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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of the Company will be held at 11:00 a.m. on Thursday, 16 December 2021 at Port Hotel, 20 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the People's Republic of China for the purpose of considering and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. The resolution regarding the entering into of the General Services Agreement:
 - (i) approve the Company (and on behalf of the Group) to enter into the General Services Agreement (the “**New General Services Agreement**”) with HPG (and on behalf of its subsidiaries) and the transactions thereunder;
 - (ii) approve and confirm the proposed annual caps for each of the years ending 31 December 2022, 2023 and 2024, respectively;
 - (iii) authorise the Directors, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the New General Services Agreement; and
 - (iv) authorise the Directors, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the New General Services Agreement and to agree to any amendment to any of the terms of the New General Services Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.

* For identification purpose only

2. The resolution regarding the entering into of the Financial Services Framework Agreement:
- (i) approve the Company (and on behalf of the Group) to enter into the Financial Services Framework Agreement (the “**New Financial Services Framework Agreement**”) with HPG Finance and the transactions thereunder;
 - (ii) approve and confirm the proposed annual caps for each of the years ending 31 December 2022, 2023 and 2024, respectively;
 - (iii) authorise the Directors of the Company, for and on behalf of the Company, to take all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the New Financial Services Framework Agreement;
 - (iv) authorise the Directors, for and on behalf of the Company, to execute all such other documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the New Financial Services Framework Agreement and to agree to any amendment to any of the terms of the New Financial Services Framework Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company.

SPECIAL RESOLUTIONS

3. The resolution regarding amendments to the Articles of Association of Qinhuangdao Port Co., Ltd..
4. The resolution regarding amendments to Rules of Procedure to the Board of Directors of Qinhuangdao Port Co., Ltd..

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

Qinhuangdao, Hebei Province, the People’s Republic of China
29 November 2021

Notes:

1. Capitalised terms defined in the announcement of the Company dated 28 October 2021 shall have the same meanings when used in this notice, unless the context otherwise requires.
2. In order to determine the holders of H Shares who will be entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 13 December 2021 to Thursday, 16 December 2021 (both days inclusive), during which period no transfer of Shares will be registered. H Shareholders whose name appear on the register of members of the Company before the close of business on Monday, 13 December 2021 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM. In order for the holders of H Shares of the Company to qualify for attending the EGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 10 December 2021.
3. Any Shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a Shareholder.
4. In order to be valid, the proxy form must be deposited by hand or by post by the H Shareholders of the Company to the Company's H Shares 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 EGM or any adjournment thereof or the time appointed for taking the poll. If the proxy form 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 proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish.
5. Shareholders or their proxies shall produce their identification documents when attending the EGM.
6. The EGM is expected to last for no more than half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling and accommodation expenses.
7. The contact of the Company:

Address: 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, PRC
Postal Code: 066000
Fax: 0335-3093599
8. All votes of resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.portqhd.com) in accordance with the Listing Rules.

As at the date of this notice, the executive directors of the Company are 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.