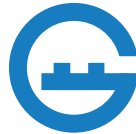

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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: 03369)

(1) ELECTION OF EXECUTIVE DIRECTORS; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice for convening the Extraordinary General Meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 February 2023 at Small Conference Room, South Building of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the Extraordinary 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 Extraordinary 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
“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
“EGM” or “Extraordinary General Meeting”	the Extraordinary General Meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 February 2023 at Small Conference Room, South Building of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC
“Form(s) of Proxy”	the forms of proxy to be delivered to the Shareholders together with this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares with nominal value of RMB1.00 each (stock code: 03369) 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	The Notice of EGM to be held as set out on pages EGM-1 to EGM-2 of this circular

DEFINITIONS

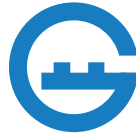
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Shareholder(s)”	shareholder(s) of A Shares and H Shares of the Company
“Shareholder(s) of A Shares”	holder(s) of A Shares
“Shareholder(s) of H Shares” or “H Shareholder(s)”	holder(s) of H Shares
“Shares”	A Share(s) and/or H Share(s) of the Company (as the case may be)
“SSE”	The Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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.

* *For identification purpose only*

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: 03369)

Executive Director:

Mr. CAO Ziyu (Chairman)

Non-executive Directors:

Mr. LI Yingxu

Ms. XIAO Xiang

Independent non-executive Directors:

Mr. CHEN Ruihua

Mr. XIAO Zuhe

Mr. ZHAO Jinguang

Ms. ZHU Qingxiang

Registered office:

35 Haibin Road
Haigang District,
Qinhuangdao
Hebei Province
PRC

*Principal place of business
in Hong Kong:*

Unit 7, 9/F, Enterprise Square Three
No. 39 Wang Chiu Road
Kowloon Bay, Hong Kong

10 February 2023

To the Shareholders

Dear Sir or Madam,

(I) ELECTION OF EXECUTIVE DIRECTORS; AND (II) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 7 February 2023 in relation to the proposed appointment of executive Directors. Pursuant to the provisions of the Articles of Association, the resolution proposed for the nomination of Mr. ZHANG Xiaoqiang (“**Mr. ZHANG**”) and Mr. NIE Yuzhong (“**Mr. NIE**”) as executive Directors of the Company is subject to the approval of the Shareholders at the general meeting of the Company. As such, the Board proposed ordinary resolutions to appoint Mr. ZHANG and Mr. NIE as executive Directors at the EGM. The terms of office of Mr. ZHANG and Mr. NIE appointed as executive Directors shall commence from the date of passing of the resolutions by the Shareholders at the EGM (or any adjournment thereof) and shall terminate upon the expiry of the term of office of the fifth session of the Board of the Company.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding (i) further details of the election of executive Directors and (ii) notice of EGM.

ELECTION OF EXECUTIVE DIRECTORS

Details of the Board's proposed appointment of Mr. ZHANG and Mr. NIE as executive Directors are set out below:

The biographies of Mr. ZHANG are set out below:

Mr. ZHANG Xiaoqiang (張小強), aged 51, is a senior engineer and holds a master's degree. Mr. ZHANG joined the Communist Party of China in February 2004 and started working in August 1994. He successively served as a technician in the mechanic plant of Jingtang Port Authority, a salesman of the business division of Jingtang Port Authority and a workshop director in the mechanic plant of Jingtang Port Authority. He served as the deputy director in the mechanic plant of Jingtang Port Authority from August 2000, the deputy director of the dispatching office of Jingtang Port Authority from April 2002, the deputy director of the production and business department of Jingtang Port Co., Ltd. from March 2003, the director of the business department of Jingtang Port Co., Ltd., from May 2005, secretary of the Party branch of the business department of Jingtang Port Co., Ltd. from March 2006, secretary of the Party branch of the business department and logistics department of Jingtang Port Co., Ltd. from January 2007, assistant to the general manager of Jingtang Port Co., Ltd. and head of production department of Tangshan Port Group Co., Ltd. from February 2008, deputy general manager of Tangshan Port Group Co., Ltd. from February 2010, director and deputy general manager of Tangshan Port Group Co., Ltd. in May 2013, deputy secretary of the Party Committee, director and general manager of Tangshan Port Group Co., Ltd. from June 2017, Member of the Party Committee, director and deputy general manager of Tangshan Port Group Company Limited and deputy secretary of Party Committee, director and general manager of Tangshan Port Group Co., Ltd. from July 2019. He has been serving as a member of the Party Committee, director and deputy general manager of Tangshan Port Group Company Limited and deputy secretary of the Party Committee, director, vice chairman and general manager of Tangshan Port Group Co., Ltd. (a company listed on the Shanghai Stock Exchange on 5 July 2010, stock code: 601000) since April 2021.

The biographies of Mr. NIE are set out below:

Mr. NIE Yuzhong (聶玉中), aged 54, is a senior economist and a senior political engineer, and holds a master's degree. Mr. NIE has served as the vice president and a member of the party committee the Company. Mr. NIE started working in July 1989 and joined the Communist Party of China in June 2000. He has served as a cadre of Electromechanical Section of the Second Branch of the Qinhuangdao Port Authority, salesperson, dispatching director and manager of shipping department of China Ocean Shipping Agency Qinhuangdao Co., Ltd. (秦皇島外輪代理有限公司). He served as deputy general manager of China Ocean Shipping Agency Qinhuangdao Co., Ltd. from April 2001, and general manager of China Ocean Shipping Agency Qinhuangdao Co., Ltd. from April 2003. Mr. NIE served as a party secretary

LETTER FROM THE BOARD

of the Ninth Branch of Qinhuangdao Port Group Co., Ltd. from July 2005, and served as party secretary and secretary of the Discipline Committee of the Ninth Branch of Qinhuangdao Port Group Co., Ltd. from December 2006. He also served as a manager of the Ninth Branch of the Company from July 2011. He served as a supervisor and chairman of the Supervisory Committee of the Company from June 2014, a member of the party committee of the Company from February 2018 and a member of the party committee and the vice president of the Company from March 2018.

The Board, having comprehensively considered the educational background, knowledge, skills and experience of Mr. ZHANG and Mr. NIE and the contributions they can make to the Board, recommends the appointment of Mr. ZHANG and Mr. NIE as executive Directors of the Company.

Save as disclosed above, each of Mr. ZHANG and Mr. NIE confirmed that (i) he did not hold any position in the Group or any directorship in other listed companies in the last three years; (ii) he is not related to any of the directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) he does not have any interest in the shares of the Company as defined in Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Company considers that there is no other information relating to the nominated Directors shall be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders. If the appointment of the nominated Directors was approved by the Shareholders at the EGM, the Company will enter into service agreements or appointment letters with the nominated Directors in due time. The emoluments of all Directors will be determined in accordance with the Articles of Association, taking into account the relevant recommendations of the Remuneration and Appraisal Committee of the Board under its terms of reference and taking into account, among others, their duties and responsibilities. Their terms of office shall commence on the date of approval at the EGM until the expiration of the fifth session of the Board.

THE EGM

The EGM will be held at 10:00 a.m. on Tuesday, 28 February 2023 at Small Conference Room, South Building of the Company, No. 35 Haibin Road, Haigang District, Qinhuangdao, Hebei Province, the PRC, for the purpose of considering and, if thought fit, approving the appointment of Mr. ZHANG and Mr. NIE as executive Directors. At the EGM, voting will be taken by poll. The notice of EGM is set out on pages EGM-1 to EGM-2 of this circular. No Shareholder is required to abstain from voting in connection with the resolution to be proposed at the EGM.

In order to determine the Shareholders of H Shares who will be entitled to attend the EGM, the register of members of the Company will be closed from Monday, 27 February 2023 to Tuesday, 28 February 2023 (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 EGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 24 February 2023.

LETTER FROM THE BOARD

Form of Proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon. The aforementioned documents shall be lodged by the Shareholders of H Shares 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 proxy form must be returned not less than 24 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the Forms of Proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish.

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 EGM will request for voting by poll on the proposed resolution in the notice. The results of the poll will be published on the websites of the Company, the SSE and the Stock Exchange on the date of the above meeting.

On a poll, every Shareholder presents in person or by proxy or (being a corporation) by its duly authorised representative 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 the aforesaid election of executive Directors is in the interests of the Company and its Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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 PRC

NOTICE OF EXTRAORDINARY 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: 03369)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Qinhuangdao Port Co., Ltd.* (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 28 February 2023 at Small Conference Room, South Building of the Company, No. 35 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 resolution:

ORDINARY RESOLUTION (CUMULATIVE VOTING MECHANISM)

1. The resolution regarding the election of executive Directors of fifth session of the Board of the Company:
 - (1) Election of Mr. ZHANG Xiaoqiang as an executive Director of the Company;
and
 - (2) Election of Mr. NIE Yuzhong as an executive Director of the Company.

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

Qinhuangdao, Hebei Province, the PRC

10 February 2023

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Capitalised terms defined in the announcement of the Company dated 7 February 2023 shall have the same meanings when used in this notice, unless the context otherwise requires.
2. In order to determine the holders of H Shares who will be entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 27 February 2023 to Tuesday, 28 February 2023 (both days inclusive), during which period no transfer of Shares will be registered. For the holders of H Shares of the Company who intend to attend the EGM but have not yet registered, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 24 February 2023.
3. Any Shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a Shareholder.
4. 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 EGM 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 EGM 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 EGM, 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 notarized copy of any authorization documents issued by such corporate Shareholder.
6. The EGM is expected to last for no more than half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling and accommodation expenses.
7. The contact of the Company:

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

As at the date of this notice, the executive Director of the Company is Cao Ziyu; the non-executive Directors of the Company are LI Yingxu and XIAO Xiang; and the independent non-executive Directors of the Company are CHEN Ruihua, XIAO Zuhe, ZHAO Jinguang and ZHU Qingxiang.