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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)

ANNOUNCEMENT

(1) POTENTIAL MAJOR TRANSACTION AND CONNECTED TRANSACTION INVOLVING THE PROPOSED RESTRUCTURING

(2) PROPOSED ISSUANCE OF A SHARES

AND

(3) RESUMPTION OF TRADING IN A SHARES

(1) POTENTIAL MAJOR TRANSACTION AND CONNECTED TRANSACTION INVOLVING THE PROPOSED RESTRUCTURING

On 30 June 2023, the Company entered into (i) the Asset Purchase Agreement I with Rizhao Port Group, pursuant to which, the Company conditionally agreed to purchase 100% equity interests in Oil Company, 50.00% equity interests in Rizhao Shihua and 100% equity interests in Rizhao Gangrong held by Rizhao Port Group; and (ii) the Asset Purchase Agreement II with Yantai Port Group, pursuant to which, the Company conditionally agreed to purchase 67.56% equity interests in Yantai Port, 60.00% equity interests in Laizhou Port, 53.88% equity interests in United Pipeline, 64.91% equity interests in Ganghang Investment and 100% equity interests in Operation Guarantee Company held by Yantai Port Group.

The Company proposed to pay the total consideration for the Proposed Restructuring by way of a combination of issuance of Consideration Shares and cash payments. The final consideration for the Proposed Restructuring will be determined with reference to the appraised value of the Target Assets after arm's length negotiation between the Company and the Transferors and confirmed by way of entering into the Supplemental Agreements which shall be considered and approved by another Board meeting held in due course.

Further announcement(s) will be made by the Company in respect of, among other things, the appraised value of the Target Assets, the final consideration for the Proposed Restructuring and the number of the Consideration Shares to be issued, upon entering into the Supplemental Agreements by the Company and the Transferors in due course in accordance with the applicable laws and regulations.

(2) THE PROPOSED ISSUANCE OF A SHARES TO RAISE ANCILLARY FUNDS

The Company intends to issue New A Shares to no more than 35 (including 35) qualified target subscribers. The total amount of ancillary funds to be raised shall not exceed 100% of the final consideration for the Proposed Restructuring and the number of New A Shares to be issued shall not exceed 30% of the total issued share capital of the Company prior to the completion of the Proposed Transaction. The final number of New A Shares to be issued under the Proposed Issuance of A Shares will be finalized after the Proposed Issuance of A Shares has been consented for registration by the CSRC and based on the results of the price enquiry in accordance with the relevant provisions of *the Measures for the Administration of Registration of Securities Offering by Listed Companies* and other laws and regulations.

The Proposed Issuance of A Shares is conditional on the implementation of the Proposed Restructuring while the Proposed Restructuring is not conditional on the completion of the Proposed Issuance of A Shares.

HONG KONG LISTING RULES IMPLICATIONS

It is expected that the Proposed Restructuring, if implemented and at its maximum, will constitute a major transaction of the Company under the Hong Kong Listing Rules which is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Hong Kong Listing Rules. As the final consideration and certain detailed terms of the Proposed Restructuring have not been finalized, the classification of the Proposed Restructuring under Chapter 14 of the Hong Kong Listing Rules cannot be confirmed. The Company will comply with requirements under Chapter 14 of the Hong Kong Listing Rules when relevant details are finalized.

As at the date of this announcement, Shandong Port Group is an indirect controlling shareholder of the Company and therefore is a connected person of the Company. As each of Rizhao Port Group and Yantai Port Group is a wholly-owned subsidiary of Shandong Port Group, both Rizhao Port Group and Yantai Port Group are associates of Shandong Port Group and are connected persons of the Company pursuant to Chapter 14A of the Hong Kong Listing Rules. Therefore, the Proposed Restructuring, if implemented, will constitute a connected transaction of the Company under the Hong Kong Listing Rules. The Company will comply with requirements under Chapter 14A of the Hong Kong Listing Rules when relevant details are finalized.

Upon the confirmation of the final consideration of the Proposed Restructuring, the Company will enter into the Supplemental Agreement with Rizhao Port Group and Yantai Port Group, respectively. The Company will timely comply with the reporting, announcement and Independent Shareholders' approval requirements (if applicable) under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules.

GENERAL

As at the date of this announcement, the audit and valuation work for the Proposed Restructuring has not been completed. Following the completion of the aforementioned audit and valuation work, the final consideration for the Proposed Restructuring will be confirmed by way of entering into the Supplemental Agreements by the Company and the Transferors and the Company will convene another Board meeting to consider and approve the Supplemental Agreements.

The Consideration Shares and the New A Shares will be allotted and issued pursuant to the Specific Mandate to be granted by the Independent Shareholders at the Shareholders' Meeting. The Board anticipates that the Company will continue to maintain sufficient public float to meet the requirements under the Hong Kong Listing Rules upon completion of the Proposed Transaction.

(3) RESUMPTION OF TRADING IN A SHARES

At the request of the Company, trading in A Shares on the SSE has been suspended from 28 June 2023 as the Proposed Restructuring involves uncertainties. An application has been made by the Company to the SSE for the resumption of trading in A Shares on the SSE from 3 July 2023.

As the implementation of the Proposed Transaction is subject to the satisfaction and/or waiver of the relevant conditions precedent, and may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

I. POTENTIAL MAJOR TRANSACTION AND CONNECTED TRANSACTION INVOLVING THE PROPOSED RESTRUCTURING

1. Introduction

Reference is made to the announcement of the Company dated 27 June 2023, in relation to, among other things, entering into an intent agreement about the potential purchase of the Target Assets.

On 30 June 2023, the Company entered into (i) the Asset Purchase Agreement I with Rizhao Port Group, pursuant to which, the Company conditionally agreed to purchase 100% equity interests in Oil Company, 50.00% equity interests in Rizhao Shihua and 100% equity interests in Rizhao Gangrong held by Rizhao Port Group; and (ii) the Asset Purchase Agreement II with Yantai Port Group, pursuant to which, the Company conditionally agreed to purchase 67.56% equity interests in Yantai Port, 60.00% equity interests in Laizhou Port, 53.88% equity interests in United Pipeline, 64.91% equity interests in Ganghang Investment and 100% equity interests in Operation Guarantee Company held by Yantai Port Group.

The Company proposed to pay the total consideration for the Proposed Restructuring by way of a combination of issuance of Consideration Shares and cash payments. The final consideration for the Proposed Restructuring will be determined with reference to the appraised value of the Target Assets after arm's length negotiation between the Company and the Transferors and confirmed by way of entering into the Supplemental Agreements which shall be considered and approved by another Board meeting held in due course.

Further announcement(s) will be made by the Company in respect of, among other things, the appraised value of the Target Assets, the final consideration for the Proposed Restructuring and the number of the Consideration Shares to be issued, upon entering into the Supplemental Agreements by the Company and the Transferors in due course in accordance with the applicable laws and regulations.

2. Asset Purchase Agreements

The principal terms of the Asset Purchase Agreements are as follows:

Date: 30 June 2023

Parties: Asset Purchase Agreement I:
(1) the Company (as a transferee); and
(2) Rizhao Port Group (as a transferor).

Asset Purchase Agreement II:
(1) the Company (as a transferee); and
(2) Yantai Port Group (as a transferor).

Subject: Asset Purchase Agreement I:
100% equity interests in Oil Company, 50.00% equity interests in Rizhao Shihua and 100% equity interests in Rizhao Gangrong.

Asset Purchase Agreement II:
67.56% equity interests in Yantai Port, 60.00% equity interests in Laizhou Port, 53.88% equity interests in United Pipeline, 64.91% equity interests in Ganghang Investment and 100% equity interests in Operation Guarantee Company.

Consideration and Payment Method: The final consideration of the Target Assets will be determined according to the valuation results with the valuation benchmark date of 31 May 2023 issued by the asset appraisal agency and filed with the competent state-owned assets supervision and administration authorities, and will be confirmed by the Supplemental Agreements to be entered into among the Company and the Transferors.

The Company proposed to pay the total consideration for the Proposed Restructuring will be satisfied by way of a combination of issuance of Consideration Shares and cash payments. Details of the issuance of Consideration Shares are set out in “3. The Preliminary Plan for the Issuance of Consideration Shares under the Proposed Restructuring”.

**Conditions Precedent
for Effectiveness of
the Asset Purchase
Agreements:**

The Asset Purchase Agreements shall come into force on the date on which all the following conditions precedent are fulfilled or satisfied:

- (i) Each of the Asset Purchase Agreements shall be signed and sealed by each party of the Proposed Restructuring (with the official seal of the enterprise's legal person and the signature of its legal representative or authorized representative);
- (ii) the valuation results of the Target Assets shall be filed with the competent state-owned assets supervision and administrative authorities;
- (iii) the Proposed Restructuring shall be approved by the Board and the Shareholders' Meeting;
- (iv) the Proposed Restructuring shall be considered and approved by the competent decision-making body of each of the Transferors;
- (v) the circular in relation to the Proposed Restructuring shall be approved by the Hong Kong Stock Exchange;
- (vi) Shandong SASAC shall approve the Proposed Restructuring;
- (vii) the SSE shall review and approve the Proposed Restructuring;
- (viii) CSRC shall consent to register the Proposed Restructuring; and
- (ix) the Proposed Restructuring shall obtain other necessary approvals or consents required by relevant laws and regulations (if required).

**Attribution of Gains
and Losses for the
Period:**

The transitional period shall be from the acquisition reference date (i.e. 31 May 2023, excluding the day of the acquisition reference date) of the Proposed Restructuring to the Closing Audit Reference Date (including the day of the Closing Audit Reference Date) of the Proposed Restructuring. Each party of the Proposed Restructuring agreed that an audit agency shall conduct a specific audit of the gains and losses of the Target Companies (on a consolidated basis) during the transitional period and issue a specific audit report.

The attribution of gains or losses realized by each of the Target Companies during the transitional period will be specified in the Supplemental Agreement to be entered into by each party of the Proposed Restructuring.

Closing:

After the conditions precedent of the Asset Purchase Agreements are fulfilled, each of the Transferors shall transfer the Target Assets to the Company according to the provisions of the Asset Purchase Agreements, and the Company shall pay the cash consideration to each of the Transferors according to the provisions of the Asset Purchase Agreements and complete the delivery of the Consideration Shares.

Each party of the Proposed Restructuring agreed and confirmed that the rights and risks of each of the Target Assets shall be transferred from the Closing Date. The Company shall become a shareholder of each of the Target Companies since the Closing Date and enjoy the full shareholder's rights of such equity interests, and the risk of each of the Target Assets shall be borne by the Company since the Closing Date.

Within 10 working days after all the conditions precedent stipulated in the Asset Purchase Agreements are fulfilled, each of the Transferors shall cooperate with the Company to sign all the documents required for the transfer of the Target Assets to the Company in accordance with the organizational documents of each of the Target Companies and relevant laws, regulations and regulatory documents, such as the equity transfer agreements, the resolutions of the shareholders meeting and the statements on the waiver of the right of first refusal, and urge each of the Target Companies to submit the equity change registration documents for the Target Assets to the competent administration for market supervision where it is registered, and the corresponding equity change registration procedures should be completed within 10 working days after the application to the competent administration for market supervision at the latest.

Each party of the Proposed Restructuring shall pay the cash consideration and complete the relevant procedures for the issuance of the Consideration Shares within 30 working days after the transfer of the Targets Assets to the Company, including but not limited to the completion of the procedures for the issuance, registration and listing of the Consideration Shares on the SSE and the share registrar and reporting, filing and other relevant procedures with the CSRC and its local offices.

Prior to the Closing Date, each of the Transferors shall transfer the certificates of ownership of assets, business qualifications, assets and business records, financial and accounting records, operating records, operating data, operating statistics, manuals, maintenance manuals, training manuals and other information necessary for the normal operation of the Target Companies or in relation to the Target Assets to the Company.

**Claims and Debts,
Employee Placement
and Other
Arrangements:**

After the completion of the Proposed Restructuring, the claims and debts of each of the Target Companies will continue to be enjoyed and borne by each of the Target Companies. The Transferors should urge each of the Target Companies to take necessary actions to ensure that the Proposed Restructuring will not affect the realization and performance of such claims and debts.

The debts and responsibilities of each of the Target Companies arising after the Closing Date due to events before the Closing Date (except for items that have been disclosed to the Company by the Transferors or the Target Companies, or items that have been reflected in the financial report/audit report of each Target Company shall ultimately be borne by each of the Transferors.

The existing employees of each of the Target Companies will continue to be retained in the Target Companies, and the existing labor relations shall remain unchanged. Each of the Target Companies will continue to assume all responsibilities of such employees, unless otherwise agreed by relevant parties.

3. The Preliminary Plan for the Issuance of Consideration Shares under the Proposed Restructuring

| | |
|--|---|
| Type and Par Value of Consideration Shares to be Issued: | Ordinary shares denominated in RMB (A Shares) with a par value of RMB1.00 per share. The Consideration Shares, when fully paid and issued, will rank <i>pari passu</i> in all respects with the A Shares in issue at the time of the issuance of such Consideration Shares. |
| Method of Issuance: | Issuance to specific targets |
| Specific Mandate on the Issuance of Consideration Shares: | The Company shall issue the Consideration Shares under the Specific Mandate to be sought from the Independent Shareholders at the Shareholders' Meeting. |
| Target Subscribers: | Each of the Transferors |
| Pricing Benchmark Date, Pricing Basis and Issue Price: | The Pricing Benchmark Date of the issuance of Consideration Shares shall be the publication date of the resolution announcement of the first meeting of the Board to consider the Proposed Restructuring by the Company. The issue price shall not be less than 80% of the average trading price of the Company's A shares in 20 Trading Days, 60 Trading Days or 120 Trading Days prior to the Pricing Benchmark Date, and shall not be less than the audited net assets per share attributable to the Shareholders for the most recent financial year (31 December 2022) of the Company. (The average trading price of the Company's A shares in the several Trading Days prior to the Pricing Benchmark Date = the total trading amount of the Company's A shares in the several Trading Days prior to the Pricing Benchmark Date / the total trading number of the Company's A shares in the several Trading Days prior to the Pricing Benchmark Date.) The details are shown in the following table: |

| Calculation range of the Company's A shares average trading price | Average trading price (RMB/Share) | 80% of average trading price (RMB/Share) |
|--|--|---|
| Last 20 Trading Days | 7.19 | 5.76 |
| Last 60 Trading Days | 7.26 | 5.81 |
| Last 120 Trading Days | 6.77 | 5.42 |

The issue price of the Consideration Shares shall be RMB5.77 per share based on the arm's length negotiation between each of the parties of the Proposed Restructuring, which shall not be less than 80% of the average trading price of the Company's A shares in 120 Trading Days and the audited net assets per share attributable to the Shareholders for the most recent financial year (31 December 2022) of the Company.

During the period between the Pricing Benchmark Date and the issuance date of the Consideration Shares, if there are any ex-rights and ex-dividend events of the Company, such as distribution of dividend, issue of bonus share, conversion of capital reserve into share capital or shares allotment, the issue price of the Consideration Shares will be adjusted according to the following formula, and the calculation result will be rounded up to the nearest two decimal places. The issue price adjustment formula is as follows:

In the event of bonus issues or capitalization issues: $P1 = P0 / (1 + n)$;

In the event of shares allotment: $P1 = (P0 + A \times k) / (1 + k)$;

In the event of the above two items simultaneously:

$P1 = (P0 + A \times k) / (1 + n + k)$;

In the event of distribution of cash dividends: $P1 = P0 - D$;

In the event of the above three items simultaneously:

$P1 = (P0 - D + A \times k) / (1 + n + k)$.

Where, “P0” is the issue price of the Consideration Shares before adjustment; “n” is the rate of bonus or rate of capitalization issues; “k” is the rate of shares to be allotted per share; “A” is the price of shares to be allotted per share; “D” is the amount of cash dividends per share; and “P1” is the effective issue price of the Consideration Shares after adjustment.

During the period between the Pricing Benchmark Date and the issuance date of the Consideration Shares, if there are any ex-rights and ex-dividend events of the Company, such as distribution of dividend, issue of bonus share, conversion of capital reserve into share capital or shares allotment, the audited net assets per share attributable to the Shareholders abovementioned will be adjusted accordingly.

**The Number of
Consideration
Shares to be Issued:**

The specific number of the Consideration Shares issued = (the total consideration of the Target Assets – the cash consideration to be paid by the Company) ÷ the issue price per share of the Consideration Shares.

The number of Consideration Shares to be issued to each of the Transferors shall be a whole number and to the nearest single digit. Each of the Transferors shall waive the fraction of the transfer consideration equivalent to less than one share issued by the Company voluntarily. The final number of Consideration Shares issued shall be subject to the documents registered by the CSRC.

During the period from the Pricing Benchmark Date to the date of the issuance of the Consideration Shares, if there are any ex-rights and ex-dividend events of the Company, such as distribution of dividend, issue of bonus share, conversion of capital reserve into share capital or shares allotment, which causes corresponding change of the issue price of the Consideration Shares, the issuance number to be issued will also be adjusted accordingly.

Lock-up Period:

Each of the Transferors shall not transfer the shares of the Company acquired due to the issuance of the Consideration Shares within 36 months from the date of listing of the Consideration Shares in any manner. Where the closing price of the Company's A shares is lower than the issue price of the Consideration Shares for 20 Trading Days consecutively during the 6 months after completion of the issuance of the Consideration Shares or the closing price is lower than the issue price at the end of the 6 months after completion of the issuance of Consideration Shares, the above-mentioned lock-up period will be automatically extended for further 6 months as for the shares subscribed by each of the Transferors. However, transfers permitted under applicable laws, regulations and regulatory documents are not subject to such restrictions.

The above-mentioned lock-up period shall also be applicable to shares, such as issue of bonus share, share capital conversion, acquired by each of the Transferors through the issuance of Consideration Shares after completion of the issuance of the Consideration Shares.

Each party agreed to make corresponding adjustments in accordance with the latest provisions and regulatory opinions of the relevant securities regulatory authorities if the above-mentioned lock-up period undertaking of shares is inconsistent with the latest regulatory opinions of the securities regulatory authorities.

After the expiration of above-mentioned lock-up period, the transfer of the Company's shares acquired by each of the Transferors shall follow the relevant regulations of the CSRC and the SSE.

The shares of the Company held by Qingdao Port Group, the controlling shareholder of the Company, before the Proposed Restructuring shall not be transferred within 18 months after the completion of the issuance of the Consideration Shares. However, transfers permitted under applicable laws are not subject to such restrictions.

After the completion of the Proposed Transaction, the above-mentioned lock-up period shall also be applicable to the Company's shares, such as issue of bonus share, share capital conversion, entitled by Qingdao Port Group due to the Company's shares already held by it before the Proposed Transaction.

Qingdao Port Group agreed to make corresponding adjustments in accordance with the regulatory opinions of the securities regulatory authorities if the above-mentioned lock-up period undertaking of Qingdao Port Group is inconsistent with the latest regulatory opinions of the securities regulatory authorities.

Place of Listing:

The Consideration Shares will be listed on the SSE.

**Arrangements for
Transitional
Period:**

As at the date of this announcement, the audit and valuation work of the Target Assets has not been completed. After the completion of the audit and valuation work, the Company shall negotiate with each of the Transferors to determine the gains or losses of the Target Assets to be enjoyed and borne during the transitional period.

**Arrangements for
Accumulated
Undistributed
Profits:**

Upon completion of the Proposed Restructuring, the accumulated undistributed profits of the Company before the issuance of the Consideration Shares shall be shared by new and existing Shareholders after the issuance of the Consideration Shares in proportion to their respective shareholdings.

4. INFORMATION OF THE PARTIES OF THE PROPOSED RESTRUCTURING AND THE TARGET COMPANIES

Information of the Company

The Company is a primary operator of the Port of Qingdao, one of the world's largest comprehensive ports. The Group and its joint ventures mainly provide handling services of containers, iron ore, coal, crude oil and other goods and port ancillary services. As at the date of this announcement, the de facto controller of the Company is Shandong SASAC.

Information of Rizhao Port Group

Rizhao Port Group is a company established in the PRC with limited liability in February 2004 and a wholly-owned subsidiary of Shandong Port Group. It is principally engaged in port operation, port industry investment, port infrastructure construction, port and shipping ancillary services and other businesses at the port of Rizhao. As at the date of this announcement, the de facto controller of Rizhao Port Group is Shandong SASAC.

Information of Yantai Port Group

Yantai Port Group is a company established in the PRC with limited liability in November 1984 and a wholly-owned subsidiary of Shandong Port Group. It is principally engaged in port operation, domestic and international freight forwarding, import and export agency, import and export of goods, import and export of technology, non-residential real estate leasing, housing leasing, labour services (not including labour dispatch), engineering management services and other businesses at the port of Yantai. As at the date of this announcement, the de facto controller of Yantai Port Group is Shandong SASAC.

Information of Oil Company

Oil Company is a company established in the PRC with limited liability in April 2004 and a wholly-owned subsidiary of Rizhao Port Group. It is principally engaged in the investment, operation and the management of corresponding ancillary facilities of crude oil terminals, providing services of terminal handling, transshipment and storage for crude oil, refined oil, liquid chemicals and other chemicals. As at the date of this announcement, the de facto controller of Oil Company is Shandong SASAC. The total assets and net assets of Oil Company as of 31 December 2022 were RMB5,059.2326 million and RMB2,806.5120 million, respectively.

The unaudited financial data of Oil Company for the two financial years ended 31 December 2022 is as follows:

| | For the year ended 31 December 2022 (RMB0'000) | For the year ended 31 December 2021 (RMB0'000) |
|----------------------------|--|--|
| Net profit before taxation | 19,498.92 | 13,670.90 |
| Net profit after taxation | 14,958.96 | 9,169.81 |

Information of Rizhao Shihua

Rizhao Shihua is a company established in the PRC with limited liability in June 2010 and a joint venture of Rizhao Port Group and Sinomart Development. It is principally engaged in handling business of oil products. As at the date of this announcement, Rizhao Shihua is held as to 50% and 50% equity interests by Rizhao Port Group and Sinomart Development, respectively, and the de facto controller of each of Rizhao Port Group and Sinomart Development is Shandong SASAC and SASAC, respectively. The total assets and net assets of Rizhao Shihua as of 31 December 2022 were RMB2,600.3968 million and RMB2,461.2788 million, respectively.

The unaudited financial data of Rizhao Shihua for the two financial years ended 31 December 2022 is as follows:

| | For the year ended 31 December 2022 (RMB0'000) | For the year ended 31 December 2021 (RMB0'000) |
|----------------------------|--|--|
| Net profit before taxation | 36,074.74 | 37,455.23 |
| Net profit after taxation | 28,518.52 | 29,769.72 |

Information of Rizhao Gangrong

Rizhao Gangrong is a company established in the PRC with limited liability in August 2005 and a wholly-owned subsidiary of Rizhao Port Group. It is principally engaged in port and ship pollution treatment and other port ancillary services through its wholly-owned subsidiary. As at the date of this announcement, the de facto controller of Rizhao Gangrong is Shandong SASAC. The total assets and net assets of Rizhao Gangrong as of 31 December 2022 were RMB231.5553 million and RMB174.5977 million, respectively.

The unaudited financial data of Rizhao Gangrong for the two financial years ended 31 December 2022 is as follows:

| | For the year ended 31 December 2022 (RMB0'000) | For the year ended 31 December 2021 (RMB0'000) |
|-----------------------------------|--|--|
| Net profit/(loss) before taxation | 534.58 | (34.87) |
| Net profit/(loss) after taxation | 530.83 | (37.91) |

Information of Yantai Port

Yantai Port is a joint stock company established in the PRC in December 2009 and a non-wholly owned subsidiary with 67.56% equity interests held by Yantai Port Group. It is principally engaged in handling services of containers, liquid bulk cargo, dry-bulk and break-bulk cargoes, port ancillary services and other services. As at the date of this announcement, the de facto controller of Yantai Port is Shandong SASAC. The total assets and net assets of Yantai Port as of 31 December 2022 were RMB17,880.3681 million and RMB5,089.8125 million, respectively.

The unaudited financial data of Yantai Port for the two financial years ended 31 December 2022 is as follows:

| | For the year ended 31 December 2022 (RMB0'000) | For the year ended 31 December 2021 (RMB0'000) |
|----------------------------------|--|--|
| Net profit before taxation | 20,723.55 | 2,760.29 |
| Net profit/(loss) after taxation | 12,786.17 | (5,870.86) |

Information of Laizhou Port

Laizhou Port is a company established in the PRC with limited liability in December 1991 and a joint venture of Yantai Port Group and China Merchants Port. It is principally engaged in the handling services of dry-bulk and break-bulk cargoes including bauxite, bulk salt and quartz sand, and liquid bulk cargoes including crude oil and refined oil, port ancillary services and other services. As at the date of this announcement, Laizhou Port is held as to 60% and 40% equity interests by Yantai Port Group and China Merchants Port, respectively, and the de facto controller of each of Yantai Port Group and China Merchants Port is Shandong SASAC and SASAC, respectively. The total assets and net assets of Laizhou Port as of 31 December 2022 were RMB2,055.5920 million and RMB1,797.0304 million, respectively.

The unaudited financial data of Laizhou Port for the two financial years ended 31 December 2022 is as follows:

| | For the year ended 31 December 2022 (RMB0'000) | For the year ended 31 December 2021 (RMB0'000) |
|----------------------------|--|--|
| Net profit before taxation | 11,400.09 | 11,541.46 |
| Net profit after taxation | 8,814.92 | 8,343.42 |

Information of United Pipeline

United Pipeline is a company established in the PRC with limited liability in September 2009 and a non-wholly owned subsidiary with 53.88% equity interests held by Yantai Port Group. It is principally engaged in liquid bulk handling, tank storage, pipeline transportation and other services. As at the date of this announcement, the de facto controller of United Pipeline is Shandong SASAC. The total assets and net assets of United Pipeline as of 31 December 2022 were RMB5,840.9437 million and RMB3,503.6928 million, respectively.

The unaudited financial data of United Pipeline for the two financial years ended 31 December 2022 is as follows:

| | For the year ended 31 December 2022 (RMB0'000) | For the year ended 31 December 2021 (RMB0'000) |
|----------------------------|--|--|
| Net profit before taxation | 102,414.51 | 105,476.16 |
| Net profit after taxation | 77,145.33 | 82,363.68 |

Information of Ganghang Investment

Ganghang Investment is a company established in the PRC with limited liability in May 2019 and a non-wholly owned subsidiary with 64.91% equity interests held by Yantai Port Group. It is principally engaged in the leasing service of port assets, leasing the port assets to companies including Yantai Port and other companies. As at the date of this announcement, the de facto controller of Ganghang Investment is Shandong SASAC. The total assets and net assets of Ganghang Investment as of 31 December 2022 were RMB5,917.3925 million and RMB5,442.9542 million, respectively.

The unaudited financial data of Ganghang Investment for the two financial years ended 31 December 2022 is as follows:

| | For the year ended 31 December 2022 (RMB0'000) | For the year ended 31 December 2021 (RMB0'000) |
|----------------------------|--|--|
| Net profit before taxation | 272.25 | 123.73 |
| Net profit after taxation | 179.97 | 92.59 |

Information of Operation Guarantee Company

Operation Guarantee Company is a company established in the PRC with limited liability in March 1998 and a wholly-owned subsidiary of Yantai Port Group. It is principally engaged in port ancillary services, providing water, electricity and other necessary port ancillary services. As at the date of this announcement, the de facto controller of Operation Guarantee Company is Shandong SASAC. The total assets and net assets of Operation Guarantee Company as of 31 December 2022 were RMB254.0056 million and RMB214.1805 million, respectively.

The unaudited financial data of Operation Guarantee Company for the two financial years ended 31 December 2022 is as follows:

| | For the year ended 31 December 2022 (RMB0'000) | For the year ended 31 December 2021 (RMB0'000) |
|----------------------------|--|--|
| Net profit before taxation | 25.29 | 33.36 |
| Net profit after taxation | 18.92 | 31.15 |

II. PROPOSED ISSUANCE OF A SHARES

At the same date, the Board considered and approved the Proposed Issuance of A Shares to raise ancillary funds for the Proposed Restructuring, pursuant to which, the total amount of ancillary funds to be raised shall not exceed 100% of the final consideration for the Proposed Restructuring and the number of the New A Shares to be issued under the Proposed Issuance of A Shares shall not exceed 30% of the total issued share capital of the Company prior to the completion of the Proposed Transaction.

The Proposed Issuance of A Shares is conditional on the implementation of the Proposed Restructuring while the Proposed Restructuring is not conditional on the completion of the Proposed Issuance of A Shares.

In the event of any adjustment to the latest regulatory opinions of the securities regulatory authorities, the Company may adjust the Proposed Issuance of A Shares in accordance with the latest regulatory opinions of the relevant securities regulatory authorities.

The principal items of the Proposed Issuance of A Shares are as follows:

Type and Par Value of Shares to be Issued

Ordinary shares denominated in RMB (A Shares) with a par value of RMB1.00 per share. The New A Shares, when fully paid and issued, will rank *pari passu* in all respects with the A Shares in issue at the time of the issuance of such New A Shares.

Pricing Date, the Pricing Basis and the Issue Price

The Pricing Date of the Proposed Issuance of A Shares is the first day of issuance of the New A Shares.

The issue price of the New A Shares shall not be less than 80% of the average trading price of the Company's A shares in 20 Trading Days prior to the Pricing Date, and shall not be less than the audited net assets per share attributable to the Shareholders for the most recent period of the Company as of the Pricing Date (during the period from the date of audited balance statement for the most recent period as of the Pricing Date to the Pricing Date, if there are any ex-rights and ex-dividend events of the Company, such as distribution of dividend, issue of bonus share, conversion of capital reserve into share capital or shares allotment, the net

assets per share aforesaid will be adjusted accordingly). The average trading price of the Company's A shares in 20 Trading Days prior to the Pricing Date = the total trading amount of the Company's A shares in 20 Trading Days prior to Pricing Date / the total trading number of the Company's A shares in 20 Trading Days prior to the Pricing Date. After the CSRC has consented to register the Proposed Transaction, the final issue price will be determined by the Board or a person authorized by the Board within the Specific Mandate, in accordance with the relevant provisions of the laws, regulations and regulatory documents and based on the price enquiry in consultation with the domestic independent financial adviser of the Proposed Transaction. The aggregate par value of the New A Shares = the specific number of the New A Shares × RMB1.00.

During the period from the Pricing Date of the Proposed Issuance of A Shares to the issuance date of the New A Shares, if there are any ex-rights and ex-dividend events of the Company, such as distribution of dividend, issue of bonus share, conversion of capital reserve into share capital or shares allotment, the issue price of the New A Shares shall be adjusted in accordance with the relevant rules of the CSRC and the SSE.

The net price per New A Share will be disclosed in due course.

**Method of Issuance,
Target Subscribers and
Method of Subscription**

The Proposed Issuance of A Shares will be conducted to no more than 35 target subscribers (including 35) who are qualified under the laws and regulations, including securities investment fund management companies, securities companies, finance companies, insurance institutional investors, trust companies, qualified foreign institutional investors, RMB qualified foreign institutional investors and other qualified investors, etc. that comply with the provisions of the CSRC. All the target subscribers will subscribe for the New A Shares in cash at the same price.

The Total Amount of Ancillary Funds to be Raised and the Number of the New A Shares to be issued

The total amount of ancillary funds to be raised shall not exceed 100% of the total consideration of the Proposed Restructuring and the number of the New A Shares to be issued shall not exceed 30% of the total issued share capital of the Company prior to the completion of the Proposed Issuance of A Shares. The final issuance number of the New A Shares will be finalized after the Proposed Issuance of A Shares has been consented for registration by the CSRC and based on the results of the price enquiry in accordance with the relevant provisions of *the Measures for the Administration of Registration of Securities Offering by Listed Companies* and other laws and regulations.

During the period from the Pricing Date of the Proposed Issuance of A Shares to the issuance date of the New A Shares, if there are any ex-rights and ex-dividend events of the Company, such as distribution of dividend, issue of bonus share, conversion of capital reserve into share capital or shares allotment, which causes the change of the issue price of the New A Shares, the number of the New A Shares will be adjusted in accordance with it.

Lock-up Period

The target subscribers under the Proposed Issuance of A Shares shall not transfer the New A Shares within six months from the date of listing of the New A Shares.

During the above-mentioned lock-up period, the increased shareholding of the Company acquired by the target subscribers under the Proposed Issuance of A Shares as a result of issue of bonus share or share capital conversion is also subject to the above-mentioned lock-up period.

If the above-mentioned lock-up period arrangement is inconsistent with the latest provisions or regulatory opinions of the securities regulatory authorities, it shall make relevant adjustments in accordance with the latest provisions and regulatory opinions of the relevant securities regulatory authorities.

After the above-mentioned lock-up period, the transfer of the Company's A shares subscribed by the target subscribers under the Proposed Issuance of A Shares shall follow the relevant regulations of the CSRC and the SSE.

Place of Listing

The New A Shares will be listed on the SSE.

Use of Proceeds to be Raised

The proceeds to be raised from the Proposed Issuance of A Shares are intended to be used to (i) pay the cash consideration, relevant taxes, intermediary fees of the Proposed Restructuring; and (ii) replenish the Company's working capital, the proportion of which to be used to replenish the Company's working capital shall not exceed 25% of the total consideration for the Proposed Restructuring or 50% of the total amount of proceeds to be raised from the Proposed Issuance of A Shares. Further announcement(s) will be made by the Company in respect of the specific use and allocation of the proceeds to be raised.

In the event of any adjustment to the latest regulatory opinions of the securities regulatory authorities, the Company shall make relevant adjustments relating to the Proposed Issuance of A Shares in accordance with the latest regulatory opinions of the relevant securities regulatory authorities.

If the Proposed Issuance of A Shares does not implement successfully or the proceeds to be raised is less than the proposed amount of the use of proceeds to be raised, the Company will address the shortfall through its own or self-financing funds, at which time the Company will make appropriate adjustments as to the investment order, allocation amount and specific using methods of proceeds based on the proceeds actually raised and the use of the proceeds.

Arrangements for Accumulated Undistributed Profits

The undistributed profits, if any, reflected in the financial statements of the Company upon completion of the Proposed Issuance of A Shares will be shared by the new and existing shareholders of the Company upon completion of Proposed Issuance of A Shares in proportion to their shareholdings.

**Specific Mandate for the
Proposed Issuance of A
Shares**

The Company will issue the New A Shares under the Specific Mandate to be sought from the Independent Shareholders at the Shareholders' Meeting.

III. REASONS AND BENEFITS OF THE PROPOSED TRANSACTION

The Proposed Restructuring

There is a certain degree of horizontal competition in the main business between the Company and Rizhao Port Group, Yantai Port Group and other subsidiaries controlled by Shandong Port Group. According to *The Letter of Undertaking of Shandong Port Group Co., Ltd. on the Avoidance of Horizontal Competition* made by Shandong Port Group on 27 January 2022, within 5 years from the date of the gratuitous transfer of 51% equity interests of Qingdao Port Group from the State-owned Assets Supervision and Administration Commission of Qingdao Municipal People's Government to Shandong Port Group, all reasonable efforts shall be made to resolve the conflicts of Shandong Port Group conducting the same or similar business to those of the Company.

The Proposed Restructuring is not only conducive to solving horizontal competition, but also inject the high-quality assets of ports of Rizhao Port Group and Yantai Port Group into the Company, which will promote the transformation of the Company into a Shandong provincial-level port operation platform and promote the scale, intensification and collaborative development of the Company's main business. The Proposed Restructuring is conducive to enhancing the comprehensive competitiveness and the corporate value of the Company.

The Board (including independent non-executive directors of the Company) is of the view that the Asset Purchase Agreements are fair and reasonable, are on normal or better commercial terms, and are in the interests of the Company and Shareholders as a whole.

The Proposed Issuance of A Shares

The proceeds to be raised from the Proposed Issuance of A Shares are intended to be used to (i) pay the cash consideration, relevant taxes, intermediary fees of the Proposed Restructuring; and (ii) replenish the working capital of the Company, which would improve the overall financial position and facilitate the future development of the Group.

IV. IMPACT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the audit results and valuation work of the Target Assets have not been completed and the final consideration of the Proposed Restructuring has not to be determined, thus the number of Consideration Shares and the New A Shares to be issued have not been determined. The impact on the shareholding structure of the Company will be set out in further announcement(s) of the Company.

No change to the control over the Company is expected to occur before and after the Proposed Transaction.

V. FINANCIAL IMPACT OF THE PROPOSED TRANSACTION

Upon completion of the Proposed Restructuring, each of Oil Company, Rizhao Gangrong, Yantai Port, United Pipeline, Ganghang Investment and Operation Guarantee Company will become a subsidiary of the Company and its financial statements will be consolidated into the financial statements of the Group. Laizhou Port and Rizhao Shihua will become joint ventures of the Company.

VI. HONG KONG LISTING RULES IMPLICATIONS

It is expected that the Proposed Restructuring, if implemented and at its maximum, will constitute a major transaction of the Company under the Hong Kong Listing Rules which is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Hong Kong Listing Rules. As the final consideration and certain detailed terms of the Proposed Restructuring have not been finalized, the classification of the Proposed Restructuring under Chapter 14 of the Hong Kong Listing Rules cannot be confirmed. The Company will comply with requirements under Chapter 14 of the Hong Kong Listing Rules when relevant details are finalized.

As at the date of this announcement, Shandong Port Group is an indirect controlling shareholder of the Company and therefore is a connected person of the Company. As each of Rizhao Port Group and Yantai Port Group is a wholly-owned subsidiary of Shandong Port Group, both Rizhao Port Group and Yantai Port Group are associates of Shandong Port Group and are connected persons of the Company pursuant to Chapter 14A of the Hong Kong Listing Rules. Therefore, the Proposed Restructuring, if implemented, will constitute a connected transaction of the Company under the Hong Kong Listing Rules. The Company will comply with requirements under Chapter 14A of the Hong Kong Listing Rules when relevant details are finalized.

Upon the confirmation of the final consideration of the Proposed Restructuring, the Company will enter into the Supplemental Agreement with Rizhao Port Group and Yantai Port Group, respectively. The Company will timely comply with the reporting, announcement and Independent Shareholders' approval requirements (if applicable) under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules.

Each of Mr. SU Jianguang, Mr. LI Wucheng, Mr. ZHANG Baohua, Ms. WANG Fuling and Mr. XUE Baolong has abstained from voting on the relevant board resolutions in respect of the Proposed Transaction to be considered and approved, due to the potential conflict of interests as a result of his/her directorships or positions in Shandong Port Group and/or certain subsidiaries of Shandong Port Group pursuant to Rule 13.44 of the Hong Kong Listing Rules. Save as disclosed above, none of the Directors attending the Board meeting has a material interest in or is required to abstain from voting on the relevant resolutions.

VII. FUND-RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not conducted any fund-raising activities during the period of 12 months preceding the date of this announcement.

GENERAL

As at the date of this announcement, the audit and valuation work for the Proposed Restructuring has not been completed. Following the completion of the aforementioned audit and valuation work, the final consideration for the Proposed Restructuring will be confirmed by way of entering into the Supplemental Agreements by the Company and the Transferors and the Company will convene another Board meeting to consider and approve the Supplemental Agreements.

The Consideration Shares and the New A Shares will be allotted and issued pursuant to the Specific Mandate to be granted by the Independent Shareholders at the Shareholders' Meeting. The Board anticipates that the Company will continue to maintain sufficient public float to meet the requirements under the Hong Kong Listing Rules upon completion of the Proposed Transaction.

RESUMPTION OF TRADING IN A SHARES

At the request of the Company, trading in A Shares on the SSE has been suspended from 28 June 2023 as the Proposed Restructuring involves uncertainties. An application has been made by the Company to the SSE for the resumption of trading in A Shares on the SSE from 3 July 2023.

As the implementation of the Proposed Transaction is subject to the satisfaction and/or waiver of the relevant conditions precedent, and may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms and expressions have the following meanings set forth below:

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| “A Share(s)” | share(s) with a nominal value of RMB1.00 each issued by the Company which are listed on the main board of the SSE and traded in RMB (stock code: 601298) |
| “Asset Purchase Agreements” | Asset Purchase Agreement I and Asset Purchase Agreement II |
| “Asset Purchase Agreement I” | the asset purchase agreement entered between the Company and Rizhao Port Group dated 30 June 2023 in relation to the proposed acquisition of Target Asset I by issuance of Consideration Shares and cash payments by the Company |
| “Asset Purchase Agreement II” | the asset purchase agreement entered between the Company and Yantai Port Group dated 30 June 2023 in relation to the proposed acquisition of Target Asset II by issuance of Consideration Shares and cash payments by the Company |
| “Board” | the board of Directors |
| “China Merchants Port” | China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 001872) |
| “Closing Audit Reference Date” | the last date of the previous month if the Closing Date is before the 15th of the month (including the 15th day of the month), or the last date of the month if the Closing Date is after the 15th of the month (excluding the 15th day of the month) |

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| “Closing Date” | unless otherwise agreed by relevant parties, the closing date shall be the last date of the month on which the conditions precedent to the Asset Purchase Agreements are fulfilled or the date when all the Target Assets are transferred to the Company, whichever is earlier |
| “Company” | Qingdao Port International Co., Ltd. (青島港國際股份有限公司), a joint stock company incorporated in the PRC with limited liability on 15 November 2013 |
| “Consideration Shares” | New A Shares to be issued by the Company to Rizhao Port Group and Yantai Port Group (as the case maybe) under the Asset Purchase Agreements as part of the total consideration of Target Assets |
| “CSRC” | China Securities Regulatory Commission (中國證券監督管理委員會) |
| “Director(s)” | the director(s) of the Company |
| “Ganghang Investment” | Yantai Ganghang Investment Development Co., Ltd. (煙台港航投資發展有限公司), a company established in the PRC with limited liability on 8 May 2019 and a non-wholly owned subsidiary with 64.91% equity interests held by Yantai Port Group |
| “Group” | the Company together with its branches and subsidiaries |
| “H Share(s)” | 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 the Hong Kong Stock Exchange (stock code: 06198) and are traded in Hong Kong dollars |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |

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| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Independent Shareholders” | Shareholders other than (i) Qingdao Port Group and its associates; (ii) who became a shareholder of the Company pursuant to the Proposed Restructuring; and (iii) who are interested in or involved in the Proposed Transaction (if any) |
| “Laizhou Port” | Yantai Port Group Laizhou Port Co., Ltd. (煙台港集團萊州港有限公司), a company established in the PRC with limited liability on 28 December 1991 and a joint venture of Yantai Port Group and China Merchants Port |
| “New A Shares” | A shares of the Company to be issued under the Proposed Issuance of A Shares |
| “Oil Company” | Rizhao Port Oil Terminal Co., Ltd. (日照港油品碼頭有限公司), a company established in the PRC with limited liability on 29 April 2004 and a wholly-owned subsidiary of the Rizhao Port Group |
| “Operation Guarantee Company” | Yantai Port Operation Guarantee Co., Ltd. (煙台港運營保障有限公司), a company established in the PRC with limited liability on 25 March 1998 and a wholly-owned subsidiary of Yantai Port Group |
| “PRC” | the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan |
| “Pricing Benchmark Date” | the pricing benchmark date of the issuance of Consideration Shares, which is the publication date of the resolution announcement of the first meeting of the Board to consider and approve the Proposed Restructuring, i.e. 1 July 2023 by the Company |

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| “Pricing Date” | the pricing benchmark date of the Proposed Issuance of A Shares, which is the first day of issuance of the New A Shares |
| “Proposed Issuance of A Shares” | the proposed issuance of the New A Shares by the Company to no more than 35 (including 35) qualified target subscribers under relevant PRC laws and regulations |
| “Proposed Restructuring” | the purchase of the Target Assets by the Company by way of issuance of Consideration Shares and cash payments under the Asset Purchase Agreements |
| “Proposed Transaction” | Proposed Restructuring and Proposed Issuance of A Shares |
| “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 established on 12 August 1988 in the PRC with limited liability, the controlling shareholder of the Company, directly and indirectly holding approximately 55.77% equity interests in the Company as at the date of this announcement |
| “Rizhao Gangrong” | Rizhao Gangrong Port Co., Ltd. (日照港融港口服務有限公司), a company established in the PRC with limited liability on 29 August 2005 and a wholly-owned subsidiary of the Rizhao Port Group |
| “Rizhao Port Group” | Shandong Port Rizhao Port Group Co., Ltd.(山東港口日照港集團有限公司), a company established in the PRC with limited liability on 24 February 2004 and a wholly-owned subsidiary of Shandong Port Group |
| “Rizhao Shihua” | Rizhao Shihua Crude Oil Terminal Co., Ltd. (日照實華原油碼頭有限公司), a company established in the PRC with limited liability on 28 June 2010 and a joint venture of Rizhao Port Group and Sinomart Development |
| “RMB” | Renminbi, the lawful currency of PRC |

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| “SASAC” | the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會) |
| “Shandong Port Group” | Shandong Port Group Co., Ltd. (山東省港口集團有限公司), a company established on 2 August 2019 in the PRC with limited liability, holding 100% equity interests in Qingdao Port Group as at the date of this announcement |
| “Shandong SASAC” | the State-owned Assets Supervision and Administration Commission of the People’s Government of Shandong Province (山東省人民政府國有資產監督管理委員會) |
| “Share(s)” | A Share(s) and H Share(s) |
| “Shareholder(s)” | the shareholder(s) of the Company |
| “Shareholders’ Meeting” | the general meeting and (if applicable) class meetings of the Shareholders held by the Company to consider and approve, among other things, (i) the Proposed Restructuring; (ii) the Proposed Issuance of A Shares; and (iii) the Specific Mandate |
| “Sinomart Development” | Sinomart KTS Development Limited (經貿冠德發展有限公司) |
| “Specific Mandate” | the specific mandate to be sought from the Independent Shareholders at the Shareholders’ Meeting to issue (i) the Consideration Shares under the Asset Purchase Agreements; and (ii) the New A Shares under the Proposed Issuance of A Shares |
| “SSE” | the Shanghai Stock Exchange |
| “Supplemental Agreement(s)” | the supplemental agreements to be entered into between the Company and the Transferors for the purpose of confirming the final consideration and other specific terms for the Proposed Restructuring |

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| “Target Assets” | Target Asset I and Target Asset II |
| “Target Asset I” | 100% equity interests in Oil Company, 50.00% equity interests in Rizhao Shihua and 100% equity interests in Rizhao Gangrong held by Rizhao Port Group |
| “Target Asset II” | 67.56% equity interests in Yantai Port, 60.00% equity interests in Laizhou Port, 53.88% equity interests in United Pipeline, 64.91% equity interests in Ganghang Investment and 100% equity interests in Operation Guarantee Company held by Yantai Port Group |
| “Target Companies” | Oil Company, Rizhao Shihua, Rizhao Gangrong, Yantai Port, Laizhou Port, United Pipeline, Ganghang Investment and Operation Guarantee Company |
| “Trading Day(s)” | a day(s) on which the SSE is open for dealing or trading in securities |
| “Transferors” | Rizhao Port Group and Yantai Port Group, which are the existing shareholders of the Target Companies |
| “United Pipeline” | Shandong United Energy Pipeline Transportation Co., Ltd. (山東聯合能源管道輸送有限公司), a company established in the PRC with limited liability on 10 September 2009 and a non-wholly owned subsidiary with 53.88% equity interests held by Yantai Port Group |
| “Yantai Port” | Yantai Port Co., Ltd. (煙台港股份有限公司), a joint stock company established in the PRC with limited liability on 31 December 2009 and a non-wholly owned subsidiary with 67.56% equity interests held by Yantai Port Group |
| “Yantai Port Group” | Shandong Port Yantai Port Group Co., Ltd. (山東港口煙台港集團有限公司), a company established in the PRC with limited liability on 27 November 1984 and a wholly-owned subsidiary of Shandong Port Group |
| “%” | percent |

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

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

Qingdao, the PRC, 30 June 2023

As at the date of this announcement, the executive Directors 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.