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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your securities in **Qingdao Port International Co., Ltd.**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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**Qingdao Port International Co., Ltd.**

**青島港國際股份有限公司**

*(A joint stock company established in the People's Republic of China with limited liability)*

**(Stock Code: 06198)**

### **CIRCULAR**

### **PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR**

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A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Wednesday, 18 August 2021 at 10:00 a.m. together with the relevant proxy form has been despatched to the Shareholders of H Shares and has also been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.qingdao-port.com>) on 29 July 2021. If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be) (i.e. by 10:00 a.m. on Tuesday, 17 August 2021. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so wish.

29 July 2021

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms and expression have the meanings set forth below:*

<b>“Board”</b>	the board of directors of the Company
<b>“Company”</b>	Qingdao Port International Co., Ltd.* (青島港國際股份有限公司), a joint stock company established in the PRC with limited liability on 15 November 2013
<b>“Director(s)”</b>	director(s) of the Company
<b>“EGM”</b>	the 2021 first extraordinary general meeting of the Company to be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC at 10:00 a.m. on Wednesday, 18 August 2021
<b>“Group”</b>	the Company together with its branches and subsidiaries
<b>“H Share(s)”</b>	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and are traded in Hong Kong dollars
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC
<b>“Hong Kong Listing Rules”</b>	the Rules Governing the Listing of the Securities on the Hong Kong Stock Exchange
<b>“Hong Kong Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Latest Practicable Date”</b>	26 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
<b>“Mr. LI”</b>	Mr. LI Wucheng (李武成), the candidate as a non-executive Director whose appointment will take effect subject to the Shareholders’ approval at the EGM
<b>“PRC”</b>	the People’s Republic of China and for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“QDP”	Qingdao Port (Group) Co., Ltd.* (青島港(集團)有限公司), the controlling shareholder of the Company, holding approximately 55.5% equity interests in the Company as at the Latest Practicable Date
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company

*In addition, the terms “controlling shareholder” and “subsidiary(ies)” shall have the meanings ascribed to them under the Hong Kong Listing Rules.*

- \* The Chinese name(s) of the PRC entities have been translated into English in this circular for reference only. In the event of any discrepancies between the Chinese names of the PRC entities and their respective English translations, the Chinese version shall prevail.

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## LETTER FROM THE BOARD

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### **Qingdao Port International Co., Ltd.**

### **青島港國際股份有限公司**

*(A joint stock company established in the People's Republic of China with limited liability)*

**(Stock Code: 06198)**

***Executive Directors***

Mr. SU Jianguang (*Chairman*)

Mr. WANG Xinze (*General Manager*)

***Non-executive Directors***

Mr. FENG Boming

Mr. WANG Jun

Ms. WANG Fuling

***Independent Non-executive Directors***

Ms. LI Yan

Mr. JIANG Min

Mr. LAI Kwok Ho

***Registered Office:***

No. 12 Jingba Road

Huangdao District

Qingdao

Shandong Province

PRC

***Principal Place of Business in***

***Hong Kong:***

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

29 July 2021

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR**

#### **I. INTRODUCTION**

We refer to the announcement of the Company dated 21 July 2021, in relation to, among other things, the proposed election of non-executive Director.

The purpose of this circular is to provide details in respect of the proposed election of non-executive Director.

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## LETTER FROM THE BOARD

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### II. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

According to the recommendation from QDP, the controlling shareholder of the Company, the Board approved to nominate Mr. LI as a candidate for the non-executive Director by way of communication voting on written resolutions on 21 July 2021. The proposed appointment of Mr. LI is subject to the Shareholders' consideration and approval at the EGM to be convened.

The term of office of Mr. LI will commence upon the date of the approval from the Shareholders at the EGM and expire on the date of conclusion of the term of office of the third session of the Board.

Subject to the approval of his appointment as a non-executive Director by the Shareholders at the EGM, the Company will enter into a service contract with Mr. LI. The remuneration (including the basic salary and performance-based bonus) of Mr. LI will be determined by the Board with reference to his duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions.

Biographical details of Mr. LI are set out as follows:

Mr. LI Wucheng (李武成), aged 56, received a bachelor degree in economics from Shandong Economic University (山東經濟學院) and is an assistant statistician. He currently serves as the deputy secretary to the Party Committee of the Company, and the deputy secretary to the Party Committee, a director and the general manager of QDP. He previously served as a member of the Party Committee and the deputy manager of Qingdao Qianwan Container Terminal Co., Ltd. (青島前灣集裝箱碼頭有限責任公司), the secretary to the Party Committee and the general manager of Qingdao Port International Logistics Co., Ltd. (青島港國際物流有限公司), the general manager of Qingdao Port Yizhihang Coldchain Logistics Co., Ltd. (青島港怡之航冷鏈物流有限公司), a member of the Party Committee and the supervisor of the Company, the secretary to the Party Committee, an executive Director and the general manager of Shandong Port Luhai International Logistics Group Co., Ltd. (山東港口陸海國際物流集團有限公司), the deputy secretary to the Party Committee, a director and the general manager of Shandong Bohai Bay Group Co., Ltd. (山東渤海灣港口集團有限公司). Mr. LI has over 30 years of working experience in the port industry and has extensive experience in managing large-scale port enterprises.

Save as disclosed in this circular, Mr. LI (i) has not held any other directorships in other listed companies in the past three years; (ii) is not related to any Directors, supervisors, senior management or substantial or controlling shareholders of the Company; (iii) is not interested in any shares of the Company within the meaning of Part XV of the SFO; and (iv) does not hold any other position within the Company or other members of the Group.

Save as disclosed in this circular, Mr. LI has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules in relation to his appointment.

An ordinary resolution regarding the election of Mr. LI as a non-executive Director will be submitted to the Shareholders at the EGM for consideration and approval.

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## LETTER FROM THE BOARD

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### III. CLOSURE OF REGISTER OF MEMBERS AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE EGM

In order to determine the eligibility of Shareholders who are entitled to attend the EGM, the H Share register of the Company will be closed from Friday, 13 August 2021 to Wednesday, 18 August 2021 (both days inclusive), during which no H Share transfer will be registered. The Shareholders of H Shares whose names appear on the register of H Share members of the Company on Friday, 13 August 2021 are entitled to attend and vote at the EGM. Holders of the H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant H share certificates at the H Share Registrar of the Company 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 no later than 4:30 p.m. on Thursday, 12 August 2021 for registration.

### IV. EGM

A notice convening the EGM to be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, City North District, Qingdao, Shandong Province, the PRC on Wednesday, 18 August 2021 at 10:00 a.m. together with the relevant proxy form has been despatched to the Shareholders of H Shares on 29 July 2021 and has also been published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.qingdao-port.com>), for the purpose of notifying the Shareholders the resolution as mentioned in the notice.

If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof, i.e. by 10:00 a.m. on Tuesday, 17 August 2021 (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the EGM should you so wish.

All Shareholders shall be entitled to vote on and approve the resolution at the EGM as set out in this circular.

The resolution proposed at the EGM will be voted by poll.

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## LETTER FROM THE BOARD

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### V. RECOMMENDATION

The Directors believe that the resolution in respect of the election of Mr. LI as a non-executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders (if applicable) should vote in favour of the resolution at the EGM.

By order of the Board  
**Qingdao Port International Co., Ltd.**  
**SU Jianguang**  
*Chairman*