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

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**If you are in 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 accountants or other professional adviser.

**If you have sold or transferred** all your shares in Xiamen International Port Co., Ltd, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser and transferee.

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**廈門國際港務股份有限公司**  
**XIAMEN INTERNATIONAL PORT CO., LTD<sup>\*</sup>**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 3378)**

**PROPOSED ELECTION AND APPOINTMENT OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

**AND**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022**

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A letter from the Board is set out on pages 2 to 4 of this circular.

A notice dated 24 February 2022 convening the EGM of the Company to be held at 9:00 a.m. on Tuesday, 15 March 2022 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, PRC is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon in any event not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

24 February 2022

<sup>\*</sup> For identification purpose only

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Company”	廈門國際港務股份有限公司 (Xiamen International Port Co., Ltd*), a joint stock limited company incorporated in PRC, the H Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company in 2022 to be convened and held at 9:00 a.m. on Tuesday, 15 March 2022 at 23rd Floor, Conference Room, No. 31 Donggang North Road, Xiamen, PRC
“Group”	the Company and its subsidiaries
“H Shares”	the ordinary shares issued by the Company, with a Renminbi denominated par value of RMB1.00, which are subscribed for and traded in Hong Kong dollar and are listed on the Stock Exchange
“Hong Kong”	The Hong Kong Special Administrative Region of PRC
“Latest Practicable Date”	21 February 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing”	the listing of the H Shares of the Company on the Stock Exchange in 2005
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	shares of nominal value RMB1.00 each in the share capital of the Company
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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廈門國際港務股份有限公司  
**XIAMEN INTERNATIONAL PORT CO., LTD\***

(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 3378)

***Executive Directors:***

Mr. Cai Liquan  
Mr. Chen Zhaohui  
Mr. Lin Fuguang  
Mr. Chen Zhen

***Non-executive Directors:***

Mr. Chen Zhiping  
Mr. Fu Chengjing  
Mr. Huang Zirong  
Ms. Bai Xueqing

***Independent Non-executive Directors:***

Mr. Lin Pengjiu  
Mr. Jin Tao  
Mr. Ji Wenyuan

***Registered office:***

No. 439 Gangnan Road  
Haicang District  
Xiamen City  
Fujian Province  
PRC

***Principal place of business in Hong Kong***

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

24 February 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ELECTION AND APPOINTMENT OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

**AND**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022**

**INTRODUCTION**

Reference is made to the announcements of the Company dated 16 February 2022 and 21 February 2022 in relation to the resignation of Mr. Liu Feng from his positions of an independent non-executive Director, the Chairman and a member of the Audit Committee and a member of the Remuneration Committee and the proposed election and appointment of Mr. Li Maoliang (“**Mr. Li**”) as an independent non-executive Director, respectively.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information regarding the election and the appointment of Mr. Li as an independent non-executive Director in order to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the EGM.

### **PROPOSED ELECTION AND APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Since the resignation of Mr. Liu Feng as an independent non-executive Director, as at the date of this circular, the Board consists of 11 Directors, including four executive Directors, namely, Mr. Cai Liquan, Mr. Chen Zhaohui, Mr. Lin Fuguang and Mr. Chen Zhen, four non-executive Directors, namely, Mr. Chen Zhiping, Mr. Fu Chengjing, Mr. Huang Zirong and Ms. Bai Xueqing, and three independent non-executive Directors, namely, Mr. Lin Pengjiu, Mr. Jin Tao and Mr. Ji Wenyan.

Pursuant to the requirements under Rules 3.10, 3.10A, 3.21 and 3.25 of the Listing Rules, (i) at least one of the independent non-executive directors of the Board must have appropriate professional qualifications or accounting or related financial management expertise; (ii) the Company must appoint independent non-executive directors representing at least one third of the Board; (iii) the Audit Committee must comprise a minimum of three members, the majority of which must be independent non-executive directors with at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise and should be chaired by an independent non-executive director; and (iv) the majority of the Remuneration Committee must be independent non-executive directors.

In order to comply with the above requirements, the Board proposes to elect and appoint Mr. Li as an independent non-executive Director at the Company's general meeting in accordance with the Articles of Association, for a period commencing immediately after the conclusion of the EGM until the expiry of the term of the sixth session of the Board on 27 February 2023. Ordinary resolutions will be proposed at the EGM to elect and appoint Mr. Li as an independent non-executive Director, to authorize the Board to determine his remuneration and to enter into a service contract with the newly appointed independent non-executive Director by the Company.

Mr. Li will enter into a service contract with the Company upon approval of his appointment as an independent non-executive Director of the Company and the related ordinary resolutions at the EGM. His remuneration will be proposed by the Remuneration Committee and eventually determined by the Board with comprehensive consideration of factors such as the general market remuneration level and the remuneration level of other companies in the PRC which are similar to the Company. The Company will disclose the remuneration payable to the newly appointed independent non-executive Director in its annual report in accordance with the requirements under the Listing Rules.

The biographical details of Mr. Li are set out in the Appendix to this circular.

### **THE EGM**

The Company will convene the EGM at 9:00 a.m. on Tuesday, 15 March 2022 at 23rd Floor, Conference Room, No. 31 Dongang North Road, Xiamen, the PRC, notice of which is set out on pages 6 to 7 of this circular, at which an ordinary resolution will be proposed to approve the proposed election and appointment of an independent non-executive Director.

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## LETTER FROM THE BOARD

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The proxy form for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM, you are requested to complete and return as soon as possible the proxy form in accordance with the instructions printed thereon but in any event by not later than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for each of the resolutions proposed at the EGM pursuant to the Articles of Association. The Company will publish an announcement and announce the results of the poll at the EGM in the manner prescribed under Rule 13.39(5) upon conclusion of the EGM.

### RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the proposed election and appointment of Mr. Li as an independent non-executive Director is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend you to vote in favour of the related ordinary resolutions set out in the notice of EGM contained in this circular.

### ADDITIONAL INFORMATION

Shareholders' attention is drawn to the notice of the EGM set out on pages 6 to 7 of this circular and the additional information set out in the appendix to this circular.

By order of the Board  
**Xiamen International Port Co., Ltd**  
**Cai Changzhen**  
*Company Secretary*

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## APPENDIX — BIOGRAPHICAL DETAILS OF THE PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTOR

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### BIOGRAPHY OF THE PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Li Maoliang**, aged 41, is currently an associate professor and a master's supervisor for financial and accounting studies at the Institute for Financial and Accounting Studies, Xiamen University ("IFAS"). He studied at the Jiangsu University majoring in electrical and information engineering from September 2001 to June 2005, and graduated with a bachelor's degree in engineering. He studied dual master's and doctorate degree program in business administration in finance at the Xiamen University from September 2008 to June 2014 and obtained a doctorate degree in business administration in finance. He was sent by the PRC government to conduct post-doctoral research in finance at the University of Adelaide in Australia from November 2017 to November 2018. He worked at the Zhenjiang Branch of China Mobile Group Jiangsu Company Limited\* from July 2005 to May 2007. Mr. Li has been successively holding the positions of an assistant professor in finance and a deputy professor in finance at IFAS since August 2014. He is also an assistant director of the Center for Accounting and Financial Innovations of IFAS\*. Mr. Li has been a specialised researcher at the Accounting Development Research Centre of Xiamen University\* since January 2016 and a master's student supervisor at IFAS since February 2016. Since April 2021, Mr. Li is an independent director and the director of the audit committee of Fujian Glanny Bio-engineering Co., Ltd. He is also an expert reviewer at the Internet-based Science Information System of the National Natural Science Foundation of China and an expert reviewer for selection and compilation of teaching materials at the Xiamen University, and was selected as Fujian Outstanding Young Scientific Research Talent in Higher Education in 2016.

As at the date of this circular, save as disclosed above, Mr. Li (i) does not have any relationship with any other Directors, supervisors, senior management or substantial Shareholder or controlling Shareholder (as respectively defined in the Listing Rules) of the Company; (ii) does not have any interest in the securities of the Company or its associated companies within the meaning of Part XV of the SFO; (iii) has not entered into or proposed to enter into any other service agreement with the Company or any of its subsidiaries; (iv) does not hold any other position with the Company or any of its subsidiaries; and (v) has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. In addition, Mr. Li will provide an annual confirmation of independence to the Company, in which he will confirm that he has, and will, fully comply with each of the factors for assessing independence set out in Rule 3.13 of the Listing Rules. Thus, the Board considers that Mr. Li is suitably independent and believes that his valuable knowledge and experience will contribute to the Board.

Save as disclosed above, there is no other information relating to Mr. Li in relation to his proposed election and appointment as an independent non-executive Director that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders in respect thereof.

\* For identification purpose only

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## NOTICE OF THE EGM

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廈門國際港務股份有限公司  
**XIAMEN INTERNATIONAL PORT CO., LTD\***

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

**(Stock Code: 3378)**

### NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting in 2022 (the “EGM”) of Xiamen International Port Co., Ltd (the “**Company**”) will be held at 9:00 a.m. on Tuesday, 15 March 2022 at 23rd Floor, Conference Room, No. 31 Dongang North Road, Xiamen, the People's Republic of China (“**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company in relation to the EGM dated 24 February 2022.

#### ORDINARY RESOLUTIONS

1. To elect and appoint Mr. Li Maoliang as an independent non-executive director of the sixth session of the Board of the Company for a period commencing immediately after the conclusion of the EGM until the expiry of the term of the sixth session of the Board of the Company on 27 February 2023; and
2. To authorize the Board of the Company to fix the remuneration of the newly appointed independent non-executive director of the Company and to enter into a service contract with the newly appointed independent non-executive director.

By order of the Board  
**Xiamen International Port Co., Ltd**  
**Cai Changzhen**  
*Company Secretary*

Xiamen, PRC, 24 February 2022

\* For identification purpose only



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## NOTICE OF THE EGM

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*Notes:*

1. Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for each of the resolutions proposed at the EGM pursuant to the Articles of Association.
2. In order to determine the list of Shareholders who are entitled to attend the EGM of the Company, the registers of members will be closed from Friday, 11 March 2022 to Tuesday, 15 March 2022, both days inclusive, during which period no transfer of Shares will be effected. Holders of the Company's H Shares and domestic Shares whose names appeared on the registers of members on Friday, 11 March 2022 are entitled to attend the EGM. In order to qualify to attend and vote at the EGM, holders of H Shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant Share certificates at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on Thursday, 10 March 2022. The address of the transfer office of Computershare Hong Kong Investor Services Limited is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. The proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board of the Company for holders of Domestic Shares and at the H Share registrar of the Company of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the meeting if he/she so wishes.
6. The EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents.

*As at the date hereof, the executive directors of the Company are Mr. Cai Liquan, Mr. Chen Zhaohui, Mr. Lin Fuguang and Mr. Chen Zhen; the non-executive directors of the Company are Mr. Chen Ziping, Mr. Fu Chengjing, Mr. Huang Zirong and Ms. Bai Xueqing; and the independent non-executive directors of the Company are Mr. Lin Pengjiu, Mr. Jin Tao and Mr. Ji Wenjuan.*