

XINGHUA PORT HOLDINGS LTD.

(Incorporated in the Republic of Singapore with limited liability)

This FAQ list is prepared using mainly the Composite Document, dated 26 August 2020, and the Form of Acceptance and Transfer prepared by the Offeror and the Company.

Unless otherwise expressly stated or the context otherwise requires, terms defined in the Composite Document and the Form of Acceptance but not specifically defined herein shall have the same meanings when used in this FAQ. This FAQ list should be read together with the Composite Document and Form of Acceptance and Transfer.

The Offer

1) Summary of principal terms of the Offer

- The Offeror is Zhuhai Port (Hong Kong) Co., Limited, a wholly-owned subsidiary of Zhuhai Port Co., Ltd. (a Shenzhen-listed company).
- The Voluntary Conditional General Cash Offer is for the complete acquisition of all issued shares of Xinghua Port Holdings Ltd. at **HK\$2.597** per share.
- On the basis that there are 814,412,028 Offer Shares subject to the Offer, the total issued share capital of the Company is valued at **HK\$2,115,028,036.716** (or equivalent to about **RMB1.91 billion**).
- The Offer is subject to the only Condition that valid acceptances of the Offer being received by 4:00 p.m. on the Offer's Closing Date in respect of such number of Offer Shares which would result in the Offeror holding at least 90% of the Offer Shares.
- The Condition is not waivable. If the Condition cannot be fulfilled by the Closing Date, the Offer will lapse.
- The Offer Shares to be acquired under the Offer shall be fully paid and be free from all liens, charges, encumbrances, rights of pre-emption and any other third-party rights and interests of any nature.
- Upon the release of the Composite Document (with the principal terms set out), the Offeror will not be allowed to increase the Offer Price.

2) When this Offer was first made known to the Shareholders?

- A joint announcement was issued on 29 July 2020 by the Offeror and the Company announcing that Essence International Securities (Hong Kong) Limited, on behalf of the Offeror, intended to make a voluntary conditional general cash offer to acquire all of the Offer Shares.

3) When can I expect the offer document?

- It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document in accordance with the Takeovers Code.

- The Composite Document will contain, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Offer Shareholders; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee, together with the relevant Form of Acceptance and Transfer.
 - The Composite Document, together with the Form of Acceptance and Transfer, is despatched to all registered Shareholders on 26 August 2020.
 - The Composite Document and the Form of Acceptance and Transfer are also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.xinghuaport.com.
- 4) What is the closing date for Shareholders to accept the Offer?
- The timetable of the Offer is included in the Composite Document.
 - As a guide for now, the First Closing Date of the Offer will be at 4:00 p.m. on 16 September 2020.
- 5) What is the meaning of “compulsory acquisition”?
- Pursuant to Section 215(1) of the Singapore Companies Act, in the event that the Offeror receives valid acceptances pursuant to the Offer in respect of not less than 90% of the Offer Shares, the Offeror will be entitled to compulsorily acquire all the remaining Offer Shares from the registered Shareholders who have not accepted the Offer on the same terms as those offered under the Offer.

Action required of Shareholders

- 6) What is the action required of Shareholders?
- Shareholders have to decide if they wish to accept the Offer or not.
 - Please refer to the FAQ – Acceptance Procedures, which is the FAQ prepared to guide Shareholders on the action required of them.
 - Shareholders should note that should the Offer becomes unconditional, meaning that the Offeror has secured valid acceptances of not less than 90% of the Offer Shares before the First Closing Date or the Final Closing Date, the Offeror will be entitled to compulsorily acquire all the remaining Offer Shares from the registered Shareholders who have not accepted the Offer on the same terms as those offered under the Offer.

Key Dates

7) Deadline for acceptance of the Offer?

- The timetable of the Offer is included in the Composite Document.
- As a guide for now, the First Closing Date of the Offer will be at 4:00 p.m. on 16 September 2020.

8) When will results of the Offer be announced?

- As a guide for now, the results of the Offer as at the First Closing Date will be announced no later than 7.00 p.m. on 16 September 2020.

9) When is the Final Closing Date (assuming the Offer becomes or is declared unconditional on the first Closing Date)?

- As a guide for now, the latest time and date by which the Offer can become or be declared unconditional as to acceptances will be at 7.00 p.m. on 27 October 2020.

Key Contact Details

1) Xinghua Port Holdings Ltd. (the “Company”)

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Singapore 038987
(By Appointments Only)

Email address: comms@xinghuaport.com

2) The Company’s Hong Kong Share Registrar

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F.
148 Electric Road
North Point
Hong Kong

(Monday – Friday, 9:00 AM – 4:30 PM)
(Closed on Saturdays, Sundays and Public Holidays)

Email address: srinfo.hk@boardroomlimited.com
Hotline: (852) 2153 1688

3) Boardroom Share Registrars (HK) Limited’s appointed collection agent in Singapore - Boardroom Corporate & Advisory Services Pte. Limited for Xinghua’s shareholders to submit Acceptance for this Offer

Boardroom Corporate & Advisory Services Pte. Ltd
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

(Monday – Friday, 9:00 AM – 4:30 PM)
(Closed on Saturdays, Sundays and Public Holidays)

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