



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)

Form of Proxy for use by Shareholders at the annual general meeting to be held on Tuesday, 28 June 2022 (or any adjournment thereof)

Number of Shares to which this
proxy relates^(Note 1)

I/We^(Note 2)

of

being the registered holder(s) of

H Share(s)^(Note 3) of RMB1.00 each in the share capital of Qinhuangdao Port Co., Ltd.* (the "Company") hereby appoint the chairman of the meeting
or^(Note 4)

of

as my/our proxy to attend and act for me/us on my/our behalf at the 2021 annual general meeting (the "AGM") or at any adjournment thereof to be held at 10:00 a.m. on 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 resolutions as set out in the notice of convening the AGM dated 26 May 2022 and to vote for me/us and in my/our name(s) at the AGM or any adjournment thereof in respect of the resolutions according to the instructions set out below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
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.;			
ORDINARY RESOLUTIONS (CUMULATIVE VOTING MECHANISM ^{Note 6)})		NUMBER OF VOTES		
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 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.			

Dated this _____ day of _____ 2022

Signature^(Note 7)

* For identification purpose only

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Company in BLOCK LETTERS.
3. Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
4. If any proxy other than the chairman of the AGM of the Company is preferred, please strike out the words “the chairman of the AGM or” and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
5. **Important: Please indicate with a “√” in the appropriate box under the column marked “For”, “Against” or “Abstain”. Failure to tick the box will entitle your proxy to cast your vote at his/her discretion. The proxy is also entitled to vote at his/her discretion on any other resolutions duly submitted to the AGM. Any abstain vote or waiver to vote shall be regarded as voting rights for the purpose of calculating the result of that resolution.**

6. **CUMULATIVE VOTING MECHANISM**

When adopting the cumulative voting mechanism for electing Directors as proposed in resolution 10, each of the Shares held by a Shareholder shall carry the same number of votes corresponding to the number of Directors to be elected. A Shareholder may exercise voting rights by splitting the votes evenly for each of the candidates of Directors corresponding to the number of Shares he/she holds; or by casting all his/her votes carried by each of his/her Shares corresponding to the number of Directors to be elected for a particular candidate of Directors; or by casting a portion of his/her votes carried by each of his/her Shares corresponding to the number of Directors to be elected for a certain number of candidates of Directors.

For example: under the cumulative voting mechanism the maximum valid votes that a Shareholder is entitled to cast are calculated on the basis of the total number of Shares held by such Shareholder times the number of Directors to be elected (6 persons). If such Shareholder holds 100 shares, then the maximum valid votes he/she can cast = 100 (the number of shares held by him) x 6 = 600. The shareholder could use his discretion to cast 600 votes evenly among 6 candidates, or to place all his/her votes on one particular candidate, or to split his/her votes to several candidates.

Where the total number of votes cast by a Shareholder for one or several of the candidate(s) of Directors is in excess of the number of votes carried by the total number of Shares held by him, the votes cast by the Shareholder shall be invalid, and the Shareholder shall be deemed to have waived his/her voting rights. Where the total number of votes cast for one or several candidate(s) of Directors by a Shareholder is less than the number of votes carried by the total number of Shares held by such Shareholder, the votes cast by the Shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the Shareholder is entitled to cast shall be deemed to have been waived by the Shareholder.

The resolution is passed when the votes for the resolution exceed half of the number of Shares (on the basis of non-cumulative number of Shares) held by the Shareholders (including their proxies) attending the AGM. The voting mechanism for resolutions 11 and 12 is the same as that for resolution 10.

7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
8. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered, for the registration of the holders of H Shares of the Company, to 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, not less than 24 hours before the time appointed for the holding of the AGM (or any adjournment thereof) or not less than 24 hours before the time appointed for taking the poll.
9. In the case of joint holders of shares of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one joint holder is present at the AGM in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote. In the event that a shareholder appoints more than one proxy to attend the AGM, such proxies may only exercise their voting rights in a poll.