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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2018 annual general meeting (“AGM”) of Qinhuangdao Port Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Thursday, 20 June 2019 at Qinhuangdao Sea View 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 2018;
2. The resolution regarding the report of the supervisory committee of the Company for 2018;
3. The resolution regarding the audited final financial report of the Company for 2018;
4. The resolution regarding the 2018 profit distribution plan and the declaration of final dividends of the Company;
5. The resolution regarding the re-appointment of the auditor of the Company for the year 2019 and the audit fees for the year 2019;
6. The resolution regarding the re-appointment of the internal control auditor of the Company for the year 2019 and the internal control audit fees for the year 2019;
7. The resolution regarding the Director's 2018 annual remuneration;
8. The resolution regarding the Supervisor's 2018 annual remuneration.

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

The People's Republic of China, 24 April 2019

* 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 24 April 2019, and the 2018 annual report of the Company on 24 April 2019. Any shareholders of the Company (the “**Shareholders**”) who intend to appoint a proxy should firstly read the 2018 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 2018 annual report consists of the 2018 report of the Directors, the 2018 report of the Supervisory Committee and the audited financial statements and the auditor’s report for the year of 2018.
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 Tuesday, 21 May 2019 to Thursday, 20 June 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order for the 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, Hong Kong, and in any case no later than 4:30 p.m. on Monday, 20 May 2019.
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, 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.
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, Hong Kong on or before Thursday, 30 May 2019.
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.