope of the shareholders' general meeting, the external investments, assets acquisition and sales, pledge of assets, external guarantee, trust management and related transactions etc.;	(9) To determine, within the authorization scope of the shareholders' general meeting, the external investments, assets acquisition and sales, pledge of assets, external guarantee, trust management and related transactions etc.;
(10) To determine the establishment of internal management bodies and branch bodies of the Company;	(10) To determine the establishment of internal management bodies and branch bodies of the Company;
(11) To elect the Chairman and Deputy Chairman;	(11) To elect the Chairman and Deputy Chairman;

Before amendments	After amendments
(12) To employ or dismiss the President and Secretary of Board of Directors in accordance with the nomination or proposal of the Chairman; to employ or dismiss the Vice President, Financial Controller or other officers of the Company, and determine the remuneration and award and penalty provisions in accordance with the nomination or proposal of the President;	(12) To employ or dismiss the President and Secretary of Board of Directors in accordance with the nomination or proposal of the Chairman; to employ or dismiss the Vice President, Financial Controller or other officers of the Company, and determine the remuneration and award and penalty provisions in accordance with the nomination or proposal of the President;
(13) To formulate the basic management system of the Company;	(13) To formulate the basic management system of the Company;
(14) To formulate the modification plan of the Articles of Association;	(14) To formulate the modification plan of the Articles of Association;
(15) To manage the information disclosures of the Company;	(15) To manage the information disclosures of the Company;
(16) To propose the shareholders' general meeting to employ or replace the public accounting firm of the Company;	(16) To propose the shareholders' general meeting to employ or replace the public accounting firm of the Company;
(17) To hear the working reports of the President and examine the work of the President;	(17) To hear the working reports of the President and examine the work of the President;
(18) To formulate and implement the equity incentive plan of the Company;	(18) To formulate and implement the equity incentive plan of the Company;
(19) To determine the loan financing of the Company;	(19) To determine the loan financing of the Company;
(20) The duties and powers granted by the laws, administrative rules, departmental regulations, securities regulatory provisions of the place where the shares of the Company are listed and the Articles of Association and other duties and powers granted by the shareholders' general meeting.	<p data-bbox="805 1440 1359 1661">(20) <u>To decide on the Company's compliance management objectives, promote the construction of a compliance culture in the Company and supervise and resolve the problems within the Company's compliance management;</u></p> <p data-bbox="805 1704 1359 1959">(21) The duties and powers granted by the laws, administrative rules, departmental regulations, securities regulatory provisions of the place where the shares of the Company are listed and the Articles of Association and other duties and powers granted by the shareholders' general meeting.</p>

Before amendments	After amendments
<p>Unless otherwise provided by the laws, administrative rules and the Articles of Association, before making the resolutions about matters, the matters other than those in items (6), (7), (14) that must be approved by the voting of two thirds (2/3) of the whole directors may be approved by the voting of more than one half of the whole directors.</p>	<p>Unless otherwise provided by the laws, administrative rules and the Articles of Association, before making the resolutions about matters, the matters other than those in items (6), (7), (14) that must be approved by the voting of two thirds (2/3) of the whole directors may be approved by the voting of more than one half of the whole directors.</p>
<p>To determine the Company's important issues, the Board shall listen to the views of the Party Committee of the Company in advance.</p>	<p>To determine the Company's important issues, the Board shall listen to the views of the Party Committee of the Company in advance.</p>
<p>Article 175 The Board of Directors of the Company shall have a Strategy Committee, an Audit Committee, a Nomination Committee, a Remuneration and Examination Committee. The Board of Directors may establish other special committees and adjust existing committees in accordance with the requirements.</p>	<p>Article 174 The Board of Directors of the Company shall have a Strategy Committee, an Audit Committee, a Nomination Committee, a Remuneration and Examination Committee <u>and Compliance Management Committee</u>. The Board of Directors may establish other special committees and adjust existing committees in accordance with the requirements.</p>
<p>New Article.</p>	<p>Article 180 The Compliance Management Committee shall be responsible for the organization, leadership and coordination of compliance management, convene regular meetings to study and decide on major matters of compliance management or to put forward opinions and proposals, and to guide, supervise and evaluate compliance management work.</p>

Before amendments	After amendments
<p>Article 278 Where the Company is dissolved due to items (1), (2), (4) and (5) of paragraph 1 of Article 277, a liquidation committee shall be formed within 15 days from the date of occurrence of the reason for the dissolution. Members of the liquidation committee shall be determined by the board of directors or the shareholders' general meeting. In the case of failure to establish a liquidation committee according to schedule, the creditors may apply for liquidation to be carried out by a liquidation committee which is composed of members designated by the people's court.</p> <p>Where the Company is dissolved due to item (3) of paragraph 1 of Article 277, the people's court shall, in accordance with the requirement of relevant laws, organize the shareholders and relevant bodies and professionals to form a liquidation committee to carry out liquidation.</p>	<p>Article 278 Where the Company is dissolved due to items <u>(1), (4) and (5)</u> of paragraph 1 of Article 277, a liquidation committee shall be formed within 15 days from the date of occurrence of the reason for the dissolution. Members of the liquidation committee shall be determined by the board of directors or the shareholders' general meeting. In the case of failure to establish a liquidation committee according to schedule, the creditors may apply for liquidation to be carried out by a liquidation committee which is composed of members designated by the people's court.</p> <p><u>Where the Company is dissolved due to item (2) of paragraph 1 of Article 277, the liquidation shall be carried out by the parties to the merger or demerger in accordance with the contract signed at the time of the merger or demerger.</u></p> <p>Where the Company is dissolved due to item (3) of paragraph 1 of Article 277, the people's court shall, in accordance with the requirement of relevant laws, organize the shareholders and relevant bodies and professionals to form a liquidation committee to carry out liquidation.</p>

In accordance with the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) promulgated by the State Council, and taking into account the requirements of the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other laws and regulations, regulatory documents, adaptation of the requirements of the updated Articles of Association, and the actual situation of the Company, the Company intends to change the Rules of Procedure of the General Meeting of the Company and make the following amendments to the Rules of Procedure of the General Meeting:

Before amendments	After amendments
Article 1 In order to promote the standardized operation of Qinhuangdao Port Co., Ltd., improve the efficiency of shareholders' general meetings, protect the legitimate rights and interests of shareholders and ensure the legality and validity of the procedures and resolutions of shareholders' general meetings, these rules are prepared in a view of the Company's actual situation and in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Articles of Association of Companies Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and other regulatory laws and regulations governing listed companies in Hong Kong and overseas, and the Articles of Association of Qinhuangdao Port Co., Ltd., (hereinafter referred to as the "Articles of Association").	Article 1 In order to promote the standardized operation of Qinhuangdao Port Co., Ltd., improve the efficiency of shareholders' general meetings, protect the legitimate rights and interests of shareholders and ensure the legality and validity of the procedures and resolutions of shareholders' general meetings, these rules are prepared in a view of the Company's actual situation and in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Articles of Association of Companies Listed Overseas, <u>the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange</u> , the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (<u>hereinafter collectively referred to as the</u> "Listing Rules") and other regulatory laws and regulations governing listed companies in Hong Kong and overseas, and the Articles of Association of Qinhuangdao Port Co., Ltd., (hereinafter referred to as the "Articles of Association").

Before amendments	After amendments
<p>Article 5 In order to ensure and improve the stability and efficiency of the Company's daily operations, the shareholders' general meeting clarifies the following powers and delegates some of the powers to the board of directors:</p> <p>(I) Transactions involving material external investments, entrusted financial management, entrusted loans, acquisition and sale of assets, lease of assets, entrusting or being entrusted with the management of assets and businesses, asset collateral; etc.</p> <p>1. The Company is required to test the following five ratios (the "Five Ratios"):</p> <p>(1) Asset ratio: the ratio of the total assets involved in a single transaction (whichever is higher where both book value and appraised value exist) to the total assets in the Company's latest published audited accounts or latest published interim report, whichever is the latest, which are calculated in accordance with International Financial Reporting Standards.</p> <p>(2) Consideration ratio: the ratio of the consideration of a single transaction (including liabilities and expenses) to the total market capitalization of the Company (calculated as the average closing price for the five business days preceding the date of the relevant transaction as set out in the daily quotation sheets of The Stock Exchange of Hong Kong Limited ("SEHK")).</p>	<p>Article 5 In order to ensure and improve the stability and efficiency of the Company's daily operations, the shareholders' general meeting clarifies the following powers and delegates some of the powers to the board of directors:</p> <p>(I) Transactions involving material external investments, entrusted financial management, entrusted loans, acquisition and sale of assets, lease of assets, entrusting or being entrusted with the management of assets and businesses, asset collateral; etc.</p> <p>1. The Company is required to test the following five ratios (the "Five Ratios"):</p> <p>(1) Asset ratio: the ratio of the total assets involved in a single transaction (whichever is higher where both book value and appraised value exist) to the total assets in the Company's latest published audited accounts or latest published interim report, whichever is the latest, which are calculated in accordance with <u>Chinese Accounting Standards for Business Enterprises</u>.</p> <p>(2) Consideration ratio: the ratio of the consideration of a single transaction (including liabilities and expenses) to the total market capitalization of the Company (<u>calculated based on the average closing price of the respective classes of shares for the five business days preceding the date of the relevant transaction</u>).</p>

Before amendments	After amendments
<p>(3) Revenue ratio: the ratio of the revenue from the main business of the subject of a single transaction in the latest accounting year to the audited revenue from the main business of the Company in the latest accounting year calculated in accordance with International Financial Reporting Standards.</p> <p>(4) Profits ratio: the ratio of the profits related to the subject of a single transaction in the latest accounting year to the Company's audited earnings in the latest accounting year calculated in accordance with International Financial Reporting Standards.</p> <p>(5) Equity ratio: the ratio of the nominal value of the share capital of the Company issued as consideration to the nominal value of the issued share capital of the Company prior to the relevant transaction (in calculating the equity ratio, the value of the Company's debt capital (if any) shall not be included; debt capital includes any preference shares).</p> <p>The shareholders' general meeting shall approve projects with a ratio at or above 25% of the above five ratios. The Board of Directors is authorized to approve projects with a ratio of less than 25% of the above five ratios.</p>	<p>(3) Revenue ratio: the ratio of the revenue from the main business of the subject of a single transaction in the latest accounting year to the audited revenue from the main business of the Company in the latest accounting year calculated in accordance with <u>Chinese Accounting Standards for Business Enterprises</u>.</p> <p>(4) Profits ratio: the ratio of the profits <u>(net profits after deducting all charges except taxation and before non-controlling interest)</u> related to the subject of a single transaction in the latest accounting year to the Company's audited profits in the latest accounting year calculated in accordance with <u>Chinese Accounting Standards for Business Enterprises</u>.</p> <p>(5) Equity ratio: the ratio of the nominal value of the share capital of the Company issued as consideration to the nominal value of the issued share capital of the Company prior to the relevant transaction (in calculating the equity ratio, the value of the Company's debt capital (if any) shall not be included; debt capital includes any preference shares).</p> <p>The shareholders' general meeting shall approve projects with a ratio at or above 25% of the above five ratios. The Board of Directors is authorized to approve projects with a ratio of less than 25% of the above five ratios.</p>

Before amendments	After amendments
<p>2. In the case of disposal of fixed assets, if the sum of the expected value of the fixed assets to be disposed of and the value of the fixed assets disposed of during the four months preceding the proposed disposal is greater than 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the shareholders' general meeting shall approve the disposal and the Board of Directors shall not dispose of or agree to dispose of the fixed assets without prior approval of the shareholders' general meeting; the Board of Directors is authorized to approve the disposal of fixed assets not greater than 33%.</p> <p>The disposal of fixed assets referred to in this Article includes the act of transferring certain interests in assets, but does not include the act of providing guarantees with fixed assets.</p> <p>The validity of the transactions carried out by the Company in the disposal of fixed assets shall not be affected by the violation of the aforementioned regulations.</p>	<p><u>The shareholders' general meeting shall strictly comply with the relevant provisions of the laws, administrative regulations, departmental rules and regulations and the listing rules of the stock exchange where the Company's shares are listed in respect of reviewing the above matters. If the aforementioned laws, administrative regulations, departmental rules and regulations, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association of the Company provide for the decision-making authority on the same matter, the decision-making authority shall be determined in accordance with the strict principles.</u></p> <p>2. In the case of disposal of fixed assets, if the sum of the expected value of the fixed assets to be disposed of and the value of the fixed assets disposed of during the four months preceding the proposed disposal is greater than 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the shareholders' general meeting shall approve the disposal and the Board of Directors shall not dispose of or agree to dispose of the fixed assets without prior approval of the shareholders' general meeting; the Board of Directors is authorized to approve the disposal of fixed assets not greater than 33%.</p> <p>The disposal of fixed assets referred to in this Article includes the act of transferring certain interests in assets, but does not include the act of providing guarantees with fixed assets.</p> <p>The validity of the transactions carried out by the Company in the disposal of fixed assets shall not be affected by the violation of the aforementioned regulations.</p>

Before amendments	After amendments
<p>(II) External guarantees</p> <p>Matters relating to the Company's external guarantees shall be considered by the Board of Directors, among others, the following external guarantees are also subject to the approval of the shareholders' general meeting:</p> <ol style="list-style-type: none"> 1. any guarantee provided by the Company and the Company's controlled subsidiaries after the total amount of their external guarantees reaches or exceeds 50% of the Company's latest audited net assets. 2. any guarantee provided after the total amount of the Company's external guarantees reaches or exceeds 30% of the Company's latest total audited assets. 3. guarantees provided for the target of guarantees with a gearing ratio exceeding 70%. 4. a single guarantee exceeding ten percent of the latest audited net assets. 5. guarantees provided to shareholders, de facto controllers and their related parties. 6. other guarantees required by laws, administrative regulations, departmental rules and regulations of the place where the Company's shares are listed to be submitted to the shareholders' general meeting of the company for consideration. 	<p>(II) External guarantees</p> <p>Matters relating to the Company's external guarantees shall be considered by the Board of Directors, among others, the following external guarantees are also subject to the approval of the shareholders' general meeting:</p> <ol style="list-style-type: none"> 1. any guarantee provided by the Company and the Company's controlled subsidiaries after the total amount of their external guarantees reaches or exceeds 50% of the Company's latest audited net assets. 2. any guarantee provided after the total amount of the Company's external guarantees reaches or exceeds 30% of the Company's latest total audited assets. 3. guarantees provided for the target of guarantees with a gearing ratio exceeding 70%. 4. a single guarantee exceeding ten percent of the latest audited net assets. 5. guarantees provided to shareholders, de facto controllers and their related parties. 6. other guarantees required by laws, administrative regulations, departmental rules and regulations of the place where the Company's shares are listed to be submitted to the shareholders' general meeting of the company for consideration.

Before amendments	After amendments
<p>(III) Delegation of authority to the Board of Directors by the shareholders' general meeting is permitted to be transferred, except in the case of external guarantees.</p>	<p>(III) Delegation of authority to the Board of Directors by the shareholders' general meeting is permitted to be transferred, except in the case of external guarantees.</p>
<p>(IV) For the purposes of (I), if a series of transactions are all completed within twelve months or are related, they shall be aggregated and treated as one transaction. The factors to be taken into account in determining whether a transaction should be aggregated include whether the transactions are:</p> <ol style="list-style-type: none"> 1. between the Company (or its subsidiary) and the same party, or between the Company (or its subsidiary) and a person who is related or otherwise associated with each other. 2. involve the acquisition or disposal of securities or interests in a particular company or group of companies. 3. involve the acquisition or disposal of a component part of an asset; or 4. together result in the Company (or its subsidiary) being substantially involved in a business which has not previously been part of the Company's (or its subsidiary's) principal business. 	<p>(IV) For the purposes of (I), if a series of transactions are all completed within twelve months or are related, they shall be aggregated and treated as one transaction. The factors to be taken into account in determining whether a transaction should be aggregated include whether the transactions are:</p> <ol style="list-style-type: none"> 1. between the Company (or its subsidiary) and the same party, or between the Company (or its subsidiary) and persons who are related or otherwise associated with each other. 2. involve the acquisition or disposal of securities or interests in a particular company or group of companies. 3. involve the acquisition or disposal of a component part of an asset; or 4. together result in the Company (or its subsidiary) being substantially involved in a business which has not previously been part of the Company's (or its subsidiary's) principal business.
<p>If the above-mentioned matters constitute related/connected transactions in accordance with the regulatory requirements of the place where the shares of the Company are listed, they shall be dealt with in accordance with the relevant regulations.</p>	<p>If the above-mentioned matters constitute related/connected transactions in accordance with the regulatory requirements of the place where the shares of the Company are listed, they shall be dealt with in accordance with the relevant regulations.</p>

Before amendments	After amendments
<p>Article 22 Where the Company intends to convene a shareholders' general meeting, a notice shall be sent forty-five days (excluding the convening date of the meeting) prior to the convening of the meeting to inform all shareholders of record of the matters to be deliberated in the meeting and the date and venue of the meeting. Any shareholder who intends to attend the shareholders' general meeting shall, twenty days prior to the convening of the meeting, serve a written reply of attending the meeting to the Company.</p> <p>Full and complete disclosure of all specific details of all proposals shall be included in the notice of shareholders' general meeting and supplementary notice. Where the matters to be discussed require the views of the independent directors, the views of the independent directors and the reasons therefor shall be disclosed at the same time when the notice of shareholders' general meeting or supplementary notice is published.</p>	<p>Article 22 Where the Company intends to convene <u>an annual shareholders' general meeting, a notice shall be sent twenty working days prior to the convening date of the meeting</u> (excluding the convening date of the meeting), <u>where the Company intends to convene an extraordinary shareholders' general meeting, a notice shall be sent fifteen days or ten working days (excluding the convening date of the meeting, whichever is longer) prior to the convening date of the meeting,</u> to inform all shareholders of record of the matters to be deliberated in the meeting and the date and venue of the meeting.</p> <p>Full and complete disclosure of all specific details of all proposals shall be included in the notice of shareholders' general meeting and supplementary notice. Where the matters to be discussed require the views of the independent directors, the views of the independent directors and the reasons therefor shall be disclosed at the same time when the notice of shareholders' general meeting or supplementary notice is published.</p> <p><u>Where otherwise provided by law, regulations or the Listing Rules of the place where the shares of the Company are listed in relation to the foregoing, the provisions thereof shall prevail.</u></p>

Before amendments	After amendments
<p>Article 23 The Company shall calculate the number of voting shares represented by shareholders who intend to attend the meeting according to the written replies received as of twenty days prior to the convening of the shareholders' general meeting. Where the number of voting shares represented by shareholders who intend to attend the meeting is more than one half of the total number of voting shares of the Company, the Company may convene a shareholders' general meeting; if not, the Company shall, within five days thereafter, again notify, in the form of announcement, shareholders of the matters to be deliberated in the meeting and the date and venue of the meeting; only after such notice in the form of announcement, the Company may convene the shareholders' general meeting.</p> <p>Full and complete disclosure of all specific details of all proposals shall be included in the notice of shareholders' general meeting and supplementary notice. Where the matters to be discussed require the views of the independent directors, the views of the independent directors and the reasons therefor shall be disclosed at the same time when the notice of shareholders' general meeting or supplementary notice is published.</p> <p>No matters unspecified in the announcement may be decided in the extraordinary shareholders' general meeting.</p>	<p>Delete this Article.</p>
<p>Article 25 Save as otherwise specified by relevant laws, administrative regulations, securities regulatory requirements in force in the listing place of the Company's shares and these Articles of Association, the notice of shareholders' general meeting shall be sent by person or by mail (with postage paid) to shareholders (whether having any voting power in the shareholders' general meeting) at such address of the recipient as registered in the register of shareholders. In the case of shareholders of domestic shares, the notice of shareholders' general meeting may also be made in the form of announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by the authority of the State Council in charge of securities within forty-five to fifty days prior to the convening of the meeting. Upon announcement, all shareholders of domestic shares shall be deemed as having received the notice concerning the meeting of shareholders.</p>	<p>Article 24 Save as otherwise specified by relevant laws, administrative regulations, securities regulatory requirements in force in the listing place of the Company's shares and these Articles of Association, the notice of shareholders' general meeting shall be sent by person or by mail (with postage paid) to shareholders (whether having any voting power in the shareholders' general meeting) at such address of the recipient as registered in the register of shareholders. In the case of shareholders of domestic shares, the notice of shareholders' general meeting may also be made in the form of announcement.</p> <p>The announcement mentioned in the preceding paragraph shall, <u>in the case of shareholders of domestic shares</u>, be published in one or more newspapers designated by the authority of the State Council in charge of securities. Upon announcement, all shareholders of domestic shares shall be deemed as having received the notice concerning the meeting of shareholders.</p>

Before amendments	After amendments
<p>In the case of shareholders of foreign shares listed abroad, subject to the laws and regulations in force in the listing place of the Company's shares and relevant provisions of the Stock Exchange of Hong Kong, the notice of shareholders' general meeting may also be sent or provided in any other appropriate manner set under the Articles of Association.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to notice shall not invalidate the meeting or the resolution thereat.</p>	<p>In the case of shareholders of foreign shares listed abroad, subject to the laws and regulations in force in the listing place of the Company's shares and relevant provisions of the Stock Exchange of Hong Kong, the notice of shareholders' general meeting may also be sent or provided in any other appropriate manner set under the Articles of Association.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to notice shall not invalidate the meeting or the resolution thereat.</p>
<p>Article 51 Shareholders (including proxies) shall exercise their voting rights in the amount of the voting shares represented by them, with each share carrying one vote.</p> <p>When a shareholders' general meeting is held to consider a material matter affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote count shall be disclosed publicly in a timely manner. The shares of the Company held by the Company shall not be entitled to vote on such matters and such shares shall not be counted towards the total number of shares entitled to vote at the shareholders' general meeting.</p>	<p>Article 50 Shareholders (including proxies) shall exercise their voting rights in the amount of the voting shares they represent, with each share carrying one vote.</p> <p>When a shareholders' general meeting is held to consider a material matter affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote count shall be disclosed publicly in a timely manner. The shares of the Company held by the Company shall not be entitled to vote on such matters and such shares shall not be counted towards the total number of shares entitled to vote at the shareholders' general meeting.</p>

Before amendments	After amendments
<p>The Board of Directors, independent directors and shareholders who meet the relevant requirements may solicit shareholders' voting rights. The solicitation of voting rights shall be carried out on a gratuitous basis, and the specific voting intentions and other information shall be fully disclosed to the solicited persons. The Company shall not impose a minimum percentage of shareholding for the solicitation of voting rights.</p>	<p>The Board of Directors, INED, and shareholders <u>holding more than one percent of the voting shares, or investor protection institutions established in accordance with the laws, administrative regulations or the requirements of the securities supervisory and regulatory authorities of the State Council may act as soliciting party, and by themselves or by entrusting securities companies or securities service institutions, publicly request the shareholders of the Company to appoint them as proxies to attend the shareholders' general meeting and exercise the proposal rights, voting rights and other shareholders' rights on their behalf.</u></p> <p><u>Where the shareholders' rights are collected in accordance with the provisions of the preceding paragraph, the soliciting party shall disclose the collection documents and the Company shall cooperate.</u></p> <p><u>Collecting the shareholders' rights publicly with consideration or de facto consideration is prohibited.</u></p> <p><u>Where the public collection of shareholders' rights violates the laws, administrative regulations or the relevant requirements of the China Securities Regulatory Commission, resulting in losses to the Company or its shareholders, the soliciting party shall be held liable for damages.</u></p>
<p>Article 85 The Company shall convene a separate meeting of classes of shareholders by giving written notice forty-five days before the meeting (excluding the date of the meeting), informing all shareholders of record of the class of shares of the matters to be considered at the meeting and the date and place of the meeting. Shareholders who wish to attend the meeting shall send a written reply to the Company for attendance at the meeting not later than 20 days before the meeting.</p> <p>If the number of shares entitled to vote at the meeting represented by the shareholders intending to attend the meeting reaches more than one-half of the total number of shares of that class entitled to vote at the meeting, the Company may convene a separate meeting of classes of shareholders; if it fails to do so, the Company shall notify the shareholders again by way of an announcement within five days of the proposed matters to be considered at the meeting, the date and place of the meeting, and upon such announcement, the Company may convene a separate meeting of classes of shareholders.</p>	<p>Article 84 The Company shall convene a separate meeting of classes of shareholders by giving written notice with reference to the time limit for <u>giving notice of a shareholders' general meeting as required by Article 76 of the Articles of Association</u>, informing all shareholders of record of such class of shares of the matters to be considered at the meeting and the date and place of the meeting.</p>

In accordance with the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) promulgated by the State Council, and taking into account the requirements of the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other laws and regulations, regulatory documents, adaptation of requirements of the updated Articles of Association, and the actual situation of the Company, the Company intends to change the Rules of Procedure of the Board of Directors of the Company and make the following amendments to the Rules of Procedure of the Board of Directors:

Before amendments	After amendments
<p>Article 1 In order to further regulate the method for discussion and decision-making procedures of the Board of Directors of Qinhuangdao Port Co., Ltd. (hereinafter referred to as the "Company"), to enable the Directors and the Board of Directors to effectively perform their duties, and to enhance the standardized operation and scientific decision-making of the Board of Directors. These rules are prepared in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Articles of Association of Companies Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and other regulatory laws and regulations governing listed companies in Hong Kong and overseas, and the Articles of Association of Qinhuangdao Port Co., Ltd., (the "Articles of Association").</p>	<p>Article 1 In order to further regulate the method for discussion and decision-making procedures of the Board of Directors of Qinhuangdao Port Co., Ltd. (hereinafter referred to as the "Company"), to enable the Directors and the Board of Directors to effectively perform their duties, and to enhance the standardized operation and scientific decision-making of the Board of Directors. These rules are prepared in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies, the Articles of Association of Companies Listed Overseas, <u>the State Council's Reply on the Adjustment of the Notice Period of General Meetings and Other Matters Applicable to the Overseas Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange</u>, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (<u>hereinafter collectively referred to as the</u> "Listing Rules") and other regulatory laws and regulations governing listed companies in Hong Kong and overseas, and the Articles of Association of Qinhuangdao Port Co., Ltd., (the "Articles of Association").</p>
<p>Article 2 The Board of Directors shall exercise the following duties and powers:</p> <ol style="list-style-type: none"> (1) To convene the shareholders' general meeting, and report the work to the shareholders' general meeting; (2) To implement the resolutions of the shareholders' general meeting; (3) To determine the operation plan and investment program of the Company; (4) To formulate the annual financial budget plan and final accounting plan; 	<p>Article 2 The Board of Directors shall exercise the following duties and powers:</p> <ol style="list-style-type: none"> (1) To convene the shareholders' general meeting, and report the work to the shareholders' general meeting; (2) To implement the resolutions of the shareholders' general meeting; (3) To determine the operation plan and investment program of the Company; (4) To formulate the annual financial budget plan and final accounting plan;

Before amendments	After amendments
(5) To formulate the profit distribution plan and loss compensation plan of the Company;	(5) To formulate the profit distribution plan and loss compensation plan of the Company;
(6) To formulate the plans for increase or decrease of registered capital, issuing bonds or other securities and listing plan;	(6) To formulate the plans for increase or decrease of registered capital, issuing bonds or other securities and listing plan;
(7) To formulate the plans for the merger, split, dissolution and change of corporate form of the Company;	(7) To formulate the plans for the merger, split, dissolution and change of corporate form of the Company;
(8) To formulate the significant acquisition plan and the plan of acquisition of company shares;	(8) To formulate the significant acquisition plan and the plan of acquisition of company shares;
(9) To determine, within the authorization scope of the shareholders' general meeting, the external investments, assets acquisition and sales, pledge of assets, external guarantee, trust management and related transactions etc.;	(9) To determine, within the authorization scope of the shareholders' general meeting, the external investments, assets acquisition and sales, pledge of assets, external guarantee, trust management and related transactions etc.;
(10) To determine the establishment of internal management bodies and branch bodies of the Company;	(10) To determine the establishment of internal management bodies and branch bodies of the Company;
(11) To elect the Chairman and Deputy Chairman;	(11) To elect the Chairman and Deputy Chairman;
(12) To employ or dismiss the President and Secretary of Board of Directors in accordance with the nomination or proposal of the Chairman; to employ or dismiss the Vice President, Financial Controller or other officers of the Company, and determine the remuneration and award and penalty provisions in accordance with the nomination or proposal of the President;	(12) To employ or dismiss the President and Secretary of Board of Directors in accordance with the nomination or proposal of the Chairman; to employ or dismiss the Vice President, Financial Controller or other officers of the Company, and determine the remuneration and award and penalty provisions in accordance with the nomination or proposal of the President;
(13) To formulate the basic management system of the Company;	(13) To formulate the basic management system of the Company;
(14) To formulate the amendment plan of the Articles of Association;	(14) To formulate the amendment plan of the Articles of Association;
(15) To manage the information disclosures of the Company;	(15) To manage the information disclosures of the Company;

Before amendments	After amendments
(16) To propose the shareholders' general meeting to employ or replace the public accounting firm of the Company;	(16) To propose the shareholders' general meeting to employ or replace the public accounting firm of the Company;
(17) To hear the working reports of the President and examine the work of the President;	(17) To hear the working reports of the President and examine the work of the President;
(18) To formulate and implement the share incentive plan of the Company;	(18) To formulate and implement the share incentive plan of the Company;
(19) To determine the loan financing of the Company;	(19) To determine the loan financing of the Company;
(20) The duties and powers granted by the laws, administrative rules, departmental regulations, securities regulatory provisions of the place where the shares of the Company are listed and the Articles of Association and other duties and powers granted by the shareholders' general meeting.	<u>(20) To determine the compliance management objectives of the Company, promote the compliance culture construction of the Company, and supervise and resolve the of issues in the compliance management of the Company;</u>
Unless otherwise provided by the laws, administrative rules and the Articles of Association, before making the resolutions foregoing matters, the matters other than those in items (6), (7), (14) that must be approved by the voting of two thirds (2/3) of the whole directors may be approved by the voting of more than one half of the whole directors.	(21) The duties and powers granted by the laws, administrative rules, departmental regulations, securities regulatory provisions of the place where the shares of the Company are listed and the Articles of Association and other duties and powers granted by the shareholders' general meeting. Unless otherwise provided by the laws, administrative rules and the Articles of Association, before making the resolutions foregoing matters, the matters other than those in items (6), (7), (14) that must be approved by the voting of two thirds (2/3) of the whole directors may be approved by the voting of more than one half of the whole directors.

Before amendments	After amendments
<p>Article 4 In order to ensure and improve the stability and efficiency of the Company's daily operations, the Board of Directors shall, in accordance with the provisions of the Articles of Association and with the authorization of the shareholders' general meetings, exercise the following duties and powers, which shall be delegated in part to the Chairman or the President.</p> <p>(I) Transactions involving external investments (including entrusted financial management, entrusted loans, etc.), acquisition and sale of assets, lease of assets, entrusting or being entrusted with the management of assets and businesses, etc.</p> <p>1. The Company is required to test the following five ratios (the "Five Ratios"):</p> <p>(1) Asset ratio: the ratio of the total assets involved in a single transaction (whichever is higher where both book value and appraised value exist) to the total assets in the Company's latest published audited accounts or latest published interim report, whichever is the latest, which are calculated in accordance with International Financial Reporting Standards.</p> <p>(2) Consideration ratio: the ratio of the consideration of a single transaction (including liabilities and expenses) to the total market capitalization of the Company (calculated as the average closing price for the five business days preceding the date of the relevant transaction as set out in the daily quotation sheets of The Stock Exchange of Hong Kong Limited ("SEHK")).</p>	<p>Article 4 In order to ensure and improve the stability and efficiency of the Company's daily operations, the Board of Directors shall, in accordance with the provisions of the Articles of Association and with the authorization of the shareholders' general meetings, exercise the following duties and powers, which shall be delegated in part to the Chairman or the President.</p> <p>(I) Transactions involving external investments (including entrusted financial management, entrusted loans, etc.), acquisition and sale of assets, lease of assets, entrusting or being entrusted with the management of assets and businesses, etc.</p> <p>1. The Company is required to test the following five ratios (the "Five Ratios"):</p> <p>(1) Asset ratio: the ratio of the total assets involved in a single transaction (whichever is higher where both book value and appraised value exist) to the total assets in the Company's latest published audited accounts or latest published interim report, whichever is the latest, which are calculated in accordance with <u>Chinese Accounting Standards for Business Enterprises</u>.</p> <p>(2) Consideration ratio: the ratio of the consideration of a single transaction (including liabilities and expenses) to the total market capitalization of the Company <u>(calculated based on the average closing price of the respective classes of shares for the five business days preceding the date of the relevant transaction)</u>.</p>

Before amendments	After amendments
<p>(3) Revenue ratio: the ratio of the revenue from the main business of the subject of a single transaction in the latest accounting year to the audited revenue from the main business of the Company in the latest accounting year calculated in accordance with International Financial Reporting Standards.</p> <p>(4) Profits ratio: the ratio of the earnings profits related to the subject of a single transaction in the latest accounting year to the Company's audited earnings in the latest accounting year calculated in accordance with International Financial Reporting Standards.</p> <p>(5) Equity ratio: the ratio of the nominal value of the share capital of the Company issued as consideration to the nominal value of the issued share capital of the Company prior to the relevant transaction (in calculating the equity ratio, the value of the Company's debt capital (if any) shall not be included; debt capital includes any preference shares).</p> <p>2. The Board of Directors shall approve projects with a ratio of less than 25% of the above five items; for projects with a ratio of less than 2%, the Board of Directors may authorize the Chairman or the President to approve such projects.</p>	<p>(3) Revenue ratio: the ratio of the revenue from the main business of the subject of a single transaction in the latest accounting year to the audited revenue from the main business of the Company in the latest accounting year calculated in accordance with <u>Chinese Accounting Standards for Business Enterprises</u>.</p> <p>(4) Profits ratio: the ratio of the profits <u>(net profits after deducting all charges except taxation and before non-controlling interests)</u> related to the subject of a single transaction in the latest accounting year to the Company's audited profits in the latest accounting year calculated in accordance with <u>Chinese Accounting Standards for Business Enterprises</u>.</p> <p>(5) Equity ratio: the ratio of the nominal value of the share capital of the Company issued as consideration to the nominal value of the issued share capital of the Company prior to the relevant transaction (in calculating the equity ratio, the value of the Company's debt capital (if any) shall not be included; debt capital includes any preference shares).</p> <p>2. The Board of Directors shall approve projects with a ratio of less than 25% of the above five items; for projects with a ratio of less than 2%, the Board of Directors may authorize the Chairman or the President to approve such projects.</p>

Before amendments	After amendments
<p>3. In the case of disposal of fixed assets, if the sum of the expected value of the fixed assets to be disposed of and the value of the fixed assets disposed of during the four months preceding the proposed disposal is not greater than 33% of the value of the fixed assets as shown in the latest balance sheet considered by the Shareholders' general meeting, the Board of Directors shall approve the disposal.</p>	<p><u>3. The Board of Directors shall strictly comply with the relevant provisions of the laws, administrative regulations, departmental rules and regulations and the listing rules of the stock exchange where the Company's shares are listed in respect of reviewing the above matters. If the aforementioned laws, administrative regulations, departmental rules and regulations, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association of the Company provide for the decision-making authority on the same matter, the decision-making authority shall be determined in accordance with the strict principles.</u></p> <p>4. In the case of disposal of fixed assets, if the sum of the expected value of the fixed assets to be disposed of and the value of the fixed assets disposed of during the four months preceding the proposed disposal is not greater than 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the Board of Directors shall approve the disposal.</p>

Before amendments	After amendments
<p>(II) Borrowings</p> <p>The Board of Directors shall approve loan facilities for the Company. The Board of Directors may delegate authority to approve loan facilities to a reasonable extent to the Chairman or the President.</p> <p>(III) External guarantees and financial assistance</p> <p>Matters relating to the Company's external guarantees shall be considered by the Board of Directors and shall be approved by a two-thirds majority of the Directors present at the meeting. In accordance with the laws and regulations, the Articles of Association and the resolution of the shareholders' general meeting, if matters relating to external guarantees are required to be considered and approved by the shareholders' general meeting, they shall also be submitted to the shareholders' general meeting for consideration.</p> <p>If the financial assistance provided by the Company or its subsidiaries to its affiliates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and the guarantees given by the Company or its subsidiaries for the financing of its affiliates exceed in aggregate 8% based on the asset ratio as defined in Article 4(2) of this Rules, such financial assistance and/or guarantees shall be approved by the Board of Directors.</p>	<p>(II) Borrowings</p> <p>The Board of Directors shall approve loan facilities for the Company. The Board of Directors may delegate authority to approve loan facilities to a reasonable extent to the Chairman or the President.</p> <p>(III) External guarantees and financial assistance</p> <p>Matters relating to the Company's external guarantees shall be considered by the Board of Directors and shall be approved by a two-thirds majority of the Directors present at the meeting. In accordance with the laws and regulations, the Articles of Association and the resolution of the shareholders' general meeting, if matters relating to external guarantees are required to be considered and approved by the shareholders' general meeting, they shall also be submitted to the shareholders' general meeting for consideration.</p> <p>If the financial assistance provided by the Company or its subsidiaries to its affiliates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and the guarantees given by the Company or its subsidiaries for the financing of its affiliates exceed in aggregate 8% based on the asset ratio as defined in Article 4(2) of this Rules, such financial assistance and/or guarantees shall be approved by the Board of Directors.</p>

Before amendments	After amendments
<p>(IV) For the purposes of (II) and (III) above, if a series of transactions are all completed within twelve months or are related, they shall be aggregated and treated as one transaction. The factors to be taken into account in determining whether a transaction should be aggregated include whether the transactions are:</p> <ol style="list-style-type: none"> 1. between the Company (or its subsidiary) and the same party, or between the Company (or its subsidiary) and a person who is connected or otherwise associated with each other. 2. involve the acquisition or disposal of securities or interests in a particular company or group of companies. 3. involve the acquisition or disposal of parts of an asset; or 4. together result in the Company (or its subsidiary) being substantially involved in a business which has not previously been part of the Company's (or its subsidiary's) principal business. <p>(V) If the above-mentioned matters constitute related transactions in accordance with the regulatory requirements of the place where the shares of the Company are listed, they shall be dealt with in accordance with the relevant regulations.</p>	<p>(IV) For the purposes of (I) above, if a series of transactions are all completed within twelve months or are related, they shall be aggregated and treated as one transaction. The factors to be taken into account in determining whether a transaction should be aggregated include whether the transactions are:</p> <ol style="list-style-type: none"> 1. between the Company (or its subsidiary) and the same party, or between the Company (or its subsidiary) and a person who is connected or otherwise associated with each other. 2. involve the acquisition or disposal of securities or interests in a particular company or group of companies. 3. involve the acquisition or disposal of parts of an asset; or 4. together result in the Company (or its subsidiary) being substantially involved in a business which has not previously been part of the Company's (or its subsidiary's) principal business. <p>(V) If the above-mentioned matters constitute <u>related/connected transactions</u> in accordance with the regulatory requirements of the place where the shares of the Company are listed, they shall be dealt with in accordance with the relevant regulations.</p>
<p>Article 10 The Board of Directors of the Company shall have a Strategy Committee, an Audit Committee, a Nomination Committee, a Remuneration and Appraisal Committee. The Board of Directors may establish other special committees and adjust existing committees in accordance with the requirements.</p>	<p>Article 10 The Board of Directors of the Company shall have a Strategy Committee, an Audit Committee, a Nomination Committee, a Remuneration and Appraisal Committee <u>and a Compliance Management Committee</u>. The Board of Directors may establish other special committees and adjust existing committees in accordance with the requirements.</p>

Before amendments	After amendments
<p>Article 14 The major responsibilities of Remuneration and Appraisal Committee:</p> <p>(1) To study the appraisal standards of the directors (other than independent directors), the President and other senior management personnel, and to conduct appraisals and make recommendations;</p> <p>(2) To study and examine the remuneration policies and plans of the directors (other than independent directors), the President and other senior management personnel.</p>	<p>Article 14 The major responsibilities of Remuneration and Appraisal Committee:</p> <p>(1) To study the appraisal standards of the directors, the President and other senior management personnel, and to conduct appraisals and make recommendations;</p> <p>(2) To study and examine the remuneration policies and plans of the directors, the President and other senior management personnel.</p>
<p>New Article.</p>	<p><u>Article 15 The Compliance Management Committee shall be responsible for the organization, leadership and coordination of compliance management, convene regular meetings to study and decide on major matters of compliance management or to put forward opinions and proposals, and to guide, supervise and evaluate compliance management work.</u></p>
<p>Article 41 A director or his associates (as defined in the Listing Rules) who has a material interest in a contract, transaction, arrangement or any proposal concerning an issue resolved at a board meeting shall abstain from voting in respect of that resolution and shall not exercise voting rights on behalf of other directors. If less than three directors are able to vote on the matter, it shall be referred to a shareholders' general meeting for a vote. The resolutions of the board meeting shall be approved by a majority of the unaffiliated directors. The restrictions in this Article shall not apply to the extent permitted by the Listing Rules or the Hong Kong Stock Exchange. Such meetings shall be held in the form of an on-site meeting.</p>	<p><u>Article 42</u> A director or his associates (as defined in the Listing Rules) who has a material interest in a contract, transaction, arrangement or any proposal concerning an issue resolved at a board meeting shall abstain from voting in respect of that resolution and shall not exercise voting rights on behalf of other directors. If less than three directors are able to vote on the matter, it shall be referred to a shareholders' general meeting for a vote. The resolutions of the board meeting shall be approved by a majority of the unaffiliated directors. The restrictions in this Article shall not apply to the extent permitted by the Listing Rules or the Hong Kong Stock Exchange.</p>

NOTICE OF ANNUAL GENERAL MEETING



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: 3369)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2020 annual general meeting (“**AGM**”) of Qinhuangdao Port Co., Ltd.* (the “**Company**”) will be held at 10:00 a.m. on Friday, 25 June 2021 at Qinhuangdao Sea View Kaiyuan Hotel, 25 Donggang 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:

ORDINARY RESOLUTIONS

1. The resolution regarding the report of the board of directors of the Company for 2020;
2. The resolution regarding the report of the supervisory committee of the Company for 2020;
3. The resolution regarding the final financial report of the Company for 2020;
4. The resolution regarding the 2020 profit distribution plan and the declaration of final dividend of the Company;
5. The resolution regarding the re-appointment of the auditor for the year 2021 and the audit fees for the year 2021;
6. The resolution regarding the re-appointment of the internal control auditor for the year 2021 and the internal control audit fees for the year 2021;
7. The resolution regarding the Directors' 2020 annual remuneration;
8. The resolution regarding the Supervisors' 2020 annual remuneration;

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

9. The resolution regarding amendments to the Articles of Association of Qinhuangdao Port Co., Ltd.;
10. The resolution regarding amendments to the Rules of Procedure of the General Meeting of Qinhuangdao Port Co., Ltd.;
11. The resolution regarding amendments to the Rules of Procedure of the Board of Directors of Qinhuangdao Port Co., Ltd.

By order of the Board
Qinhuangdao Port Co., Ltd.*
CAO Ziyu
Chairman

The People's Republic of China, 28 April 2021

* For identification purpose only

Notes:

1. The Company had dispatched the form of proxy and the reply slip for the AGM accompanying with this notice of annual general meeting on 28 April 2021, and the 2020 annual report of the Company on 21 April 2021. Any shareholders of the Company (the “**Shareholders**”) who intend to appoint a proxy should firstly read the 2020 annual report of the Company which is posted on the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company’s website or dispatched to the Shareholders concerned. The 2020 annual report consists of the 2020 report of the board of Directors, the 2020 report of the supervisory committee and the audited financial statements and the auditor’s report for the year of 2020.
2. In order to determine the Shareholders of H Shares who will be entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 26 May 2021 to Friday, 25 June 2021 (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 AGM, 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 May 2021.
3. Any Shareholders entitled to attend and vote at the AGM 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 AGM 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.

NOTICE OF ANNUAL GENERAL MEETING

5. Shareholders who intend to attend the AGM (in person or by proxy) shall complete and deliver the reply slip of AGM enclosed to the share registrar for H Shares of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 4 June 2021.
6. If a proxy attends the AGM 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 AGM, 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 other notarized copy of any authorization documents issued by such corporate Shareholder.
7. The AGM is expected to last for no more than half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling and accommodation expenses.
8. The contact of the Company:

Address: 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, PRC
Postal Code: 066000
Fax: 0335-3093599
9. All votes of resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (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 CAO Ziyu, YANG Wensheng and MA Xiping; the non-executive Directors of the Company are LIU Guanghai, LI Jianping and XIAO Xiang; and the independent non-executive Directors of the Company are ZANG Xiuqing, HOU Shujun, CHEN Ruihua and XIAO Zuhe.

NOTICE OF H SHAREHOLDERS' CLASS MEETING



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: 3369)

NOTICE OF H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the class meeting for holders of H shares (“**H Share(s)**”) (“**H Shareholders’ Class Meeting**”) of Qinhuangdao Port Co., Ltd.* (the “**Company**”) will be held at 11:30 a.m. on Friday, 25 June 2021 at Qinhuangdao Sea View Kaiyuan Hotel, 25 Donggang 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 RESOLUTIONS

1. The resolution regarding amendments to the Articles of Association of Qinhuangdao Port Co., Ltd.;
2. The resolution regarding amendments to the Rules of Procedure of the General Meeting of Qinhuangdao Port Co., Ltd.

By order of the Board
Qinhuangdao Port Co., Ltd.*
CAO Ziyu
Chairman

The People’s Republic of China, 28 April 2021

* *For identification purpose only*

NOTICE OF H SHAREHOLDERS' CLASS MEETING

Notes:

1. In order to determine the Shareholders of H Shares who will be entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from Wednesday, 26 May 2021 to Friday, 25 June 2021 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify to attend and vote at the H Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 25 May 2021.
2. Any Shareholders entitled to attend and vote at the H Shareholders' Class Meeting can appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a Shareholder.
3. In order to be valid, the form of proxy must be deposited by hand or post to the Company's H Share registrar, 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 for holding the H Shareholders' Class Meeting or any adjourned meetings or not less than 24 hours before the time appointed for taking the poll. If the form of proxy is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and delivery of the proxy form will not preclude shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should they so wish.
4. If a proxy attends the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting, 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 other notarized copy of any authorization documents issued by such corporate Shareholder.
5. Shareholders who intend to attend the H Shareholders' Class Meeting (in person or by proxy) should complete the reply slip and deliver it by hand or by post to the share registrar for H Shares of the Company no later than 4:30 p.m. on Friday, 4 June 2021.
6. The H Shareholders' Class Meeting is expected to last for around 30 minutes. Shareholders who attend the H Shareholders' Class Meeting (in person or by proxy) shall bear their own travelling and accommodation expenses.
7. The contact of the Company:

Address: 35 Haibin Road, Qinhuangdao, Hebei Province, PRC
Postal Code: 066000
Fax: 0335-3093599
8. All votes of resolutions at the H Shareholders' Class Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange of Hong Kong (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 CAO Ziyu, YANG Wensheng and MA Xiping; the non-executive Directors of the Company are LIU Guanghai, LI Jianping and XIAO Xiang; and the independent non-executive Directors of the Company are ZANG Xiuqing, HOU Shujun, CHEN Ruihua and XIAO Zuhe.