

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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) POLL RESULTS OF 2022 ANNUAL GENERAL MEETING; AND
(2) DISTRIBUTION OF FINAL DIVIDEND

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board is pleased to announce that all resolutions proposed at the AGM were duly passed.

DISTRIBUTION OF FINAL DIVIDEND

The resolution regarding the profit distribution plan and the declaration of Final Dividend of the Company for the year ended 31 December 2022 was approved by the Shareholders at the AGM. The Company will distribute the Final Dividend of RMB0.71 per 10 Shares (including tax) to the Shareholders before 25 August 2023.

Reference is made to the circular (the “**Circular**”) of Qinhuangdao Port Co., Ltd. (the “**Company**”) dated 24 May 2023 in respect of the 2022 annual general meeting (the “**AGM**”) of the Company. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

(1) POLL RESULTS OF ANNUAL GENERAL MEETING

The AGM was held at 11:00 a.m. on Wednesday, 28 June 2023 at Feila Seaview Hotel (菲拉海景酒店), 195 Dongshan Street, Haigang District, Qinhuangdao, Hebei Province, the PRC. All resolutions proposed at the AGM were taken by poll.

As at the date of the AGM, the total number of Shares of the Company was 5,587,412,000 Shares.

In respect of the resolutions No. 1 to No. 8, the total number of Shares entitling the holders thereof to attend and vote on the proposed resolutions at the AGM was 5,587,412,000 Shares.

In respect of the resolution No. 9, HPG, the controlling shareholder of the Company, and its associates are interested in 3,144,268,078 A Shares and 71,303,000 H Shares, representing approximately 57.55% of the issued share capital of the Company. As required under the Listing Rules, HPG and its associates are required to abstain from voting in respect of the resolution No. 9 proposed at the AGM, and have abstained from voting on the resolution. Accordingly, the total number of Shares entitling the holders thereof to vote for, against or abstain from voting in respect of the resolution No. 9 proposed at the AGM was 2,371,840,922 Shares, including 1,613,290,922 A Shares and 758,550,000 H Shares, representing approximately 42.45% of the issued share capital of the Company.

Save as disclosed above, there was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There were no Shares entitling the holders thereof to attend at the AGM but abstain from voting pursuant to Rule 13.40 of the Listing Rules.

A total of 18 Shareholders and authorized proxies holding 4,149,730,014 Shares, which include 3,958,681,108 A Shares and 191,048,906 H Shares, representing 74.269269% of the total number of Shares of the Company, were present at the AGM.

The AGM was convened by the Board and chaired by Mr. ZHANG Xiaoqiang, the Chairman of the Board of the Company. Directors, Mr. NIE Yuzhong, Mr. GAO Feng, Mr. LI Yingxu, Ms. XIAO Xiang, Mr. CHEN Ruihua, Mr. XIAO Zuhe, Mr. ZHAO Jinguang and Ms. ZHU Qingxiang attended the AGM.

Convening of and the procedures for holding the AGM and the voting procedures at the AGM were in compliance with the requirements of the Company Law of the People’s Republic of China and the Articles of Association.

The poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES AND PERCENTAGE (%)		
		FOR	AGAINST	ABSTAIN
1.	The resolution regarding the report of the board of directors of the Company for 2022;	4,149,634,114 99.997689%	25,900 0.000624%	70,000 0.001687%
2.	The resolution regarding the report of the supervisory committee of the Company for 2022;	4,149,634,114 99.997689%	25,900 0.000624%	70,000 0.001687%
3.	The resolution regarding the final financial report of the Company for 2022;	4,149,634,114 99.997689%	25,900 0.000624%	70,000 0.001687%
4.	The resolution regarding the 2022 profit distribution plan and the declaration of final dividend of the Company;	4,149,704,114 99.999376%	25,900 0.000624%	0 0.000000%
5.	The resolution regarding the re-appointment of the auditor for the year 2023 and the audit fees for the year 2023;	4,149,704,114 99.999376%	25,900 0.000624%	0 0.000000%
6.	The resolution regarding the re-appointment of the internal control auditor for the year 2023 and the internal control audit fees for the year 2023;	4,149,704,114 99.999376%	25,900 0.000624%	0 0.000000%
7.	The resolution regarding the Directors' 2022 annual remuneration;	4,149,704,114 99.999376%	25,900 0.000624%	0 0.000000%
8.	The resolution regarding the supervisors' 2022 annual remuneration;	4,149,704,114 99.999376%	25,900 0.000624%	0 0.000000%
9.	The resolution regarding the adjustment of the cap amounts of the continuing connected transactions under the General Services Agreement for 2023 and 2024.	934,133,036 99.997227%	25,900 0.002773%	0 0.000000%

As more than half of the total number of Shares held by the Shareholders who attended and voted on the relevant resolutions at the AGM were cast in favour of each of the above ordinary resolutions, all the above resolutions were duly passed.

The Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

(2) DISTRIBUTION OF FINAL DIVIDEND

The Board would like to inform the Shareholders of the details in relation to the distribution of final dividend (the “**Final Dividend**”) for 2022.

The Company will distribute the Final Dividend of RMB0.71 per 10 Shares (including tax) to the Shareholders in cash. The Final Dividend will be distributed before 25 August 2023 to the Shareholders whose names appear on the register of members of the Company as at 18 July 2023. As required by the Articles of Association, dividends to the holders of A Shares shall be denominated and paid in RMB whereas dividends to the holders of H Shares shall be denominated in RMB and paid in Hong Kong dollars. The exchange rate for the Final Dividend to be paid in Hong Kong dollars is the average exchange rate of RMB against Hong Kong dollars as announced by the People’s Bank of China within one week immediately preceding the date of the AGM (i.e. the exchange rate of RMB0.919373 = HK\$1.00). Accordingly, the Final Dividend of HK\$0.772265 per 10 H Shares (including tax) will be paid.

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 enterprise income tax at the rate of 10% for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of Final Dividend as enterprise income tax, distribute the Final Dividend 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.

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 Taxation Administration (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 dividends 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.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) of the Final Dividend of H Shares in Hong Kong and will distribute the Final Dividend to the holders of H Shares through the Receiving Agent. The Final Dividend will be paid by the Receiving Agent to the holders of H Shares who are entitled to receive the Final Dividend, and the relevant cheques will be sent by ordinary mail before 25 August 2023 to the holders of H Shares at their own risks.

The Company will make separate arrangement for the distribution of the Final Dividend to the holders of A Shares.

By order of the Board
Qinhuangdao Port Co., Ltd.*
ZHANG Xiaoqiang
Chairman

Qinhuangdao, Hebei Province, the People’s Republic of China
28 June 2023

As at the date of this announcement, the executive Directors of the Company are ZHANG Xiaoqiang, NIE Yuzhong and GAO Feng; 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.

* *For identification purpose only*