
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any 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 accountant or other professional adviser.

If you have sold or transferred all your shares in Qinhuangdao Port Co., Ltd.* (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) 2021 PROFIT DISTRIBUTION PLAN AND
DECLARATION OF FINAL DIVIDEND;
- (2) THE RE-APPOINTMENT OF THE AUDITOR FOR
THE YEAR 2022 AND THE AUDIT FEES FOR THE YEAR 2022;
- (3) THE RE-APPOINTMENT OF THE INTERNAL CONTROL AUDITOR
FOR THE YEAR 2022 AND THE INTERNAL
CONTROL AUDIT FEES FOR THE YEAR 2022;
- (4) THE DIRECTORS' 2021 ANNUAL REMUNERATION;
- (5) THE SUPERVISORS' 2021 ANNUAL REMUNERATION;
- (6) PROPOSED AMENDMENTS TO THE RULES FOR MANAGEMENT
OF EXTERNAL GUARANTEES OF THE COMPANY;
- (7) ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE
DIRECTORS OF FIFTH SESSION OF THE BOARD OF THE COMPANY;
- (8) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF
FIFTH SESSION OF THE BOARD OF THE COMPANY;
- (9) ELECTION OF SUPERVISORS OF FIFTH SESSION OF THE
SUPERVISORY COMMITTEE OF THE COMPANY;
- AND
- (10) NOTICE OF ANNUAL GENERAL MEETING

The notice for convening the Annual General Meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 June 2022 at Port Hotel, 20 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC is set out on pages AGM-1 to AGM-3 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For the holders of H Shares, the aforementioned documents shall be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The form of proxy must be served not less than 24 hours before the time scheduled for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at such meetings or any adjournment thereof should you so wish.

* For identification purpose only

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DEFINITIONS

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

“A Share(s)”	the RMB ordinary shares with a par value of RMB1.00 each (stock code: 601326) issued by the Company in China that is subscribed in RMB and listed on the SSE
“AGM” or “Annual General Meeting”	the 2021 annual general meeting or any adjournment thereof of the Company to be held at 10:00 a.m. on Tuesday, 28 June 2022 at Port Hotel, 20 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Qinhuangdao Port Co., Ltd.* (秦皇島港股份有限公司), a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange, the A Shares of which are listed on the Main Board of the SSE
“Director(s)”	the director(s) of the Company
“Form(s) of Proxy”	the forms of proxy to be delivered to the Shareholders together with this circular
“H Share(s)”	overseas listed foreign shares with nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Main Board of the Stock Exchange and are traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HPG”	Hebei Port Group Co., Ltd.* (河北港口集團有限公司), a limited liability company incorporated under the laws of the PRC, previously known as Qinhuangdao Port Group Co., Ltd.* (秦皇島港務集團有限公司), which directly holds 54.27% equity interest of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of A Shares and H Shares of the Company
“Shareholder(s) of A Shares”	holder(s) of A Shares
“Shareholder(s) of H Shares” or “H Shareholder(s)”	holder(s) of H Shares
“Shares”	shares of the Company
“SSE”	The Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include legal persons.

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules, the Securities and Futures Ordinance or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules, the Securities and Futures Ordinance or any modification thereof, as the case may be.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. CAO Ziyu (*Chairman*)
Mr. YANG Wensheng
Mr. MA Xiping

Non-executive Directors:

Mr. LIU Guanghai
Mr. LI Jianping
Ms. XIAO Xiang

Independent non-executive Directors:

Ms. ZANG Xiuqing
Mr. CHEN Ruihua
Mr. XIAO Zuhe

Registered office:

35 Haibin Road
Haigang District
Qinhuangdao
Hebei Province
PRC

*Principal place of business
in Hong Kong:*

Flat C, 7/F, Block B, Billion Centre
No.1 Wang Kwong Road
Kowloon Bay, Hong Kong

26 May 2022

To the Shareholders

Dear Sir or Madam,

- (1) 2021 PROFIT DISTRIBUTION PLAN AND
DECLARATION OF FINAL DIVIDEND;
(2) THE RE-APPOINTMENT OF THE AUDITOR FOR
THE YEAR 2022 AND THE AUDIT FEES FOR THE YEAR 2022;
(3) THE RE-APPOINTMENT OF THE INTERNAL CONTROL AUDITOR
FOR THE YEAR 2022 AND THE INTERNAL
CONTROL AUDIT FEES FOR THE YEAR 2022;
(4) THE DIRECTORS' 2021 ANNUAL REMUNERATION;
(5) THE SUPERVISORS' 2021 ANNUAL REMUNERATION;
(6) PROPOSED AMENDMENTS TO THE RULES FOR MANAGEMENT
OF EXTERNAL GUARANTEES OF THE COMPANY;
(7) ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE
DIRECTORS OF FIFTH SESSION OF THE BOARD OF THE COMPANY;
(8) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF
FIFTH SESSION OF THE BOARD OF THE COMPANY;
(9) ELECTION OF SUPERVISORS OF FIFTH SESSION OF THE
SUPERVISORY COMMITTEE OF THE COMPANY;
AND
(10) NOTICE OF ANNUAL GENERAL MEETING

* For identification purpose only

LETTER FROM THE BOARD

Introduction

The purpose of this circular is to provide you with information regarding, among others, (1) 2021 profit distribution plan and declaration of final dividend; (2) the re-appointment of the auditor for the year 2022 and the audit fees for the year 2022; (3) the re-appointment of the internal control auditor for the year 2022 and the internal control audit fees for the year 2022; (4) the Directors' 2021 annual remuneration; (5) the Supervisors' 2021 annual remuneration; (6) proposed amendments to the rules for management of external guarantees of the Company; (7) election of executive Directors and non-executive Directors of fifth session of the Board of the Company; (8) election of independent non-executive Directors of fifth session of the board of the Company; (9) election of supervisors of fifth session of the supervisory committee of the Company; and (10) notice of Annual General Meeting, which would enable the Shareholders to make informed decisions at the AGM.

(1) 2021 profit distribution plan and declaration of final dividend

According to the relevant resolution approved at the meeting of the Board on 29 March 2022, on the basis of total share capital of 5,587,412,000 Shares as at 31 December 2021, the Board recommended the payment of a final dividend of RMB0.56 per 10 Shares (including tax) to the Shareholders of the Company, with a total cash dividend amounting to RMB312,895,072.00. If there is any change to the total share capital registered at the date of the subsequent implementation of interest distribution, the Company intends to keep the total distribution unchanged and makes corresponding adjustment to the distribution ratio. If the profit distribution plan is approved by the Shareholders at the AGM, the final dividends will be distributed by 25 August 2022 to the Shareholders whose names appear on the register of members of the Company as at 18 July 2022. In accordance with the Articles of Association, dividends for Shareholders of A Shares are to be declared and paid in RMB, whereas dividends for Shareholders of H Shares are to be declared in RMB and paid in Hong Kong dollars, the exchange rate of which will be calculated based on the average exchange rate published by The People's Bank of China one week immediately preceding the date of AGM to be held on 28 June 2022.

In accordance with the Enterprise Income Tax Law of the People's Republic of China and its implementation rules effective on 1 January 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of final dividends as enterprise income tax, distribute the final dividends to non-resident enterprise Shareholders, i.e. any Shareholders who hold the Company's Shares in the name of non-individual Shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or Shareholder of H Shares registered in the name of other organizations and groups.

LETTER FROM THE BOARD

Due to changes in the PRC tax laws and regulations, according to the Announcement on the List of Fully and Partially Invalid and Repealed Tax Regulatory Documents issued by the State Taxation Administration on 4 January 2011, individual Shareholders who hold the Company's H Shares and whose names appeared on the H Share register of members of the Company can no longer be exempted from individual income tax pursuant to the Notice on Matters Concerning the Taxation of Gains on Transfer and Dividends from Shares (Equities) Received by Foreign Investment Enterprises, Foreign Enterprises and Foreign Individuals (Guo Shui Fa [1993] No. 045) issued by the State Taxation Administration, whilst pursuant to the letter titled Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies issued by the Stock Exchange to the issuers on 4 July 2011 and the Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 of State Administration of Taxation (Guo Shui Han [2011] No. 348), it is confirmed that the overseas resident individual shareholders holding shares of domestic non-foreign invested enterprises issued in Hong Kong are entitled to the relevant preferential tax treatments pursuant to the provisions in the tax agreements between the countries where they reside and the PRC or the tax arrangements between the PRC and Hong Kong (Macau). Therefore, the Company will withhold 10% of the dividend as individual income tax, unless it is otherwise specified in the relevant tax regulations and tax agreements, in which case the Company will withhold individual income tax of such dividends in accordance with the tax rates and the relevant procedures as specified by the relevant regulations.

(2) The re-appointment of the auditor for the year 2022 and the audit fees for the year 2022

The Company proposed to re-appoint Ernst & Young Hua Ming LLP as the auditor of the Company for the year 2022, who will hold office until the conclusion of the annual general meeting for the year 2022.

The total fees for the audit of financial statements for the year 2022 will be RMB4 million (inclusive of tax).

(3) The re-appointment of the internal control auditor for the year 2022 and the internal control audit fees for the year 2022

The Company proposed to re-appoint Ernst & Young Hua Ming LLP as the internal control auditor of the Company for the year 2022, who will hold office until the conclusion of the annual general meeting for the year 2022. The total internal control audit fees for the year 2022 will be RMB0.7 million (inclusive of tax).

LETTER FROM THE BOARD

(4) The Directors' 2021 annual remuneration

In accordance with the requirements under the PRC Company Law and other relevant laws, regulations and normative documents and the Articles of Association, as well as the decision-making procedures and basis of determination for the remuneration of the Company's Directors, the Company has formulated the 2021 annual remuneration plan for Directors, which is as follows:

2021 Annual Remuneration Plan for Directors

Unit: RMB' ten thousand

Name	Position	Annual remuneration (before tax)	Remarks
CAO Ziyu	Executive Director, chairman	0	
LIU Guanghai	Non-executive Director, vice-chairman	0	
YANG Wensheng	Executive Director, president	83.18	
MA Xiping	Executive Director, secretary to the Board	77.24	
LI Jianping	Non-executive Director	0	
XIAO Xiang	Non-executive Director	0	
ZANG Xiuqing	Independent non-executive Director	10	
HOU Shujun	Independent non-executive Director	10	Deceased on 30 December 2021
CHEN Ruihua	Independent non-executive Director	10	
XIAO Zuhe	Independent non-executive Director	10	
Total	/	<u>200.42</u>	/

Among them, the chairman, CAO Ziyu, the vice-chairman, LIU Guanghai, the non-executive Directors, LI Jianping and XIAO Xiang do not receive remuneration from the Company; the Company has four independent non-executive Directors, and the allowance standard for them amounted to RMB100,000 per year (before tax).

LETTER FROM THE BOARD

(5) The Supervisors' 2021 annual remuneration

In accordance with the requirements under the PRC Company Law and other relevant laws, regulations and normative documents and the Articles of Association, as well as the decision-making procedures and basis of determination for the remuneration of the Company's supervisors, the Company has formulated the 2021 annual remuneration plan for supervisors, which is as follows:

2021 Annual Remuneration Plan for Supervisors

Unit: RMB' ten thousand

Name	Position	Annual remuneration (before tax)	Remarks
MENG Bo	Chairman of the supervisory committee	0	
BU Zhouqing	Supervisor	0	
BIAN Yingzi	Supervisor	0	
CAO Dong	Employee representative supervisor	67.54	Resigned in July 2021
CHEN Linyan	Employee representative supervisor	66.66	
ZHOU Chengtao	Employee representative supervisor	35.72	Newly appointed in July 2021
Total	/	<u>176.55</u>	/

Among them, the chairman of the supervisory committee, MENG Bo, the supervisors, BU Zhouqing and BIAN Yingzi do not receive remuneration from the Company.

(6) Proposed amendments to the rules for management of external guarantees of the Company

In order to implement the requirements of the Board under its terms of reference, further standardize the external guarantees of the Company, strengthen the management of external guarantees, effectively control and prevent external guarantee risks, ensure the safety of the Company's assets, and promote the healthy and stable development of the Company, the Company has revised and consummated the rules for management of external guarantees.

The Rules for Management of External Guarantees of Qinhuangdao Port Co., Ltd. proposed by the Company are set out in Appendix I to this circular.

LETTER FROM THE BOARD

(7) Election of executive Directors and non-executive Directors of fifth session of the Board of the Company

Due to the expiry of the term of the fourth session of the Board of the Company, in accordance with the relevant requirements under the Articles of Association, the Company will conduct the election of the fifth session of the Board.

Upon the recommendation of relevant shareholders, the Board of the Company nominates CAO Ziyu, YANG Wensheng and MA Xiping as executive directors of the fifth session of the Board of the Company; SUN Wenzhong, LI Yingxu and XIAO Xiang as non-executive directors of the fifth session of the Board of the Company. The appointment of the above-mentioned director candidates will take effect from the date of approval at the Company's annual general meeting, with a term of office of three years.

The biographies of all above nominated directors are set out in Appendix II to this circular. Save as disclosed in this circular, the nominated directors confirm that (i) they did not take up any position in the Group nor any other directorship in any other listed companies in the past three years; (ii) they did not have any relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) they did not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Cap. 571 of Hong Kong Laws).

Save as disclosed above, the Company considers that there is no other information in respect of nominated directors shall be disclosed nor are they involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) and 13.51(2)(v) of the Listing Rules, nor any matter which need to be notified to the Shareholders. If the appointment of the nominated directors is approved by the Shareholders at the Annual General Meeting, the Company will sign a service agreement or letter of appointment with the nominated directors in due course. The remuneration of all directors will be based on the Company's Articles of Association, taking into account the relevant recommendations of the Remuneration and Appraisal Committee under its terms of reference, and taking into account, among others, their duties and responsibilities.

(8) Election of independent non-executive Directors of fifth session of the Board of the Company

Due to the expiry of the term of the fourth session of the Board of the Company, in accordance with the relevant requirements under the Articles of Association, the Company will conduct the election of the fifth session of the Board.

The Board of the Company nominates CHEN Ruihua, XIAO Zuhe, ZHAO Jinguang and ZHU Qingxiang as independent non-executive directors of the fifth session of the Board of the Company. The appointment of the above-mentioned director candidates will take effect from the date of approval at the Company's annual general meeting, with a term of office of three years.

LETTER FROM THE BOARD

The biographies of all above nominated directors are set out in Appendix II to this circular. Save as disclosed in this circular, the nominated directors confirm that (i) they did not take up any position in the Group nor any other directorship in any other listed companies in the past three years; (ii) they did not have any relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) they did not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Cap. 571 of Hong Kong Laws).

Save as disclosed above, the Company considers that there is no other information in respect of nominated directors shall be disclosed nor are they involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) and 13.51(2)(v) of the Listing Rules, nor any matter which need to be notified to the Shareholders. If the appointment of the nominated directors is approved by the Shareholders at the Annual General Meeting, the Company will sign a service agreement or letter of appointment with the nominated directors in due course. The remuneration of all directors will be based on the Company's Articles of Association, taking into account the relevant recommendations of the Remuneration and Appraisal Committee under its terms of reference, and taking into account, among others, their duties and responsibilities.

(9) Election of supervisors of fifth session of the supervisory committee of the Company

Due to the expiry of the term of the fifth session of the supervisory committee of the Company, in accordance with the relevant requirements under the Articles of Association, the Company will conduct the election of the fifth session of the supervisory committee.

Upon the recommendation of relevant shareholders, the supervisory committee of the Company nominates MENG Bo, BU Zhouqing and BIAN Yingzi as shareholder representative supervisors of the fifth session of the supervisory committee of the Company. The appointment of the above-mentioned supervisor candidates will take effect from the date of approval at the Company's annual general meeting, with a term of office of three years.

The biographies of all above nominated supervisors are set out in Appendix II to this circular. Save as disclosed in this circular, the nominated supervisors confirm that (i) they did not take up any position in the Group nor any other directorship in any other listed companies in the past three years; (ii) they did not have any relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) they did not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Cap. 571 of Hong Kong Laws).

LETTER FROM THE BOARD

Save as disclosed above, the Company considers that there is no other information in respect of nominated supervisors shall be disclosed nor are they involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) and 13.51(2)(v) of the Listing Rules, nor any matter which need to be notified to the Shareholders. If the appointment of the nominated supervisors is approved by the Shareholders at the Annual General Meeting, the Company will sign a service agreement or letter of appointment with the nominated supervisors in due course. The remuneration of all supervisors will be based on the Company's Articles of Association, taking into account the relevant recommendations of the Remuneration and Appraisal Committee under its terms of reference, and taking into account, among others, their duties and responsibilities.

Closure Period of Register of Members and Record Date

The AGM will be held at 10:00 a.m. on Tuesday, 28 June 2022 at Port Hotel, 20 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC. The notice of AGM is set out on pages AGM-1 to AGM-3 of this circular. No Shareholder is required to abstain from voting in connection with the resolutions to be proposed at the AGM.

In order to determine the Shareholders of H Shares who will be entitled to attend the AGM, the register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order for the unregistered 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, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 22 June 2022.

Subject to the approval of the proposed declaration of dividend of the Company at the AGM, dividends will be paid to the Shareholders whose names appear on the register of members of the Company after the close of the market on 18 July 2022. The register of the Company will be closed from Wednesday, 13 July 2022 to Monday, 18 July 2022 (both days inclusive), during which period no transfer of shares will be registered. In order for the Shareholders of H Shares of the Company with unregistered transfer documents to qualify for receiving the final dividends, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Tuesday, 12 July 2022. The Company has no obligation and will not be responsible for confirming the identities of the Shareholders. The Company held no liability in respect of any claims arising from any delay in, or inaccurate determination of the identity of the Shareholders or any disputes over the mechanism of withholding.

LETTER FROM THE BOARD

Form of Proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the applicable Form of Proxy in accordance with the instructions printed thereon. The aforementioned documents shall be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the Forms of Proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof.

Voting by Poll

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands). The chairman of the AGM will request for voting by poll on all the proposed resolutions in the notice of AGM. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the above meeting.

On a poll, every Shareholder presents in person or by proxy or (being a corporation) by its duly authorised representative at the AGM shall have one vote for each Share registered in his/her name in the register of members of the Company. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

Recommendations

The Board is of the view that all resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Responsibility Statement

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm that, having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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

Qinhuangdao, Hebei Province, the People's Republic of China

APPENDIX I THE RULES FOR MANAGEMENT OF EXTERNAL GUARANTEES OF QINHUANGDAO PORT CO., LTD.

Chapter I General Provisions

Article 1 In order to further regulate the external guarantee behavior of Qinhuangdao Port Co., Ltd. (the “Company”), strengthen the management of external guarantees, effectively control and prevent external guarantee risks, ensure the safety of the Company’s assets, and promote the sound and stable development of the Company, the Company has formulated these rules according to the requirements of relevant laws, regulations and normative documents such as the Company Law of the People’s Republic of China, the Civil Code of the People’s Republic of China, the Securities Law of the People’s Republic of China, Guideline No. 8 for the Listed Company – Regulations of Transfer of Funds and External Guarantees of Listed Companies, the Rules Governing the Listing of Securities on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, External Guarantee Management Measures issued by State-Owned Assets Supervision & Administration Commission of the People’s Government of Hebei Province, as well as the Articles of Association of Qinhuangdao Port Co., Ltd. (the “Articles of Association”), taking into account the actual situation of the Company.

Article 2 The “external guarantees” referred to in these rules represent guarantees provided by the Company to other parties, including the guarantee provided by the Company to its controlled subsidiaries. The forms of guarantee include warranty, mortgage, pledge and other forms of guarantee recognized by laws, regulations and normative documents.

The “total amount of guarantees provided by the Company and its controlled subsidiaries” represents the sum of total amount of external guarantees provided by the Company (including the guarantees provided by the Company to its controlled subsidiaries) and total amount of external guarantees provided by the controlled subsidiaries of the Company.

The “total assets” and “net assets” referred to in these rules are the consolidated data of the Company, of which “net assets” are the shareholders’ equity attributable to the parent company recorded in the consolidated balance sheet, excluding minority shareholders’ equity.

Article 3 The external guarantees of the Company’s controlled subsidiaries shall be implemented in accordance with these rules. The Company’s controlled subsidiaries shall promptly report to the Company’s securities department to perform their information disclosure obligations in accordance with regulations after the Board or shareholders’ meeting has made a resolution.

Article 4 The Company’s external guarantees must adhere to the following principles:

- (1) Equality, voluntariness and reciprocity;
- (2) Legal guarantees and standardized operations;
- (3) Risk controllability and prudence.

Chapter II Specific Provisions

Article 5 Except under the following circumstances, the Company and its controlled subsidiaries shall not provide any form of external guarantees: If the guarantees are requested by the enterprises, which have relatively close business relations with the Company, for the purpose of borrowings from banks or other financial institutions due to shortage in operating funds, the Company shall, under the premise of fully investigating their credit standing, contract performance ability, financial condition and compliance to the guarantee policy, shall submit the guarantee matter to the Board and shareholders' general meeting of the Company for consideration and approval based on the decision-making authority after research on such guarantees by the president (or general manager) at office meetings.

For those enterprises to which the Company agrees to provide guarantee, long-term guarantee contract or agreement with a duration of more than one year shall not be signed, nor shall revolving guarantees be provided.

Article 6 The circumstances under which no guarantee shall be provided:

- (I) No guarantee shall be provided to enterprises, natural persons, unincorporated units and entities which are in abnormal operation status and are not supervised by the provincial SASAC, and no guarantee provided to holding companies shall be in excess of the amount calculated based on their shareholding proportion.

An abnormal operation status refers to one of the following:

1. Continuous loss for the last three financial years;
 2. Poor record of defaulting on the principal and interest of a bank loan, which has been corrected for less than one year; and the financial situation has not fundamentally improved;
 3. Involving in material economic disputes or economic cases;
 4. Have been adjudicated bankrupt or entered into bankruptcy proceedings.
- (II) No guarantee against any form of borrowings obtained by external entities other than from banks and non-bank financial institutions shall not be provided.
- (III) It is forbidden to provide any form of guarantees to non-operational entities, institutions, groups and individuals.
- (IV) Other circumstances in which the Board of the Company considers that no guarantee shall be provided.

**APPENDIX I THE RULES FOR MANAGEMENT OF EXTERNAL
GUARANTEES OF QINHUANGDAO PORT CO., LTD.**

Article 7 Branches, functional departments or individuals of the Company are not authorized to provide external guarantees on behalf of the Company.

Article 8 Authorization and approval authority for external guarantees

The Company's external guarantee must first be deliberated by the Board. For external guarantee that should be approved by the Board, in addition to be approved by more than half of all Directors of the Company, it must be deliberated and agreed with a resolution made by more than two-thirds of the Directors present at the Board meeting.

If a director is connected with the external guarantee under consideration, the director shall abstain from voting, and shall not exercise voting rights on behalf of other directors.

The following external guarantees of the Company shall be submitted to the general meeting of shareholders for approval after being deliberated and approved by the Board:

- (I) Any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries exceeds 50% of the Company's latest audited net assets;
- (II) Any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries exceeds 30% of the Company's latest total audited assets;
- (III) Guarantees provided for guarantee objects whose gearing ratio exceeds 70%;
- (IV) A single guarantee exceeding 10% of the Company's latest audited net assets;
- (V) Guarantees provided to shareholders, actual controllers and their related parties;
- (VI) According to the principle of accumulative calculation of the guaranteed amount within 12 consecutive months, the guarantee exceeding 30% of the company's latest audited total assets;
- (VII) Other guarantees stipulated by China Securities Regulatory Commission (hereinafter referred to as "CSRC"), Shanghai Stock Exchange, Hong Kong Stock Exchange and the Articles of Association.

The guarantee in item (VI) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the meeting.

When the general meeting of shareholders considers the proposal on the guarantee provided to shareholders, their actual controllers and their related parties, the shareholders or shareholders controlled by the actual controllers shall not participate in the voting, and the resolution should be passed by other shareholders holding more than half the voting rights present at the general meeting.

APPENDIX I THE RULES FOR MANAGEMENT OF EXTERNAL GUARANTEES OF QINHUANGDAO PORT CO., LTD.

External guarantees reviewed and approved by the Board or shareholders' general meeting must be disclosed on the website of the stock exchange and the media that meet the requirements set by the CSRC in a timely manner. The contents disclosed include the resolutions of the Board or shareholders' general meeting, the total amount of external guarantees provided by the Company and its controlled subsidiaries as of the date of information disclosure, and the total amount of guarantees provided by the Company to its controlled subsidiaries.

The Independent Directors of the Company shall issue independent opinions when the Board deliberates on external guarantee matters, and shall make special explanations on the Company's accumulated and current external guarantees and implementation in the annual report. When necessary, an accounting firm or other securities intermediary agency may be engaged to verify the Company's accumulated and current external guarantees. If any abnormality is found, the Board of the Company shall be promptly requested to take corresponding measures, and if necessary, it shall be reported to the dispatched office of the CSRC or the stock exchange where the Company's securities are listed.

Article 9 Counter-guarantee requirements

Where the Company provides guarantee for the controlling shareholder, actual controller and its related parties, the controlling shareholder, actual controller and its related parties shall provide counter-guarantee.

The Company and its controlled subsidiaries provide non-equivalent guarantees for the Company and other units besides its subsidiaries at all levels, and must require the guaranteed person to provide legal and effective counter-guarantee.

For other guarantee matters other than the above-mentioned provisions, whether to provide counter-guarantee shall be determined by the guarantor and the guaranteed person through negotiation.

Before signing the guarantee agreement, if the Company requires the guaranteed party to provide a counter-guarantee, it shall sign a counter-guarantee agreement with the guaranteed party, mortgage the corresponding property, or provide and pledge a valid property title certificate. The value of the counter-collateral must be higher than the guaranteed amount, and if necessary, an asset appraisal agency with corresponding qualifications must be hired for appraisal.

When accepting a counter-guarantee mortgage or a counter-guarantee pledge, the Legal Affairs Department and the Finance Department shall improve the relevant procedures, especially the registration of mortgage or pledge in a timely manner.

APPENDIX I THE RULES FOR MANAGEMENT OF EXTERNAL GUARANTEES OF QINHUANGDAO PORT CO., LTD.

Article 10 Establish a working system for the review of external guarantee business

For external guarantees, the department initiating the guarantee shall be the competent department, and conduct strict risk assessment with the Legal Affairs Department and the Finance Department. Basic information such as the business license and audited financial reports of the last three years of the guaranteed entity must be obtained; the fund use plan or project information of the guaranteed project must be fully known; it is necessary to strictly examine the credit status and repayment ability of the investee, fully anticipate various risks, and put forward suggestions on whether to provide guarantees.

The department initiating the guarantee may, when necessary, engage an external professional institution to assess the risk of implementing external guarantees, as a basis for decision-making by the Board or shareholders' general meeting.

The department initiating the guarantee will report the external guarantee to the Board or shareholders' general meeting for deliberation, and at the same time to the securities department, and the securities department will properly carry out information disclosure and other related work.

The budget of guarantee plan is submitted by the department initiating the guarantee and incorporated into the annual budget management. The department initiating the guarantee and the Finance Department continuously monitor the implementation of the guarantee plan during the year.

Article 11 Establishment of external guarantee tracking and monitoring system

During the validity period of the external guarantee, the department initiating the guarantee must strictly monitor relevant guarantees, collect the latest financial information and audit report of the guaranteed person, regularly analyze its financial status and solvency, pay attention to its production and operation, assets and liabilities, external guarantees, divisions and mergers, changes in legal representatives, etc., and establish guarantee business files.

If it is found that the operation of the guaranteed person has materially deteriorated or major matters such as bankruptcy, dissolution, or division of the company have occurred, the department initiating the guarantee shall submit relevant materials to the securities department, and the initiating department and the securities department shall report to the Board of Directors in a timely manner.

Before the externally guaranteed debts are due, the department initiating the guarantee shall give the guaranteed person one month's prior written notice of repayment.

After the externally guaranteed debts expire, the department initiating the guarantee shall urge the guaranteed person to perform its debt repayment obligations on time. If the guaranteed person fails to perform his/her obligations on time, the department initiating the guarantee shall take necessary remedial measures in a timely manner.

APPENDIX I THE RULES FOR MANAGEMENT OF EXTERNAL GUARANTEES OF QINHUANGDAO PORT CO., LTD.

If the guaranteed person fails to perform the repayment obligation in time after the debt is due, or the guaranteed person goes bankrupt, liquidates, or the creditor claims that the company fulfills the guarantee obligation, etc., the department initiating the guarantee should keep abreast of the debt repayment of the guaranteed person, and prepare to initiate counter-guarantee recovery proceedings or take other necessary remedial measures upon his/her knowledge.

After the Company performs the obligation of repayment on behalf of the guarantor within the scope of the guarantee, the department initiating the guarantee shall take effective measures to recover from the debtor and the counter-guarantor.

Article 12 If the debt guaranteed by the Company needs to be extended after its maturity and needs to continue to be guaranteed by the Company, it shall be regarded as a new external guarantee and the guarantee approval procedure shall be performed again.

Article 13 Establish external guarantee business files

The department initiating the guarantee shall properly manage the guarantee contract and related original materials, clean up and check in a timely manner, ensure the completeness, accuracy and validity of the archived materials, and pay attention to the limitation period of the guarantee. The Finance Department is responsible for establishing the Company's guarantee ledger.

Article 14 The Company must strictly comply with the relevant provisions of the Listing Rules and Articles of Association, conscientiously perform the obligation of information disclosure on external guarantees, and must truthfully provide all the external guarantees of the Company to the accounting firm engaged as required.

Chapter III Supplementary Provisions

Article 15 Unless otherwise specified, the terms used herein have the same meanings as those in the Articles of Association.

Article 16 Issues not covered herein shall be implemented in accordance with relevant national laws, regulations and the Articles of Association; if these rules conflict with national laws, regulations or the Articles of Association revised through legal procedures, such rules shall be implemented and revised in accordance with the relevant national laws, regulations and Articles of Association, and reported to the Board of Directors of the Company for deliberation and approval.

Article 17 These rules will take effect from the date when the resolution of the Company's general meeting of shareholders is passed. The original rules for management of external guarantees of Qinhuangdao Port Co., Ltd. (QHD Port Zheng Zi [2018] No. 263) shall be repealed at the same time.

DIRECTORS**(1) Executive Directors**

Mr. CAO Ziyu (曹子玉), born in September 1966, holds a bachelor's degree. Mr. CAO is the chairman, an executive director and the party committee secretary of the Company. He concurrently acts as the chairman, party committee secretary and director of HPG. Mr. Cao started working in July 1986 and joined the Communist Party of China in April 1991. He has served as the deputy director of the office of the management committee of Qinhuangdao Economic & Technological Development Zone, and director of policy research office of the management committee of Qinhuangdao Economic & Technological Development Zone. In June 1998, Mr. Cao served as the deputy secretary-general of municipal party committee of Qinhuangdao and concurrently acted as the deputy secretary-general of party committee of Ngari Prefecture, Tibet from July 1998 to June 2001. From February 2002 to October 2002 and from October 2002 to March 2003, he served as the deputy director of the propaganda department and concurrently the same and the head of the lecturer team of the municipal party committee of Qinhuangdao, respectively. In March 2003, Mr. Cao acted as the deputy secretary of party committee and district mayor of Beidaihe District of Qinhuangdao and concurrently served as the director of the management committee of Beidaihe Economic & Technological Development Zone. In December 2004, Mr. Cao served as the deputy secretary of party committee and district mayor of Beidaihe District of Qinhuangdao and the secretary of party committee of Beidaihe District of Qinhuangdao from January 2006 to May 2008. In May 2008, he served as member of the standing committee of municipal party committee of Qinhuangdao and the secretary of party committee of Beidaihe District. In December 2012, Mr. Cao served as member of the standing committee of municipal party committee and secretary of the politics and law committee of Qinhuangdao. In January 2014, he served as member of the standing committee of municipal party committee and executive vice mayor of Handan. In July 2016, he served as the party committee secretary of HPG. In August 2016, he served as the chairman of HPG and party committee secretary of the Company. In October 2016, Mr. Cao has served as the chairman and executive Director of the Company.

Mr. YANG Wensheng (楊文勝), born in April 1969, holds a bachelor's degree and is a senior economist. He is currently the president, an executive director and the deputy party secretary of the Company, member of standing committee of the communist party and director of HPG. Mr. Yang started working in July 1991 and joined the Communist Party of China in September 1999. He served as clerk of the dispatch office, assistant officer of the dispatch office, deputy section chief of the production section and section chief of the production section of the Railway Transport Company of the Qinhuangdao Port Authority* (秦皇島港務局鐵運公司), the deputy manager of Rail Transportation Branch of Qinhuangdao Port Group Co., Ltd.* (秦皇島港務集團有限公司) in April 2003, the deputy manager of the production department of Qinhuangdao Port Group Co., Ltd. in July 2004, the general manager of Qinren Sea Transportation Co., Ltd.* (秦仁海運有限公司) in July 2005, the manager of the Second Port Branch of QHD Port in July 2011, the director of the production department of the Company in September 2012, the deputy general manager and member of the party committee of the Company in August 2014, and the general manager and deputy party committee secretary of the Company in March 2017. In June 2017, Mr. Yang has served as the executive director of the Company. He has served as the president of the Company in December 2017. He became a member of standing committee of the communist party of HPG in April 2020, and served as the director of HPG in May 2020.

Mr. MA Xiping (馬喜平), born in June 1968, holds a bachelor's degree and a master's degree, and a senior economist. He is currently an executive director, deputy party secretary and the secretary to the Board of the Company. Mr. Ma started working in July 1990 and joined the Communist Party of China in April 1989. He has served as a cadre in the Enterprise Management Office and deputy chief of the Legal Section of the Qinhuangdao Port Authority. In December 1997 and May 1999, he acted as a deputy chief of the Enterprise Management Division and the Enterprise Development Division of the Qinhuangdao Port Authority, respectively. In August 2002 and December 2002, he has served as the officer in charge of the Port Management Division and the director of Port Management Division of Hebei Port and Shipping Administration Bureau, respectively. In March 2004, Mr. Ma has served as deputy director of the General Office and the Party Committee's Office of QHD Port Group. He has served as the secretary to the Board, director of the board office, General Office and office of the Party Committee of the Company in March 2008. In April 2012, he worked as deputy general manager, member of the Party Committee of the Company. In July 2013, he has served as an executive director of the Company and has served as the vice president of the Company since December 2017. He has served as the deputy party secretary of the Company in January 2019.

(2) Non-executive Directors

Mr. SUN Wenzhong (孫文仲), born in June 1965, holds a bachelor's degree and a master's degree, and a senior economist. He is currently the vice chairman, deputy secretary of the Party Committee and deputy general manager of HPG. Mr. Sun started working in July 1989 and joined the Communist Party of China in December 1997. He has served as a cadre of the Tangshan Port Construction Headquarters (唐山市港口建設指揮部運辦), deputy director of Commercial Division, deputy director of Business Division, assistant director, deputy director of Tangshan Jingtang Port Authority (唐山市京唐港務局). In December 2002, he served as the general manager and deputy secretary of the Party Committee of Tangshan Jingtang Port Co., Ltd. (唐山市京唐港股份有限公司). In November 2007, he served as chairman of Tangshan Port Investment Co., Ltd. (唐山港口投資有限公司) and chairman of Jingtang Port Co., Ltd. (京唐港股份有限公司). In March 2008, he served as chairman of Tangshan Port Investment Co., Ltd. (唐山港口投資有限公司) and chairman of Tangshan Port Group Co., Ltd. In November 2009, he served as chairman of Tangshan Port Industrial Group Co., Ltd. (唐山港口實業集團有限公司) and chairman of Tangshan Port Group Co., Ltd. In March 2013, he concurrently served as the secretary of the Party Committee of Tangshan Port Industrial Group Co., Ltd. (唐山港口實業集團有限公司) and the secretary of the Party Committee of Tangshan Port Group Co., Ltd. In December 2016, he was listed as a candidate for the deputy mayor of Tangshan Municipal Government. In March 2017, he was appointed as the deputy mayor of Tangshan Municipal Government. In April 2020, he was appointed as the deputy secretary of the Party Committee of HPG. He was appointed as the deputy director in May 2020, and the president, deputy general manager and deputy secretary of the Party Committee of HPG.

Mr. LI Yingxu (李迎旭), born in August 1967, holds a master's degree and is currently the chairman, deputy secretary of the Party Committee and general manager of Qinhuangdao State-owned Assets Operation Holdings Limited (秦皇島市國有資產經營控股有限公司). Mr. Li joined the Communist Party of China in June 1987 and started working in July 1989. He successively served as the organizer of the Organization Department of Shanhaiguan Food Factory (山海關食品廠), the deputy director of the Technical Department, the deputy director of the Party Office and the deputy director of the Organization Department, the director of the Party Office, the director of the fourth branch, the deputy director of the main factory, the deputy secretary of the Party Committee, the director, and the secretary of the Party Committee. In August 2003, he was appointed as secretary of the Party Committee of Qinhuangdao Acrylic Fiber Factory (秦皇島腈綸廠), in May 2005, he was appointed as the secretary of the Party Committee of Qinhuangdao Outlet Acrylic Fiber Co., Ltd. (秦皇島奧萊特腈綸有限公司), and in November 2014, he was appointed as general manager, vice chairman, and deputy secretary of the Party Committee of Qinhuangdao State-owned Assets Operation Holdings Limited (秦皇島市國有資產經營控股有限公司). From June 2021 to now, he has been the chairman, deputy secretary of the Party Committee and general manager of Qinhuangdao State-owned Assets Operation Holdings Limited (秦皇島市國有資產經營控股有限公司).

Ms. XIAO Xiang (肖湘), born in June 1973, holds a master's degree and is a senior economist, is currently a non-executive director of the Company and deputy general manager of Hebei Jiantou Transportation Investment Co., Ltd. Ms. Xiao was the project manager of the Foreign Investment Department of Hebei Construction & Investment Corporation in June 1995 and the project manager of the Transportation Division of Hebei Construction & Investment Corporation in April 2000. In April 2006, she was the assistant manager of the Transportation Division of Hebei Construction & Investment Corporation. She served as a manager of the port branch of Hebei Jiantou Transportation Investment Co., Ltd. in June 2007, and assistant to general manager and manager of port branch of Hebei Jiantou Transportation Investment Co., Ltd. (河北建投交通投資有限責任公司) in May 2008. She was the deputy general manager of Hebei Jiantou Electric Fuel Management Co., Ltd. in February 2014 and has been deputy general manager of Hebei Jiantou Transportation Investment Co., Ltd. since July 2015.

(3) Independent non-executive Directors

Mr. CHEN Ruihua (陳瑞華), born in October 1974, holds a PhD degree and is currently an independent non-executive director of the Company and an associate professor and master tutor of the School of Economics at Nankai University. Mr. Chen was a teaching assistant at the School of Economics at Nankai University from 1997 to 2000. He was a lecturer at the School of Economics at Nankai University from 2000 to 2004, and has been an associate professor at the School of Economics at Nankai University from 2004 to present. Mr. Chen is a member of the expert group of the China Futures Association, a member of the editorial board for the "PRC Securities and Futures", one of the first level candidates in the Tianjin "131" Talents Project, and a distinguished expert from the Tianjin PPP Center (Fiscal Bureau). Mr. Chen has been serving as an independent non-executive Director of the Company since June 2018.

Mr. XIAO Zuhe (肖祖核), born in September 1966, Hong Kong permanent resident, holds a master's degree and is currently an independent non-executive director of the Company and the managing director of Shenzhen Qianhai Benefit Capital Equity Investment Management Co., Ltd. (深圳市前海百富源股權投資管理有限公司). Mr. Xiao served as department manager of Jiangxi Accounting Firm (江西會計師事務所) from July 1988 to March 1995. He served as assistant financial director of Shenzhen Fountain Corporation (深圳世紀星源股份有限公司) from April 1995 to May 1996. From July 1996 to June 1999, he served as senior auditor of Hong Kong Ho and Ho CPA Limited (香港何錫麟會計師行), and served as CFO of Cosun Global Telephone Limited (僑興環球電話有限公司) (listed on NASDAQ) from July 1999 to July 2003. He served as CEO of Benefit Capital (Hong Kong) Company Limited (香港百富達融資有限公司) from August 2003 to March 2010 and has been an appointed representative of Tianjin Benefit Capital Equity Investment Fund Management Co., Ltd. since 2010 and the managing director of Shenzhen Qianhai Benefit Capital Equity Investment Management Co., Ltd. since 2014, respectively. Mr. Xiao has been serving as an independent non-executive Director of the Company since June 2018.

Mr. ZHAO Jinguang (趙金廣), born in April 1964, holds a doctoral degree. He is currently a professor and master tutor of the College of International Cultural Exchange of Hebei Normal University, and a doctoral tutor of the Krirk University in Thailand. Mr. Zhao started working in July 1987. In August 1991, he served as the head of the Ideological Education Section and the director of the Moral Education and Research Section of the Student Office of Hebei Normal University. In September 1995, he was appointed as the deputy secretary of the Youth League Committee of Hebei Normal University. In December 1996, he was appointed as the deputy director of the Foreign Affairs Office of Hebei Normal University. In May 2000, he was appointed as the deputy dean of the College of International Cultural Exchange of Hebei Normal University, and as the secretary and dean of the College of International Cultural Exchange of Hebei Normal University in October 2007. Since November 2018, he has been a professor and master tutor of Hebei Normal University, and since January 2020, he has been a doctoral tutor of the Krirk University in Thailand. Mr. Zhao has published many academic papers in "Contemporary World and Socialism", "Hebei Academic Journal", etc., and presided over a number of projects of the Education Department, the Department of Science and Technology, and the Office for Philosophy and Social Science of Hebei Province. Mr. Zhao is a member of the 12th and 13th Shijiazhuang CPPCC, an executive director of the Western Returned Scholars Association of Hebei Province (河北省歐美同學會), a director of the Hebei Overseas Friendship Association (河北省海外聯誼會), and the vice president of the Hebei Cultural Exchange Society (河北省文化交流學會).

Ms. ZHU Qingxiang (朱清香), born in July 1962, holds a master degree, a member of the Communist Party of China. She is currently a professor and master tutor of the Accounting Department of the School of Economics and Management of Hebei University of Technology. Ms. Zhu worked in the Propaganda Department of the Party Committee of Northeast Heavy Machinery College (東北重型機械學院) from July 1984 to September 1985. From September 1985 to April 1996, she worked in Yanshan University as a student counselor, secretary of the general branch of the Communist Youth League, and secretary of the Party Branch. From April 1996 to February 1998, she taught in the smelting major of the School of Mechanical

Engineering of Yanshan University. From February 1998 to January 2015, she taught in the Accounting Department of the School of Economics and Management of Yanshan University. Since September 2000, she was employed as master tutor of the School of Economics and Management of Yanshan University. From June to December 2006, she took a high-level visit and cooperative research at the University of Salford in the UK. Since January 2015, she has been a professor and master tutor of the Accounting Department of the School of Economics and Management of Hebei University of Technology.

SUPERVISORS

Mr. MENG Bo (孟博), born in August 1968, holds a bachelor's degree and a master's degree. He is currently a supervisor, the chairman of the Supervisory Committee, the Secretary of the Disciplinary Committee and a member of the Party Committee of the Company, the ombudsman of Hebei Provincial Supervisory Commission stationed in the HPG and the secretary of the Disciplinary Committee, a Standing Committee member of the Party Committee of the HPG. Mr. Meng joined the workforce in July 1990 and joined the Communist Party of China in February 1995. He was once the cadre of the Hebei Provincial Department of Agriculture, the cadre of the personnel examination center of the Hebei Provincial Personnel Department, and the chief clerk of the Personnel Department. In July 1999, he was the deputy director of the Office of the Office of the Audit Commissioner of the Hebei Provincial Government (河北省政府稽查特派員公署), and in November 2000, he served as the vice director of the Work Office of the Supervisory Committee of the Enterprise Work Committee of the Hebei Provincial Party Committee (河北省委企業工委監事會工作處), the full-time supervisor (leading roles of divisions or equivalents) of Supervisory Committee of Key Enterprises of Hebei Province (河北省重點企業監事會) in February 2002. He was appointed as the full-time supervisor and head of the office of the Supervisory Committee of Key Enterprises of Hebei Province in November 2003. In December 2013, he served as the secretary of the Disciplinary Committee of the HPG and a member of Standing Committee of the Party Committee. Since August 2017, he has been the Secretary of the Disciplinary Committee, a member of Standing Committee of the Party Committee of the HPG, the secretary of the Disciplinary Committee, and a member of the Party Committee of the Company. Mr. Meng has been serving as a supervisor and chairman of the Supervisory Committee of the Company since June 2018. He has been serving as the ombudsman of Hebei Provincial Supervisory Commission stationed in the HPG since June 2019.

Mr. BU Zhouqing (卜周慶), born in October 1969, holds a bachelor's degree and is a senior accountant. He is currently a supervisor of the Company and assistant general manager and the chief auditor of HPG. Mr. Bu has started working in July 1992 and joined the Communist Party of China in May 1999. He served as a cadre of the First Brand of Qinhuangdao Port Authority, a cadre of the Finance Department, a deputy section chief and a section chief of the infrastructure section of the Qinhuangdao Port Authority, and a chief of the accounting department of the Finance Department of QHD Port Group. He served as the deputy director of the Finance Department of QHD Port Group since December 2008, the deputy director of the Finance Department of HPG since May 2010. In July 2011, Mr. Bu served as the director of the Finance Department of the Company, and served as the director of the

Finance Department of HPG since June 2014. He has served as the assistant to general manager and the chief of the Finance Department of HPG since November 2020. In June 2021, Mr. BU served as the chief auditor and assistant to general manager of HPG. He has been a supervisor of the Company since June 2015.

Ms. BIAN Yingzi (卞英姿), born in November 1971, holding a bachelor's degree, a senior accountant, and a certified public accountant, is currently a supervisor of the Company, a member of the Party committee and deputy general manager of Qinhuangdao State-owned Assets Management Holdings Limited (秦皇島市國有資產經營控股有限公司). Ms. Bian began her internship in various subsidiaries of China Yaohua Glass Group Co., Ltd. and the Group's Finance Department in July 1994. In May 1995, she served as a staff member of the Project Preparation Office of China Yaohua Glass Group Finance Co., Ltd. From February 1996 to June 2002, she served as a staff member of the Account Division and Capital Division, and manager assistant of China Yaohua Glass Group Finance Co., Ltd., and served as deputy general manager and lead deputy general manager of China Yaohua Glass Group Finance Co., Ltd. from June 2002 to April 2005. In April 2005, she served as the general manager of the China Yaohua Glass Group Finance Co., Ltd., and in August 2007, served as the general manager of the Financial Settlement Center of the China Yaohua Glass Group Co., Ltd. In September 2009, she served as the vice minister of the Finance Department of China Yaohua Glass Group Co., Ltd. and the general manager of the Financial Settlement Center of China Yaohua Glass Group Co., Ltd., and the vice minister of the Finance Department of China Yaohua Glass Group Co., Ltd. in July 2011. She served as the minister of the Finance Department of China Yaohua Glass Group Co., Ltd. in April 2013. She has been a member of the Party Committee, director, and the CFO of Qinhuangdao State-owned Assets Management Holdings Co., Ltd. in December 2015. Since June 2021, she has served as a member of the Party Committee and the deputy general manager of Qinhuangdao State-owned Assets Management Holdings Co., Ltd. Ms. Bian has been serving as a Supervisor of the Company since June 2018.

NOTICE OF ANNUAL GENERAL MEETING



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 2021 annual general meeting (“AGM”) of Qinhuangdao Port Co., Ltd.* (the “Company”) will be held at 10:00 a.m. on Tuesday, 28 June 2022 at Port Hotel, 20 Haibin 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 2021;
2. The resolution regarding the report of the supervisory committee of the Company for 2021;
3. The resolution regarding the final financial report of the Company for 2021;
4. The resolution regarding the 2021 profit distribution plan and the declaration of final dividend of the Company;
5. The resolution regarding the re-appointment of the auditor for the year 2022 and the audit fees for the year 2022;
6. The resolution regarding the re-appointment of the internal control auditor for the year 2022 and the internal control audit fees for the year 2022;
7. The resolution regarding the Directors' 2021 annual remuneration;
8. The resolution regarding the Supervisors' 2021 annual remuneration;
9. The resolution regarding the amendments to the Rules for Management of External Guarantees of Qinhuangdao Port Co., Ltd.;

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS (CUMULATIVE VOTING MECHANISM)

10. The resolution regarding the election of executive directors and non-executive directors of fifth session of the Board of the Company:
 - (1) Election of CAO Ziyu as executive director of the Company;
 - (2) Election of YANG Wensheng as executive director of the Company;
 - (3) Election of MA Xiping as executive director of the Company;
 - (4) Election of SUN Wenzhong as non-executive director of the Company;
 - (5) Election of LI Yingxu as non-executive director of the Company;
 - (6) Election of XIAO Xiang as non-executive director of the Company.
11. The resolution regarding the election of independent non-executive directors of fifth session of the Board of the Company:
 - (1) Election of CHEN Ruihua as independent non-executive director of the Company;
 - (2) Election of XIAO Zuhe as independent non-executive director of the Company;
 - (3) Election of ZHAO Jinguang as independent non-executive director of the Company;
 - (4) Election of ZHU Qingxiang as independent non-executive director of the Company.
12. The resolution regarding the election of supervisors of fifth session of the supervisory committee of the Company:
 - (1) Election of MENG Bo as the shareholder representative supervisor of the Company;
 - (2) Election of BU Zhouqing as the shareholder representative supervisor of the Company;
 - (3) Election of BIAN Yingzi as the shareholder representative supervisor of the Company.

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

The People's Republic of China, 26 May 2022

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Company had dispatched the form of proxy for the AGM accompanying with this notice of annual general meeting on 26 May 2022, and the 2021 annual report of the Company on 27 April 2022. Any shareholders of the Company (the “**Shareholders**”) who intend to appoint a proxy should firstly read the 2021 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 2021 annual report consists of the 2021 report of the board of Directors, the 2021 report of the supervisory committee and the audited financial statements and the auditor’s report for the year of 2021.
2. In order to determine the Shareholders of H Shares who will be entitled to attend the AGM, the register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order for the unregistered 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, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Wednesday, 22 June 2022.
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, Wanchai, 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. 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.
6. 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.
7. The contact of the Company:

Address: 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC
Postal Code: 066000
Fax: 0335-3093599
8. 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, CHEN Ruihua and XIAO Zuhe.