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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Xiamen International Port Co., Ltd (the “**Company**”) will be held at 9:00 a.m. on Friday, 10 June 2022 at 23rd Floor, Conference Room, No. 31 Donggang 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 AGM dated 22 April 2022.

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2021;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2021;
4. To consider and approve the profit distribution plan of the Company and the declaration of a final dividend of RMB2.1 cents per share (tax inclusive) for the year ended 31 December 2021;
5. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the PRC auditors and PricewaterhouseCoopers as the international auditors of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remunerations;
6. To consider and approve the remunerations of the directors and supervisors of the Company for the year ended 31 December 2021;

AS SPECIAL RESOLUTIONS

7. To consider and approve:

“THAT:

- (1) subject to paragraphs (a) to (m) below and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the articles of association of the Company (the “**Articles of Association**”) and the relevant laws and regulations in the PRC, the application by the Company to the China Securities Regulatory Commission* (中國證券監督管理委員會) (“**CSRC**”) within a period of 24 months commencing from the date on which the relevant resolutions are approved by the Shareholders, and within the effective period as approved and confirmed by the CSRC (during which the approval of the Shareholders shall continue to be valid) to issue the corporate bonds (the “**Corporate Bonds**”) in the PRC be hereby approved:
 - (a) the maximum aggregate principal amount of the Corporate Bonds to be issued by the Company pursuant to the approval granted in paragraph (1) above shall not exceed RMB6,000,000,000, in either one or multiple tranches, where the actual scale and method of issue shall be determined by the Board or persons authorised by the Board in accordance with the Company’s actual capital needs and prevailing market condition;
 - (b) the maturity of each tranche of the proposed issue of the Corporate Bonds shall be not exceeding 10 years (including 1-year or less short-term corporate bonds, and either of single term or a combination of multiple terms), details of which will be determined by the Board in accordance with the Company’s actual capital needs and prevailing market condition;
 - (c) the Corporate Bonds will have a par value of RMB100 and will be issued at their par value;
 - (d) the target investors of the proposed issue of the Corporate Bonds shall be professional investors who satisfy the requirements of the Administrative Measures for the Issuance and Trading of Corporate Bonds* (《公司債券發行與交易管理辦法》) only and will not be placed to Shareholders with priority;
 - (e) the coupon rate of the Corporate Bonds shall be a fixed rate to be negotiated and determined by the Board or persons authorised by the Board with the key underwriter in accordance with laws and regulations and prevailing market condition;
 - (f) the interest rate of the Corporate Bonds shall be simple interest calculated on an annual basis, to be paid once a year (accrued interest in respect of the final term to be paid together with the principal upon maturity);

- (g) whether there will be any guarantee for the Corporate Bonds will be determined by the Board or persons authorised by the Board in accordance with relevant requirements and prevailing market condition;
 - (h) whether there will be any redemption or put provisions for the Corporate Bonds will be determined by the Board or persons authorised by the Board in accordance with relevant requirements and prevailing market condition;
 - (i) in the event that the Company expects that it is unable to repay the principal and interest of the Corporate Bonds as scheduled, or the Company is unable to repay the principal and interest of the Corporate Bonds upon maturity, it will implement, as a minimum, the following safeguard measures for repayment of the Corporate Bonds: (i) no distribution of dividend to the Shareholders; (ii) suspension of the implementation of projects that incur capital expenditure such as material external investments, acquisitions and mergers; (iii) reduction or suspension of payment of salary and bonus to the Directors and the senior management members; and (iv) prohibition of re-designation of the key personnel accountable for such event;
 - (j) the Company will apply for listing of the Corporate Bonds on the Shenzhen Stock Exchange or other exchanges approved by the PRC governmental regulatory authorities and allowed by applicable laws upon completion of the proposed issue of the Corporate Bonds;
 - (k) the special resolution passed at the AGM in relation to the proposed issue of the Corporate Bonds will be effective for 24 months from the date of such approval at the AGM and within the effective period as approved and confirmed by the CSRC;
 - (l) the finalised terms of the proposed issue of the Corporate Bonds will ultimately be in accordance with the issue terms under which approval from the relevant authorities in the PRC has been given;
 - (m) the net proceeds from the issue of the Corporate Bonds to be principally utilised for satisfying working capital needs, repaying interest-bearing debts or other purposes not in violation of the relevant laws and regulations, where the actual use shall be determined by the Board or persons authorised by the Board from time to time based on the Company's capital requirements and financial structure.
- (2) in accordance with the Company Law of the PRC (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Administrative Measures on Suitability for Securities and Futures Investors (《證券期貨投資者適當性管理辦法》) and the Articles of Association, and adhering to the principle of acting in the best interest of the Company and the Shareholders, the Board or the person(s) authorised by the Board will be authorised to do all matters in connection with the proposed issue of the Corporate Bonds, including but not limited to the following:
- (a) to determine the appointment of the underwriter and other agency institution which will be providing services for the proposed issue of the Corporate Bonds;

- (b) in accordance with the relevant laws, rules and regulations, and with reference to the specific conditions of the Company and the market, to determine the specific plan of the proposed issue of the Corporate Bonds as well as to revise and adjust the terms regarding the proposed issue of the Corporate Bonds, including but not limited to the specific scale of issue, the issue price, the method of issue, the maturity period and the type of the bonds, the coupon rate and the method of the determination of the same, the timing of issue, the item of issue, whether the issuer will have the right to adjust the coupon rate, whether it will have redemption or put provisions, rating arrangements, specific subscription arrangements, the maturity period and method of repayment of principal and interest, credit enhancement plans, whether it will be issued in multiple tranches and the scale of each tranche of issue, debt guarantee measures, listing venue, the specific use of proceeds as determined within the scope authorised at the AGM and all other matters relevant to the proposed issue and listing of the Corporate Bonds;
- (c) to handle matters in connection with the application for the proposed issue of the Corporate Bonds and the transaction logistics after the issue, including but not limited to the signing, execution, amendment and completion of all necessary documents, contracts and agreements (including but not limited to the issue prospectus, underwriting agreement, various announcements and other legal documents) and appropriate information disclosure in accordance with laws and regulations and other normative documents;
- (d) to select the bond trustee, execute the Bond Trust Deed* (《債券受託管理協議》) and determine the Rules for Meetings of the Bondholders* (《債券持有人會議規則》);
- (e) if there are any changes to the regulatory authorities' issue policies or opinions or any changes to the market conditions, except for changes in relation to any laws, rules and matters in the Articles of Association that require a new resolution to be passed by the Shareholders, to make corresponding adjustments on any matters relevant to the proposed issue of the Corporate Bonds or to decide whether to proceed with the proposed issue of the Corporate Bonds according to the actual situation;
- (f) to negotiate matters in connection with the setting up of designated accounts for raised funds with the relevant commercial banks, set up the designated accounts for raised funds and, depending on the progress, timely enter into tripartite custody agreement relating to the designated accounts for raised funds with the bond trustee and the commercial bank with which the raised funds are deposited;
- (g) to handle matters in connection with the listing transaction of the proposed issue of the Corporate Bonds in accordance with the relevant regulations of the relevant stock exchange;
- (h) to handle matters in connection with the repayment of the principal and interest of the Corporate Bonds;

- (i) to handle other matters relevant to the proposed issue of the Corporate Bonds;
- (j) to handle all matters relating to the guarantee of the proposed issue of the Corporate Bonds (if required); and
- (k) to authorise the Chairman of the Company to handle all matters in connection with the proposed issue of the Corporate Bonds and the listing of the Corporate Bonds within the scope of the above authorisations.

The above authorisations shall be effective from the date on which the relevant resolutions are approved by the Shareholders at the AGM until the date of completion of the matters contemplated by such resolutions.”

8. To consider and approve:

“THAT:

- (1) subject to paragraphs (a) to (o) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations in the PRC, the application by the Company to the CSRC within a period of 24 months commencing from the date on which the relevant resolutions are approved by the Shareholders, and within the effective period as approved and confirmed by the CSRC (during which the approval of the Shareholders shall continue to be valid) to issue the renewable corporate bonds (the “**Renewable Corporate Bonds**”) in the PRC be hereby approved:
 - (a) the maximum aggregate principal amount of the Renewable Corporate Bonds to be issued by the Company pursuant to the approval granted in paragraph (1) above shall not exceed RMB2,000,000,000, in either one or multiple tranches, where the actual scale and method of issue shall be determined by the Board or persons authorised by the Board in accordance with the Company’s actual capital needs and prevailing market condition;
 - (b) the maturity of each tranche of the proposed issue of the Renewable Corporate Bonds shall be not exceeding 10 years (either of single term or a combination of multiple terms), details of which will be determined by the Board in accordance with the Company’s actual capital needs and prevailing market condition, where the Company shall have the right to elect for the renewal for one term in accordance with the agreed base term upon the expiry of the agreed base term, and in the event that the Company does not exercise its right of renewal, the Renewable Corporate Bonds shall be payable in full upon maturity;
 - (c) the Renewable Corporate Bonds will have a par value of RMB100 and will be issued at their par value;

- (d) the target investors of the proposed issue of the Renewable Corporate Bonds shall be professional investors who satisfy the requirements of the Administrative Measures for the Issuance and Trading of Corporate Bonds* (《公司債券發行與交易管理辦法》) only and will not be placed to Shareholders with priority;
- (e) the coupon rate of the Renewable Corporate Bonds shall be a fixed rate, with the coupon rate for the initial term to be negotiated and determined by the Company with the key underwriter (bookkeeper) with reference to the offline inquiry bookkeeping results in accordance with relevant requirements of the PRC, and to remain unchanged during the initial term, and the rate to be negotiated and redetermined upon the expiry of each term by the Board or persons authorised by the Board with the key underwriter in accordance with laws and regulations and prevailing market condition;
- (f) the interest rate of the Renewable Corporate Bonds shall be simple interest calculated on an annual basis, to be paid once a year (accrued interest in respect of the final term to be paid together with the principal upon maturity), where any deferred interest shall be accumulated based on the prevailing coupon rate during the deferred period;
- (g) whether there will be any guarantee for the Renewable Corporate Bonds will be determined by the Board or persons authorised by the Board in accordance with relevant requirements and prevailing market condition;
- (h) whether there will be any redemption or put provisions for the Renewable Corporate Bonds will be determined by the Board or persons authorised by the Board in accordance with relevant requirements and prevailing market condition;
- (i) each term of the Renewable Corporate Bonds shall not exceed seven interest-bearing years, where upon the expiry of each term, the Company shall have the right to elect for the renewal of such term for one additional term or for the repayment of the entire amount of the relevant bonds;
- (j) the Company shall have the right to elect for the deferral of the payment of any prevailing interest and all interests which have already been deferred pursuant to these terms to the next interest payment date without any restrictions on the number of deferrals unless the Company has carried out any of the following acts during the 12 months immediately preceding the interest payment date, and shall further not carry out any of such acts if it elects to exercise its right to defer interest payment until such deferred interest has been repaid: (i) distribution of dividend to the ordinary Shareholders; or (ii) reduction of registered capital;

- (k) in the event that the Company expects that it is unable to repay the principal and interest of the Renewable Corporate Bonds as scheduled, or the Company is unable to repay the principal and interest of the Renewable Corporate Bonds upon maturity, it will implement, as a minimum, the following safeguard measures for repayment of the Renewable Corporate Bonds: (i) no distribution of dividend to the Shareholders; (ii) suspension of the implementation of projects that incur capital expenditure such as material external investments, acquisitions and mergers; (iii) reduction or suspension of payment of salary and bonus to the Directors and the senior management members; and (iv) prohibition of re-designation of the key personnel accountable for such event;
 - (l) the Company will apply for listing of the Renewable Corporate Bonds on the Shenzhen Stock Exchange or other exchanges approved by the PRC governmental regulatory authorities and allowed by applicable laws upon completion of the proposed issue of the Renewable Corporate Bonds;
 - (m) the special resolution passed at the AGM in relation to the proposed issue of the Renewable Corporate Bonds will be effective for 24 months from the date of such approval at the AGM and within the effective period as approved and confirmed by the CSRC;
 - (n) the finalised terms of the proposed issue of the Renewable Corporate Bonds will ultimately be in accordance with the issue terms under which approval from the relevant authorities in the PRC has been given;
 - (o) the net proceeds from the issue of the Renewable Corporate Bonds to be principally utilised for satisfying working capital needs, repaying interest-bearing debts or other purposes not in violation of the relevant laws and regulations, where the actual use shall be determined by the Board or persons authorised by the Board from time to time based on the Company's capital requirements and financial structure.
- (2) in accordance with the Company Law of the PRC (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Administrative Measures on Suitability for Securities and Futures Investors (《證券期貨投資者適當性管理辦法》) and the Articles of Association, and adhering to the principle of acting in the best interest of the Company and the Shareholders, the Board or the person(s) authorised by the Board will be authorised to do all matters in connection with the proposed issue of the Renewable Corporate Bonds, including but not limited to the following:
- (a) to determine the appointment of the underwriter and other agency institution which will be providing services for the proposed issue of the Renewable Corporate Bonds;

- (b) in accordance with the relevant laws, rules and regulations, and with reference to the specific conditions of the Company and the market, to determine the specific plan of the proposed issue of the Renewable Corporate Bonds as well as to revise and adjust the terms regarding the proposed issue of the Renewable Corporate Bonds, including but not limited to all matters relevant to the specific scale of issue, the issue price, the method of issue, the maturity period and the type of the bonds, the coupon rate and the method of the determination of the same, the timing of issue, the subject of issue, whether the issuer will have the right to adjust the coupon rate, whether it will have redemption or put provisions, the right of renewal, the period of renewal, rating arrangements, specific subscription arrangements, the maturity period and method of repayment of principal and interest, credit enhancement plans, whether it will be issued in multiple tranches, the number of tranches of issue and the scale of each tranche of issue, debt guarantee measures, listing venue, the specific use of proceeds as determined within the scope authorised at the AGM and all other matters relevant to the proposed issue and listing of the Renewable Corporate Bonds;
- (c) to handle matters in connection with the application for the proposed issue of the Renewable Corporate Bonds and the transaction logistics after the issue, including but not limited to the signing, execution, amendment and completion of all necessary documents, contracts and agreements (including but not limited to the issue prospectus, underwriting agreement, various announcements and other legal documents) and appropriate information disclosure in accordance with laws and regulations and other normative documents;
- (d) to select the bond trustee, execute the Bond Trust Deed* (《債券受託管理協議》) and determine the Rules for Meetings of the Bondholders* (《債券持有人會議規則》);
- (e) if there are any changes to the regulatory authorities' issue policies or opinions or any changes to the market conditions, except for changes in relation to any laws, rules and matters in the Articles of Association that require a new resolution to be passed by the Shareholders, to make corresponding adjustments on any matters relevant to the proposed issue of the Renewable Corporate Bonds or to decide whether to proceed with the proposed issue of the Renewable Corporate Bonds according to the actual situation;
- (f) to negotiate matters in connection with the setting up of designated accounts for raised funds with the relevant commercial banks, set up the designated accounts for raised funds and, depending on the progress, timely enter into tripartite custody agreement relating to the designated accounts for raised funds with the bond trustee and the commercial bank with which the raised funds are deposited;
- (g) to handle matters in connection with the listing transaction of the proposed issue of the Renewable Corporate Bonds in accordance with the relevant regulations of the relevant stock exchange;

- (h) to handle matters in connection with the repayment of the principal and interest of the Renewable Corporate Bonds;
- (i) to handle other matters relevant to the proposed issue of the Renewable Corporate Bonds;
- (j) to handle all matters relating to the guarantee of the proposed issue of the Renewable Corporate Bonds (if required); and
- (k) to authorise the Chairman of the Company to handle all matters in connection with the proposed issue of the Renewable Corporate Bonds and the listing of the Renewable Corporate Bonds within the scope of the above authorisations.

The above authorisations shall be effective from the date on which the relevant resolutions are approved by the Shareholders at the AGM until the date of completion of the matters contemplated by such resolutions.”

9. To consider and approve:

“THAT:

- (1) (a) subject to paragraphs (b) to (g) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations in the PRC, the application by the Company to the National Association of Financial Market Institutional Investors* (中國銀行間市場交易商協會) (the “NAFMII”) for the registration of the issue of medium-term notes (the “**Medium-term Notes**”) with an aggregate maximum principal amount not exceeding RMB6,000,000,000 on a rolling basis for a valid period of two years from the completion of the registration at the NAFMII be hereby approved;
- (b) the registered scale of the Medium-term Notes to be issued by the Company pursuant to the approval granted in paragraph (a) above shall not at any time during the effective period exceed RMB6,000,000,000 in either one or multiple tranches;
- (c) the maturity of each tranche of the issue shall be not exceeding 10 years from the date of each tranche of issue, and in respect of perpetual notes, the Company shall have the right to determine whether to repay the Medium-term Notes or to extend the term after five years, and there shall be no limitation on the number of times for which the term may be extended;
- (d) the target investors of the issue of the Medium-term Notes shall be institutional investors of the PRC inter-bank bond market only (other than those who are prohibited from participation in accordance with the laws and regulations of the PRC);
- (e) the underwriter shall be determined by the Board in accordance with the Company’s needs and prevailing market condition;

- (f) the Medium-term Notes shall be issued at par value, and the interest rate shall be determined by reference to the condition of the inter-bank bond market at the time of issue of each tranche of the issue through bookbuilding processes;
 - (g) the net proceeds of each tranche of the issue of the Medium-term Notes shall be principally utilised for supplementing the Group's liquidity, repayment of the its interest-bearing debts and implementing its projects so as to satisfy the working capital requirements and lower the financing cost of the Group.
- (2) (a) (i) any one or more of the directors of the Company be and is/are hereby authorised to determine the specific terms and conditions and other relevant matters in relation to the registration and issue of the Medium-term Notes including, without limitation, the timing of issue, the principal amount and interest rate of each tranche of issue, the underwriting institutions, the agency institutions as well as the number of tranches of issue; and (ii) the Chairman of the Company be and is hereby authorised to do all such acts and thing and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms and conditions of each tranche of the issue of the Medium-term Notes, provided that the Chairman and the directors of the Company shall only exercise the above powers in accordance with the Company Law of the PRC, the Listing Rules and the Articles of Association and only if all necessary approvals from the NAFMII and/or other relevant PRC government authorities are obtained by the Company."

10. To consider and approve:

“THAT:

- (1) (a) subject to paragraphs (b) to (g) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations in the PRC, the application by the Company to the NAFMII for the registration of the issue of asset-backed notes (the “**Asset-backed Notes**”) with an aggregate maximum principal amount not exceeding RMB2,000,000,000 on a rolling basis for a valid period of two years from the completion of the registration at the NAFMII be hereby approved;
- (b) the registered scale of the Asset-backed Notes to be issued by the Company pursuant to the approval granted in paragraph (a) above shall not at any time during the effective period exceed RMB2,000,000,000 in either one or multiple tranches;
- (c) the maturity of each tranche of the issue shall be not exceeding five years from the date of each tranche of issue;
- (d) the target investors of the issue of the Asset-backed Notes shall be institutional investors or specialized institutional investors of the PRC inter-bank bond market and specific selected institutional investors only (other than those who are prohibited from participation in accordance with the laws and regulations of the PRC);

- (e) the underwriter shall be determined by the Board in accordance with the Company's needs and prevailing market condition;
 - (f) the Asset-backed Notes shall be issued at par value, and the interest rate shall be determined by reference to the condition of the inter-bank bond market at the time of issue of each tranche of the issue through bookbuilding processes;
 - (g) the net proceeds of each tranche of the issue of the Asset-backed Notes shall be principally utilised for settling considerations for the transfer of fundamental assets so as to improve the financial statements and lower the financing cost of the Group.
- (2) (a) (i) any one or more of the directors of the Company be and is/are hereby authorised to determine the specific terms and conditions and other relevant matters in relation to the registration and issue of the Asset-backed Notes including, without limitation, the timing of issue, the principal amount and interest rate of each tranche of issue, the underwriting institutions and the agency institutions of the issue as well as the number of tranches of issue; and (ii) the Chairman of the Company be and is hereby authorised to do all such acts and thing and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms and conditions of each tranche of the issue of the Asset-backed Notes, provided that the Chairman and the directors of the Company shall only exercise the above powers in accordance with the Company Law of the PRC, the Listing Rules and the Articles of Association and only if all necessary approvals from the NAFMII and/or other relevant PRC government authorities are obtained by the Company.”

11. To consider and approve:

“THAT:

- (1) (a) subject to paragraphs (b) to (g) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations in the PRC, the application by the Company to the NAFMII for the registration of the issue of super short-term notes (the “**Super Short-term Notes**”) with an aggregate maximum principal amount not exceeding RMB8,000,000,000 on a rolling basis for a valid period of two years from the completion of the registration at the NAFMII be hereby approved;
- (b) the registered scale of the Super Short-term Notes to be issued by the Company pursuant to the approval granted in paragraph (a) above shall not at any time during the effective period exceed RMB8,000,000,000 in either one or multiple tranches;
- (c) the maturity of each tranche of the issue shall be not exceeding 270 days from the date of each tranche of issue;

- (d) the target investors of the issue of the Super Short-term Notes shall be institutional investors of the PRC inter-bank bond market only (other than those who are prohibited from participation in accordance with the laws and regulations of the PRC);
 - (e) the underwriter shall be determined by the Board in accordance with the Company's needs and prevailing market condition;
 - (f) the Super Short-term Notes shall be issued at par value, and the interest rate shall be determined by reference to the condition of the inter-bank bond market at the time of issue of each tranche of the issue through bookbuilding processes;
 - (g) the net proceeds of each tranche of the issue of the Super Short-term Notes shall be principally utilised for supplementing the Group's liquidity and repayment of its interest-bearing debts so as to satisfy the working capital requirements and lower the financing cost of the Group.
- (2) (a) (i) any one or more of the directors of the Company be and is/are hereby authorised to determine the specific terms and conditions and other relevant matters in relation to the registration and issue of the Super Short-term Notes including, without limitation, the timing of issue, the principal amount and interest rate of each tranche of issue, the underwriting institutions and the agency institutions of the issue as well as the number of tranches of issue; and (ii) the Chairman of the Company be and is hereby authorised to do all such acts and thing and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms and conditions of each tranche of the issue of the Super Short-term Notes, provided that the Chairman and the directors of the Company shall only exercise the above powers in accordance with the Company Law of the PRC, the Listing Rules and the Articles of Association and only if all necessary approvals from the NAFMII and/or other relevant PRC government authorities are obtained by the Company.”

AS ORDINARY RESOLUTION

12. To consider and approve proposals (if any) put forward at such meeting by any Shareholder(s) holding 3 per cent or more of the shares of the Company carrying the right to vote at the AGM.

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

Xiamen, the PRC, 22 April 2022

As at the date of this notice, 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 Zhiping, 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, Mr. Ji Wenyuan and Mr. Li Maoliang.

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 AGM pursuant to the Articles of Association.

2. **Closure of Register of Members and Eligibility for Attending the AGM**

Shareholders are advised that the Registers of Members of the Company will be closed from Wednesday, 8 June 2022 to Friday, 10 June 2022 (both days inclusive). Shareholders whose names appear on the Register of Members of the Company on Wednesday, 8 June 2022 are entitled to attend the AGM. Holders of H Shares of the Company who wish to attend the AGM are required to lodge all transfer documents together with the relevant share certificates at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 7 June 2022.

Closure of Register of Members and Ascertaining of Eligibility for the Proposed Final Dividend

The Board has recommended the payment of a final dividend of RMB2.1 cents per share (tax inclusive) for the year ended 31 December 2021 and, if such final dividend is approved by the Shareholders at the AGM, is expected to be paid around 29 July 2022 to those Shareholders whose names appear on the Register of Members of the Company on Wednesday, 22 June 2022. The Register of Members of H Shares of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022 (both days inclusive) for the purpose of ascertaining the Company's Shareholders' entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 16 June 2022.

3. Pursuant to the Law on Corporate Income Tax of the PRC and its implementing regulations and other relevant rules which came into effect in 2008, the Company is required to withhold corporate income tax at the rate of 10% before distributing any dividend to non-resident enterprise (such term shall have the meaning as defined under the Tax Law of the PRC) Shareholders whose names appear on the Register of Members of H Shares of the Company on Wednesday, 22 June 2022.

All investors should carefully consider the contents of the relevant announcement published by the Company on 17 April 2009.

4. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
5. 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.
6. In order to be valid, 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 (Address: 22nd Floor, No. 31 Donggang North Road, Xiamen, the PRC) for holders of Domestic Shares and at the H Share Registrar of the Company (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) for holders of H Shares not less than 24 hours before the time fixed for holding the AGM 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.
7. The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents.
8. A circular containing, inter alia, details of certain proposals at the AGM will be despatched to Shareholders on the same date of this notice of the AGM.

* *For identification purpose only*