



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: 3369)

Form of Proxy for use by Shareholders at the extraordinary general meeting to be held on Friday, 20 December 2019 (or any adjournment thereof)

Number of Shares to which this proxy relates ^(Note 1)	
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I/We^(Note 2) _____

of _____

being the registered holder(s) of _____

H Share(s)^(Note 3) of RMB1.00 each in the share capital of Qinhuangdao Port Co., Ltd.* (the "Company") hereby appoint the chairman of the meeting or^(Note 4) _____

of _____

as my/our proxy to attend and act for me/us on my/our behalf at the 2019 first extraordinary general meeting (the "EGM") to be held at Qinhuangdao Sea View Kaiyuan Hotel, 25 Donggang Road, Haigang District, Qinhuangdao, Hebei Province, the People's Republic of China (the "PRC") on Friday, 20 December 2019 at 11:00 a.m. or at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of convening the EGM dated 4 November 2019 and to vote for me/us and in my/our name(s) at the EGM or any adjournment thereof in respect of the resolutions according to the instructions set out below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	The resolution regarding the provision for costs on employees who leave their posts and wait for retirement.			
SPECIAL RESOLUTION				
2.	The resolution regarding the amendments to the Articles of Association.			

Dated this _____ day of _____ 2019 Signature^(Note 8) _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in BLOCK LETTERS.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the chairman of the EGM of the Company is preferred, please strike out the words "the chairman of the EGM or" and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
- Important: Please indicate with a "√" in the appropriate box under the column marked "For", "Against" or "Abstain". Failure to tick the box will entitle your proxy to cast your vote at his/her discretion. The proxy is also entitled to vote at his/her discretion on any other resolutions duly submitted to the EGM. Any abstain vote or waiver to vote shall be regarded as voting rights for the purpose of calculating the result of that resolution.**
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered, for the holders of H Shares of the Company, to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof) or not less than 24 hours before the time appointed for taking the poll.
- In the case of joint holders of shares of the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the EGM in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote. In the event that a shareholder appoints more than one proxy to attend the EGM, such proxies may only exercise their voting rights in a poll.

* For identification purpose only