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## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** about 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 **Qingdao Port International Co., Ltd.**, you should at once hand this circular 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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### **Qingdao Port International Co., Ltd.** **青島港國際股份有限公司**

*(A joint stock company established in the People's Republic of China with limited liability)*  
**(Stock Code: 06198)**

**(1) GENERAL MANDATE TO ISSUE SHARES**  
**(2) GENERAL MANDATE TO ISSUE THE DEBT FINANCING INSTRUMENTS**  
**(3) PROFIT DISTRIBUTION PLAN FOR 2022**  
**(4) REMUNERATION OF DIRECTORS FOR 2022**  
**(5) REMUNERATION OF SUPERVISORS FOR 2022**  
**(6) RE-APPOINTMENT OF AUDITOR FOR 2023**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 4 to 12 of this circular.

A notice convening the AGM to be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Tuesday, 6 June 2023 at 10:30 a.m. together with the relevant proxy form has been despatched to the Shareholders of H Shares and has also been published on the website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.qingdao-port.com>) on 16 May 2023. If you intend to appoint a proxy to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (i.e. by 10:30 a.m. Monday, 5 June 2023) as the case may be. Completion and return of the proxy form will not preclude you from attending and voting at the AGM should you so wish.

16 May 2023

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
I.    INTRODUCTION .....	4
II.   GENERAL MANDATE TO ISSUE SHARES.....	5
III.  GENERAL MANDATE TO ISSUE THE DEBT FINANCING INSTRUMENTS .....	7
IV.   PROFIT DISTRIBUTION PLAN FOR 2022 .....	10
V.    REMUNERATION OF DIRECTORS FOR 2022 .....	10
VI.   REMUNERATION OF SUPERVISORS FOR 2022 .....	10
VII.  RE-APPOINTMENT OF AUDITOR FOR 2023 .....	11
VIII. CLOSURE OF REGISTER OF MEMBERS AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE AGM .....	11
IX.   CLOSURE OF REGISTER OF MEMBERS AND ASCERTAINING OF ELIGIBILITY FOR THE PROPOSED FINAL DIVIDEND .....	12
X.    AGM.....	12
<b>APPENDIX I</b> <b>REMUNERATION OF DIRECTORS FOR 2022</b> .....	13
<b>APPENDIX II</b> <b>REMUNERATION OF SUPERVISORS FOR 2022</b> .....	15
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	N-1

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## DEFINITIONS

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*The following expressions have the meanings set out below unless the context requires otherwise:*

<b>“A Share(s)”</b>	share(s) with a nominal value of RMB1.00 each issued by the Company which are listed on the main board of Shanghai Stock Exchange (stock code: 601298) and are traded in RMB
<b>“AGM”</b>	the 2022 annual general meeting of the Company to be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC at 10:30 a.m. on Tuesday, 6 June 2023
<b>“Articles of Association”</b>	the articles of association of the Company, as amended from time to time
<b>“Board”</b>	the board of directors of the Company
<b>“Company”</b>	Qingdao Port International Co., Ltd.* (青島港國際股份有限公司), a joint stock company with limited liability established on 15 November 2013 in the PRC
<b>“CSRC”</b>	China Securities Regulatory Commission* (中國證券監督管理委員會)
<b>“Debt Financing Instruments” or “DFI”</b>	the onshore and offshore debt financing instruments to be issued by the Company or its wholly-owned subsidiaries subject to the denomination of these debt financing instruments in one or multiple tranches, including but not limited to corporate bonds, convertible corporate bonds, medium-term notes, short-term commercial paper and ultra-short-term commercial paper as issued in the PRC or U.S. dollar bonds, offshore RMB bonds and convertible corporate bonds issued overseas
<b>“DFI General Mandate”</b>	a general and unconditional mandate proposed to be granted to the Board and its authorised persons subject to the approval of the Shareholders at the AGM to issue the Debt Financing Instruments
<b>“DFI General Mandate Resolution”</b>	a special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the DFI General Mandate to the Board and its authorised persons

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## DEFINITIONS

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<b>“Director(s)”</b>	director(s) of the Company
<b>“Distributable Profits”</b>	calculated by net profit attributable to shareholders of the parent company in the scope of the consolidated financial statement prepared in the China Accounting Standards for Business Enterprises, deducting recovery of accumulated losses, appropriation to statutory surplus reserve and other necessary reserve by the parent company and subsidiaries as well as the impact of the appraisal value-added amount of the asset invested in the Company by Qingdao Port Group, the promoter at the establishment of the Company, on net profit for the year, etc.
<b>“Equity General Mandate”</b>	a general and unconditional mandate proposed to be granted to the Board and its authorised persons subject to the approval of the Shareholders at the AGM to exercise the power of the Company to issue and allot new Shares and convertible bonds up to the limit of 20% of the A Shares and/or H Shares in issue as at the date of the passing the Equity General Mandate Resolution
<b>“Equity General Mandate Resolution”</b>	the special resolution to be proposed to the Shareholders at the AGM in relation to the granting of the Equity General Mandate to the Board and its authorised persons
<b>“Group”</b>	the Company and its subsidiaries
<b>“H Share(s)”</b>	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the main board of Hong Kong Stock Exchange (stock code: 06198) and are traded in Hong Kong dollars
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC
<b>“Hong Kong Listing Rules”</b>	the Rules Governing the Listing of Securities on Hong Kong Stock Exchange
<b>“Hong Kong Stock Exchange”</b>	the Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Latest Practicable Date”	9 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China and for the purpose of this circular excluding Hong Kong, Macau and Taiwan
“Qingdao Port Group”	Shandong Port Qingdao Port Group Co., Ltd.* (山東港口青島港集團有限公司), a company with limited liability established in the PRC and the controlling shareholder of the Company, holding approximately 55.77% equity interests in the Company as at the Latest Practicable Date
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Shares”	A Shares and H Shares
“Stock Exchanges”	Hong Kong Stock Exchange and Shanghai Stock Exchange
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the board of supervisors of the Company

*In addition, the terms “controlling shareholder” and “subsidiary(ies)” shall have the meanings ascribed to them under the Hong Kong Listing Rules.*

\* The Chinese name(s) of the PRC entities have been translated into English in this circular for reference only. In the event of any discrepancies between the Chinese names of the PRC entities and their respective English translations, the Chinese version shall prevail.

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## LETTER FROM THE BOARD

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**青岛港国际股份有限公司**  
QINGDAO PORT INTERNATIONAL CO., LTD.

**Qingdao Port International Co., Ltd.**

**青島港國際股份有限公司**

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

**(Stock Code: 06198)**

***Executive Directors:***

Mr. SU Jianguang (*Chairman*)

Mr. ZHANG Baohua (*General Manager*)

***Non-executive Directors:***

Mr. LI Wucheng (*Vice Chairman*)

Mr. ZHU Tao

Ms. WANG Fuling

Mr. XUE Baolong

***Independent non-executive Directors:***

Ms. LI Yan

Mr. JIANG Min

Mr. LAI Kwok Ho

***Registered Office:***

No. 12 Jingba Road

Huangdao District

Qingdao

Shandong Province

PRC

***Principal Place of Business in Hong Kong:***

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

16 May 2023

*To the Shareholders*

Dear Sir/Madam,

- (1) GENERAL MANDATE TO ISSUE SHARES**  
**(2) GENERAL MANDATE TO ISSUE THE DEBT FINANCING INSTRUMENTS**  
**(3) PROFIT DISTRIBUTION PLAN FOR 2022**  
**(4) REMUNERATION OF DIRECTORS FOR 2022**  
**(5) REMUNERATION OF SUPERVISORS FOR 2022**  
**AND**  
**(6) RE-APPOINTMENT OF AUDITOR FOR 2023**

**I. INTRODUCTION**

The purposes of this circular are, among other matters:

- (1) to provide details in respect of the proposed grant of a general mandate to issue Shares;
- (2) to provide details in respect of the proposed grant of a general mandate to issue the Debt Financing Instruments;

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## LETTER FROM THE BOARD

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- (3) to provide details in respect of the proposed profit distribution plan for 2022;
- (4) to provide details in respect of the proposed remuneration of Directors for 2022;
- (5) to provide details in respect of the proposed remuneration of Supervisors for 2022;
- (6) to provide details in respect of the proposed re-appointment of the auditor of the Company for 2023; and
- (7) to provide the Shareholders with other information required under the Hong Kong Listing Rules.

## II. GENERAL MANDATE TO ISSUE SHARES

### 1. General Information

In order to satisfy the capital needs of the Company's continuous business development and to provide the Board with flexibility and discretion to effectively make use of various financing platforms, the Board resolved, among other things, to seek approval by way of special resolution at the AGM to grant a general and unconditional mandate to the Board to issue and allot new Shares and convertible bonds (together, the "**Relevant Share(s)**") up to the limit of 20% of its existing A Shares and/or H Shares in issue as at the date of the approval of the Equity General Mandate Resolution at the AGM.

### 2. Particulars of the Equity General Mandate

- (1) Pursuant to the condition listed in (2) below and under the premise of compliance with relevant laws and regulations, the Board shall be authorised to issue and allot the Relevant Shares during the Relevant Period (as defined below).
- (2) The respective amount of the A Shares and/or H Shares under the Relevant Shares being issued and allotted upon the approval of the Board shall not exceed 20% of the respective total number of the A Shares and/or H Shares in issue as at the date on which the Equity General Mandate Resolution is passed at the AGM.
- (3) "Relevant Period" means the period from the date of passing this resolution until the earlier of: (i) the conclusion of the next annual general meeting after this resolution being passed at the AGM; or (ii) the date on which the authorisation referred to in the Equity General Mandate Resolution is revoked or varied by a special resolution at any general meeting of the Company.

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## LETTER FROM THE BOARD

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### 3. Relevant Authorisation

To increase the efficiency in decision-making, reduce the internal approval procedures and seize market opportunities in terms of the Equity General Mandate, it is proposed to the AGM for approval to wholly authorise the Board to deal with all matters regarding the Equity General Mandate during the Relevant Period and in accordance with the applicable laws, regulations and other normative documents. Such authorisation includes but is not limited to the following:

- (i) formulate and implement the detailed issuance plan which includes, but is not limited to, the class and the number of Relevant Shares to be issued and allotted, the pricing mechanism and/or the issue price (including a price range), to determine the beginning and ending date of the issue, the use of proceeds and other content which shall be contained in the detailed issuance plan in accordance with the requirements of relevant laws, regulations and other normative documents, related regulatory authorities and Stock Exchanges on which securities of the Company are listed;
- (ii) determine on the engagement of intermediaries, to execute, exercise, revise and conclude all agreements and documents in relation to the issuance of the Relevant Shares and to make relevant information disclosure in accordance with relevant laws and regulations and the listing rules of the Stock Exchanges where the securities of the Company are listed;
- (iii) deal with all matters in relation to the filing and listing of the Relevant Shares; and
- (iv) authorise the Board and approve that the Board shall further authorise the chairman or vice chairman to deal with matters in relation to the increase in registered capital of the Company, without holding board meetings to consider and approve relevant authorisation matters, as to reflect the Relevant Shares to be issued under the Equity General Mandate, make any amendments to clauses in the Articles of Association in relation to issue of Relevant Shares and increase of registered capital as it duly considers as necessary, take any other necessary actions and complete other necessary procedures to complete the increase of the registered capital of the Company.

The obtaining of the Equity General Mandate is subject to the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of government and regulatory bodies of the PRC. The proposed Equity General Mandate Resolution is set out as special resolution (1) in the notice of AGM.

The Board will only exercise its power under the Equity General Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws and regulations of government and regulatory bodies of the PRC and only if all necessary approvals from the CSRC and/or other relevant PRC authorities are obtained.



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## LETTER FROM THE BOARD

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As of the Latest Practicable Date, the Company does not have any plan or intention to issue Relevant Share(s) under the Equity General Mandate.

**Equity General Mandate may or may not be approved by the Shareholders at the AGM. Even if the Board is granted with Equity General Mandate, the issue of Relevant Share(s) is subject to the approval of competent regulatory authorities. Since the proposed issue of Relevant Share(s) may or may not be proceeded with, Shareholders and potential investors are advised to be cautious in dealing with the securities of the Company.**

### III. GENERAL MANDATE TO ISSUE THE DEBT FINANCING INSTRUMENTS

#### 1. General Information

In order to meet the Company's operation demands, optimize and adjust debt structure, lower financing costs, seize the market opportunity and improve the financing flexibility and efficiency, the Board resolved, among other things, to seek approval by way of special resolution at the AGM to grant a general and unconditional mandate to the Board to issue Debt Financing Instruments.

#### 2. Particulars of DFI General Mandate

Particulars of DFI General Mandate are as follows:

- |   |  |
|---|--|
| <b>(i) Issuer:</b>                                    | <ul style="list-style-type: none"><li>(a) the Debt Financing Instruments denominated in RMB: the Company</li><li>(b) the Debt Financing Instruments denominated in foreign currency: the Company or its wholly-owned foreign subsidiaries</li></ul>  |
| <b>(ii) Categories of Debt Financing Instruments:</b> | <ul style="list-style-type: none"><li>(a) The Debt Financing Instruments issued in the PRC include but are not limited to the followings: corporate bonds, convertible corporate bonds, medium-term notes, short-term commercial paper and ultra-short-term commercial paper</li><li>(b) The Debt Financing Instruments issued overseas include but are not limited to the followings: U.S. dollar bonds, offshore RMB bonds and convertible corporate bonds</li><li>(c) Categories of the Debt Financing Instruments will be determined by the Board and its authorised persons in accordance with the applicable requirements and the prevailing market conditions</li></ul> |

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## LETTER FROM THE BOARD

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- (iii) **Size of Issue:** The issue size of each single Debt Financing Instrument shall be within the permissible size for issuance of such instrument in accordance with applicable laws, regulations and other normative documents.
- The specific issue size shall be determined by the Board and its authorised persons in accordance with the applicable requirements and prevailing market conditions and could be issued in one time, several times or several tranches.
- (iv) **Terms and Types:** The longest term of maturity of the Debt Financing Instruments shall not exceed 10 years, which may be one maturity term type or mixed types of different maturity terms. Specific terms composition and the type of each term will be determined by the Board and its authorised persons with reference to the applicable requirements and the prevailing market conditions.
- (v) **Use of Proceeds:** The proceeds to be raised from the proposed issuance of Debt Financing Instruments are intended to be used to meet the demand of the Company's operations and other uses.
- Specific use of proceeds will be determined by the Board and its authorised persons according to the capital needs of the Company.
- (vi) **Validity Term of the DFI General Mandate Resolution:** From the date of the approval of this resolution at the AGM to the date of the next annual general meeting of the Company.
- If the Board and its authorised person have resolved on the issuance or partial issuance of the relevant Debt Financing Instruments within the term of the DFI General Mandate and the Company has obtained the approval, permission, record or registration (if applicable) for the issuance from the competent regulatory authorities within the validity term of the DFI General Mandate, the Company may complete the issuance or partial issuance of the relevant Debt Financing Instruments within the validity term of such approval, permission, record or registration.

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## LETTER FROM THE BOARD

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### 3. Relevant Authorisation

In order to coordinate the issuance of the Debt Financing Instruments efficiently, it is proposed at the AGM to authorise the Board and approve the Board to further authorise the chairman or the vice chairman of the Board as the authorised persons of the Board in terms of the issuance of the Debt Financing Instruments, without holding board meetings to consider and approve relevant authorisation matters, to carry out all matters in relation to the issuance of the Debt Financing Instruments in accordance with relevant laws and regulations, opinions and suggestions of regulatory authorities, under the framework and principles resolved at the AGM, and on the principle to maximize the benefits of the Company. Such authorisation includes but is not limited to the following:

- (1) According to applicable laws and regulations and related requirements of regulatory authorities and resolutions of the general meetings of the Shareholders, to formulate and adjust specific proposals for the issuance of the Debt Financing Instruments and all other matters in relation to such issuance in accordance with condition of the Company and related bond markets;
- (2) To determine on the engagement of intermediaries, to execute, exercise, revise and conclude all agreements and documents in relation to the Debt Financing Instruments issuance and to make relevant information disclosure in accordance with relevant laws and regulations and the listing rules of the Stock Exchanges where the Company's securities are listed;
- (3) To select and appoint the entrusted manager and settlement manager for the issuance of the Debt Financing Instruments, to execute any entrusted management agreements and settlement management agreements in relation thereto and to formulate rules for the meetings of holders of the Debt Financing Instruments, if applicable;
- (4) To conduct all filing and listing matters in relation to the issuance of the Debt Financing Instruments;
- (5) To make corresponding adjustment to the Debt Financing Instruments issuance according to opinions of regulatory authorities, changes of policy and changes in market condition or to determine whether to proceed with all or part of the work in relation thereto, save for matters subject to the re-approval at the general meetings required under relevant laws and regulations and the Articles of Association; and
- (6) To carry out all other matters related to the issuance of the Debt Financing Instruments.

The Board believes that DFI General Mandate will provide the Company with a further source of funding and will lower the Company's financing cost and improve the Company's financing structure. The proposed DFI General Mandate Resolution is set out as special resolution (2) in the notice of AGM.

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## LETTER FROM THE BOARD

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As of the Latest Practicable Date, the Company does not have any plan or intention to issue the Debt Financing Instruments under the DFI General Mandate.

**The DFI General Mandate may or may not be approved by the Shareholders at the AGM. Even if the Board is granted with the DFI General Mandate, the issuance of relevant Debt Financing Instruments is subject to the approval of competent regulatory authorities. Since the proposed issue of the Debt Financing Instruments may or may not be proceeded with, Shareholders and potential investors are advised to be cautious in dealing with the securities of the Company.**

### **IV. PROFIT DISTRIBUTION PLAN FOR 2022**

According to applicable laws, regulations, regulatory requirements, Articles of Association and the Shareholders' dividend return plan stipulated by the Company, the Board has proposed the profit distribution plan for 2022 as follows:

According to the financial statements of the Company prepared in accordance with the China Accounting Standards for Business Enterprises, the Distributable Profits for 2022 of the Company was RMB3,882.6470 million. The Board has proposed the distribution of final dividend of RMB269.3 (tax inclusive) per thousand shares, totalling RMB1,748.0532 million (tax inclusive) calculated with the Company's total share capital of 6,491,100,000 Shares as at 31 December 2022, which represents approximately 45% of the Distributable Profits attributable to shareholders of the Company for the year ended 31 December 2022, or approximately 39% of the net profit attributable to shareholders of the parent company for the year ended 31 December 2022. Such distribution plan will be implemented on 1 August 2023 subject to the approval at the AGM.

Please refer to section IX in this circular in relation to details on the closure of register of members and ascertaining of eligibility for the proposed final dividend.

### **V. REMUNERATION OF DIRECTORS FOR 2022**

Pursuant to the applicable laws, regulations and normative documents as well as the Articles of Association, the Board has resolved to formulate the remuneration plan of Directors for 2022, subject to the consideration and approval by the Shareholders at the AGM.

Please refer to Appendix I to this circular for details.

### **VI. REMUNERATION OF SUPERVISORS FOR 2022**

Pursuant to the applicable laws, regulations and normative documents as well as the Articles of Association, the Supervisory Committee has resolved to formulate the remuneration plan of Supervisors for 2022, subject to the consideration and approval by the Shareholders at the AGM.

Please refer to Appendix II to this circular for details.

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## LETTER FROM THE BOARD

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### **VII. RE-APPOINTMENT OF AUDITOR FOR 2023**

According to domestic and foreign regulatory and information disclosure requirements applicable to the Company, based on the good cooperative relationship established by the Company with PricewaterhouseCoopers Zhong Tian LLP and the continuity and integrity of the audit business of the Company, the Board has resolved to re-appoint PricewaterhouseCoopers Zhong Tian LLP as the external auditor of the Company for the year ending 31 December 2023, which will be responsible for the 2023 financial report auditing, internal control auditing and other relevant businesses of the Company. The term of its appointment will commence upon the approval by the Shareholders at the AGM and expire at the conclusion of the annual general meeting of 2023.

Besides, the Board has resolved to propose to the AGM to authorize the Board and approve the Board to further authorize the chairman or the vice chairman to determine the remuneration of the auditor without holding board meetings to consider the relevant authorisation matters.

This resolution is subject to consideration and approval by the Shareholders at the AGM.

PricewaterhouseCoopers Zhong Tian LLP shall be responsible to carry out the audit work of the Company's financial statements prepared in accordance with the China Accounting Standards for Business Enterprises and undertaking the role of external auditor in compliance with the Hong Kong Listing Rules, subject to the approval by the Shareholders at the AGM. PricewaterhouseCoopers Zhong Tian LLP is a firm of practicing accountants which has been approved by the Ministry of Finance of the PRC and CSRC and is eligible to provide auditing services under the China Standards on Auditing to the PRC incorporated issuers listed in Hong Kong.

### **VIII. CLOSURE OF REGISTER OF MEMBERS AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE AGM**

In order to determine the eligibility of Shareholders who are entitled to attend the AGM, the H Share register of the Company will be closed from Thursday, 1 June 2023 to Tuesday, 6 June 2023 (both days inclusive), during which no H Share transfer will be registered. The Shareholders whose names appear on the register of H Share members of the Company on Tuesday, 6 June 2023 are entitled to attend and vote at the AGM. Holders of the Company's H Shares who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company 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 no later than 4:30 p.m. on Wednesday, 31 May 2023 for registration.

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## LETTER FROM THE BOARD

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### IX. CLOSURE OF REGISTER OF MEMBERS AND ASCERTAINING OF ELIGIBILITY FOR THE PROPOSED FINAL DIVIDEND

In order to determine the eligibility of being entitled to the proposed final dividend for H Shares, the H Share register of the Company will be closed from Monday, 12 June 2023 to Monday, 19 June 2023 (both days inclusive), during which no H Share transfer will be registered. The H shareholders whose names appear on the register of members of the Company on Monday, 19 June 2023 are entitled to the proposed final dividend. Holders of the Company's H Shares who wish to receive the proposed final dividend are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company 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, no later than 4:30 p.m. Friday, 9 June 2023 for registration.

### X. AGM

A notice convening the AGM to be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC, on Tuesday, 6 June 2023 at 10:30 a.m. together with the relevant proxy form have been despatched to the Shareholder on 16 May 2023 and are also published on the website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.qingdao-port.com>). If you intend to appoint a proxy to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof, i.e. by 10:30 a.m. on Monday, 5 June 2023 (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

All Shareholders shall be entitled to vote on and approve resolutions to be proposed at the AGM in relation to the proposed (i) granting of a general mandate to issue the Shares, (ii) granting of a general mandate to issue the Debt Financing Instruments, (iii) profit distribution plan for 2022, (iv) remuneration of Directors for 2022, (v) remuneration of Supervisors for 2022, and (vi) re-appointment of auditor for 2023.

Ordinary resolutions in relation to (i) the annual report of the Company for the year 2022, (ii) the work report of the Board for the year 2022, (iii) the work report of the Supervisory Committee for the year 2022, and (iv) the audited report of final accounts of the Company for the year 2022 will also be proposed at the AGM for approval. Please refer to the annual report of the Company for the year 2022 published on 26 April 2023 for details of the aforesaid four reports. All Shareholders shall be entitled to vote on and approve these resolutions.

The resolutions proposed at the AGM will be voted by poll.

By order of the Board  
**Qingdao Port International Co., Ltd.**  
**SU Jianguang**  
*Chairman*

**APPENDIX I****REMUNERATION OF DIRECTORS FOR 2022***Unit: RMB Yuan*

<b>Name</b>	<b>Position</b>	<b>Annual remuneration (Before Tax)</b>	<b>Note</b>
SU Jianguang	Chairman, Executive Director	0	
LI Wucheng	Vice chairman, Non-executive Director	0	
ZHU Tao	Non-executive Director	0	Mr. ZHU Tao has been appointed as a non-executive Director since 23 December 2022
ZHANG Baohua	Executive Director	225,368	Mr. ZHANG Baohua has been appointed as an executive Director since 23 December 2022
WANG Fuling	Employee Representative Director	1,153,972	
XUE Baolong	Non-executive Director	0	Mr. XUE Baolong has been appointed as a non-executive Director since 23 December 2022
LI Yan	Independent Non-executive Director	273,529	
JIANG Min	Independent Non-executive Director	273,529	
LAI Kwok Ho	Independent Non-executive Director	332,353	
FENG Boming	Non-executive Director	0	Mr. FENG Boming ceased to serve as a non-executive Director since 28 June 2022

Name	Position	Annual remuneration (Before Tax)	Note
ZHANG Dayu	Non-executive Director	0	The term of office of Mr. ZHANG Dayu was from 28 June 2022 to 28 October 2022
WANG Xinze	Executive Director	1,171,419	Mr. WANG Xinze ceased to serve as an executive Director since 28 October 2022
WANG Jun	Non-executive Director	0	Mr. WANG Jun ceased to serve as a non-executive Director since 28 October 2022

*Note:* Mr. ZHANG Baohua has been appointed as the general manager of the Company since 28 October 2022 and an executive director of the Company since 23 December 2022.



Unit: RMB Yuan

Name	Position	Annual Remuneration (Before Tax)	Note
XIE Chunhu	Non-employee Representative Supervisor	0	Mr. XIE Chunhu has been appointed as a non-employee representative Supervisor since 28 June 2022
	Chairman of the Supervisory Committee		Mr. XIE Chunhu has been appointed as the chairman of the Supervisory Committee since 5 December 2022
WANG Yaping	Independent Supervisor	155,882	
YANG Qiulin	Independent Supervisor	155,882	
LIU Shuiguo	Employee Representative Supervisor	953,146	
LI Zhengxu	Non-employee Representative Supervisor	0	Mr. LI Zhengxu has been appointed as a non-employee representative Supervisor since 23 December 2022
YAO Junjun	Employee Representative Supervisor	327,505	Ms. YAO Junjun has been appointed as an employee representative Supervisor since 28 June 2022
ZHANG Qingcai	Chairman of the Supervisory Committee, Non-employee Representative Supervisor	0	Mr. ZHANG Qingcai ceased to serve as the chairman of the Supervisory Committee and a non-employee representative Supervisor since 5 December 2022

<b>Name</b>	<b>Position</b>	<b>Annual Remuneration (Before Tax)</b>	<b>Note</b>
XIA Xiliang	Non-Employee Representative Supervisor	322,077	Mr. XIA Xiliang ceased to serve as a non-employee representative Supervisor since 28 June 2022
WANG Xiaoyan	Employee Representative Supervisor	335,667	Ms. WANG Xiaoyan ceased to serve as an employee representative Supervisor since 28 June 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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(A joint stock company established in the People's Republic of China with limited liability)  
(Stock Code: 06198)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Qingdao Port International Co., Ltd. (the “**Company**”) for the year 2022 (the “**AGM**”) will be held at the Conference Room, Shandong Port Tower, No. 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC on Tuesday, 6 June 2023 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, terms used in this notice shall have the same meanings as those used in the circular of the Company dated 16 May 2023 (the “**Circular**”). In addition, a circular containing details of the following resolutions will be dispatched to the Shareholders on or before 16 May 2023. The Shareholders and potential investors should refer to the circular for further details of the resolutions below.

#### AS SPECIAL RESOLUTIONS

1. To consider and approve the granting of a general mandate to the Board to issue A Shares and H Shares
2. To consider and approve the granting of a general mandate to the Board to issue domestic and foreign debt financing instruments

#### AS ORDINARY RESOLUTIONS

3. To consider and approve the annual report of the Company for the year 2022
4. To consider and approve the work report of the board of the Company for the year 2022
5. To consider and approve the work report of the supervisory committee of the Company for the year 2022
6. To consider and approve the audited report of final accounts of the Company for the year 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and approve the profit distribution plan of the Company for the year 2022
8. To consider and approve the remunerations of the directors of the Company for the year 2022
9. To consider and approve the remunerations of the supervisors of the Company for the year 2022
10. To consider and approve the re-appointment of auditor of the Company for the year 2023

In addition to considering the 10 resolutions mentioned above, the annual work report of the independent non-executive Directors for 2022 will also be debriefed at the AGM, which is not subject to voting.

By order of the Board  
**Qingdao Port International Co., Ltd.**  
**SU Jianguang**  
*Chairman*

Qingdao, the PRC, 16 May 2023

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# NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

## 1. CLOSURE OF REGISTER FOR H SHARES AND ELIGIBILITY FOR ATTENDING THE AGM

In order to determine the eligibility of Shareholders of H Shares who are entitled to attend the AGM, the H share register of the Company will be closed from Thursday, 1 June 2023 to Tuesday, 6 June 2023 (both days inclusive), during which no H Share transfer will be registered. The Shareholders of H Shares whose names appear on the register of H Share members of the Company on Tuesday, 6 June 2023 are entitled to attend and vote at the AGM. Holders of the Company's H Shares who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 31 May 2023 for registration.

## 2. PROXY

Shareholders of H Shares entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a Shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a Shareholder of H Shares or his attorney duly authorized in writing. If the Shareholder of H Shares is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the Shareholder of H Shares, the power of attorney authorizing that attorney to sign or any other authorization document must be notarized.

The proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (i.e. by 10:30 a.m. on Monday, 5 June 2023) (as the case may be) in order to be valid. Shareholders of H Shares can still attend and vote at the AGM in person after completion and return of the proxy form.

## 3. CONTACT DETAILS OF THE COMPANY

Contact Address:	General Office of the Board, Qingdao Port International Co., Ltd., 7 Gangji Road, City North District, Qingdao, Shandong Province, the PRC
Postcode:	266011
Contact Person:	Ms. Du
Telephone:	(86 532) 8298 3083
Fax:	(86 532) 8282 2878

## 4. PROCEDURES FOR VOTING AT THE AGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the AGM must be taken by poll.

## 5. OTHER BUSINESS

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall present their identity documents.

*As at the date of this notice, the executive directors of the Company are Mr. SU Jianguang and Mr. ZHANG Baohua; the non-executive Directors are Mr. LI Wucheng, Mr. ZHU Tao, Ms. WANG Fuling and Mr. XUE Baolong; and the independent non-executive Directors are Ms. LI Yan, Mr. JIANG Min and Mr. LAI Kwok Ho.*