

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



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)

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 2023 (the “**AGM**”) will be held at Chengshan Ruijing Hotel, No. 442 Huanhai Road, Chengshan Town, Rongcheng, Weihai, Shandong Province, the PRC on Thursday, 6 June 2024 at 9:00 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 14 May 2024 (the “**Circular**”). The Shareholders and potential investors should refer to the Circular for further details of the resolutions below.

AS SPECIAL RESOLUTIONS

1. Resolution in relation to the general mandate to issue the Shares by the Company
2. Resolution in relation to the general mandate to issue domestic and foreign debt financing instruments by the Company
3. Resolution in relation to the amendments to the rules of procedures for the Board of Qingdao Port International Co., Ltd.

AS ORDINARY RESOLUTIONS

4. Resolution in relation to the annual report of the Company for the year 2023
5. Resolution in relation to the work report of the Board of the Company for the year 2023
6. Resolution in relation to the work report of the Supervisory Committee of the Company for the year 2023
7. Resolution in relation to the audited report of final accounts of the Company for the year 2023

8. Resolution in relation to the profit distribution plan of the Company for the year 2023
9. Resolution in relation to the remunerations of the Directors of the Company for the year 2023
10. Resolution in relation to the remunerations of the Supervisors of the Company for the year 2023
11. Resolution in relation to the remuneration plan of the Directors of the Company
12. Resolution in relation to the remuneration plan of the Supervisors of the Company
13. Resolution in relation to the amendments to the working system for independent Directors of Qingdao Port International Co., Ltd.
14. Resolution in relation to the formulation of the rules of selection and engagement of accounting firms of Qingdao Port International Co., Ltd.
15. Resolution in relation to the appointment of accounting firm of the Company for the year 2024
16. Resolution in relation to the election of non-employee representative Director of the fourth session of the board of the Company
17. Resolution in relation to the election of non-employee representative Supervisors of the fourth session of the Supervisory Committee of the Company:

17.01 YUAN Qing

17.02 LOU Gang

In addition to considering 17 resolutions mentioned above, the annual work report of the independent non-executive Directors for 2023 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, 14 May 2024

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 Monday, 3 June 2024 to Thursday, 6 June 2024 (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 Thursday, 6 June 2024 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 Friday, 31 May 2024 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 stand. 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 9:00 a.m. on Wednesday, 5 June 2024) (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. CUMULATIVE VOTING RESOLUTION

- (1) In relation to Resolution No. 17, each H Share held by a Shareholder of H Shares will have the same number of voting rights which equals to the number of Supervisors to be elected. For instance, if a Shareholder of H Share holds 1 million H Shares and two Supervisors will be elected at this election, the aggregate number of votes which the Shareholder of H Shares will have 2 million (i.e. 1 million H Shares x 2 = 2 million H Shares) regarding Resolution No. 17.
- (2) Please note that the Shareholder of H Shares may cast its/his/her votes which equal to the number of H Shares on every Supervisor candidate; the Shareholder of H Shares may also cast all its/his/her votes which represent the total number of H Shares held by the Shareholder of H Shares multiplied by the total number of Supervisors to be elected on one candidate; or cast its/his/her votes which represent the total or part of number of H Shares held by the Shareholder of H Shares multiplied by the total number of Supervisors to be elected on certain candidates. Cumulative vote resolution does not set "Against" votes or "Abstain" votes.

For example, if a Shareholder of H Shares holds 1 million H Shares, the number of its/his/her votes regarding Resolution No. 17 is 2 million. The Shareholder of H Shares may choose to cast 2 million votes equally amongst the two Supervisor candidates, or to cast all its/his/her votes on one single candidate, or to cast 1.5 million votes on Supervisor candidate A and to cast 0.5 million votes on Supervisor candidate B or etc.

- (3) When the total votes, represented by the H Shares held by the Shareholder of H Shares multiplied by the number of Supervisors to be elected, are used up after voting for one candidate, the Shareholder of H Shares will no longer have votes for another Supervisor candidate, i.e. the total number of its/his/her votes cast on Supervisor candidates shall not exceed the aggregate number of votes to which the Shareholder of H Shares is entitled.
- (4) **Please take special note that if the total votes cast by the Shareholder of H Shares for one Supervisor candidate exceed the number of votes to which the Shareholder of H Shares is entitled, all the votes cast will be void. If the total votes cast by the Shareholder of H Shares for two Supervisor candidates are less than the number of votes to which the Shareholder of H Shares is entitled, the votes are valid and the remaining votes will be regarded as abstention votes.**

For example, if a Shareholder of H Shares holds 1 million H Shares, the number of votes which the Shareholder of H Shares will have regarding Resolution No. 17 is 2 million: (a) if the Shareholder of H Shares cast 2 million votes all on one Supervisor candidate, the Shareholder of H Share has used up all the votes to which it/he/she is entitled, which results in the Shareholder of H Shares having no votes for the other candidate. Should the Shareholder of H Shares cast the votes other than “0” on the other Supervisor candidate, all the votes on Resolution No. 17 will be void; or (b) if the Shareholder of H Shares cast 1 million votes on Supervisor candidate A and 0.5 million votes on Supervisor candidate B, 1.5 million votes cast by the Shareholder of H Shares are valid and the remaining 0.5 million votes will be regarded as abstention votes.

- (5) Where the number of affirmative votes obtained by a particular Supervisor candidate are more than two-thirds of the total number of H Shares with voting rights held by all Shareholders of H Shares (including proxies) attending the AGM, such candidate will be elected. Where the number of elected Supervisors in the first round of cumulative voting is less than the number of Supervisors as stipulated in the Articles of Association, new rounds of voting are required to be held for election of those Supervisors who do not have enough votes. The authorised proxies are entitled to vote on their own discretions in the second round of voting for election.
- (6) When holding a new round of voting for Supervisor election in accordance with (5) above, the number of cumulative votes of Shareholders of H Shares shall be recounted based on the number of Supervisor candidates to be elected in each round of election.

Shareholders of H Shares shall only vote in accordance with the limitation of number of votes in the group of Resolution No. 17. Shareholders of H Shares may cast their votes at their own discretions for one candidate or for more than one candidate in any combination.

6. 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 are Mr. SU Jianguang and Mr. ZHANG Baohua; the non-executive Directors are Mr. LI Wucheng, Mr. ZHU Tao and Ms. WANG Fuling; and the independent non-executive Directors are Ms. LI Yan, Mr. JIANG Min and Mr. LAI Kwok Ho.