

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Ocean Line Port Development Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# **遠航港口發展有限公司**

**OCEAN LINE PORT DEVELOPMENT LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8502)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ALLOT AND ISSUE NEW SHARES AND  
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the annual general meeting of the Company to be held at Suite 2101, 21/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Tuesday, 28 May 2019 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of publication and on the Company’s website at [www.oceanlineport.com](http://www.oceanlineport.com).*

28 March 2019

## **CHARACTERISTICS OF GEM**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Suite 2101, 21/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Tuesday, 28 May 2019 at 11:00 a.m., to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors
“Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Ocean Line Port Development Limited (遠航港口發展有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 30 October 2017 and the issued Shares of which are listed on GEM (stock code: 8502)
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
“General Mandate”	the general mandate and unconditional proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 March 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

## DEFINITIONS

“Listing Date”	10 July 2018, the date on which the issued Shares were first listed and from which dealings therein are permitted to take place on GEM
“PRC”	the People’s Republic of China excluding for the purpose of this circular, Hong Kong, Macao Special Administrative Region and Taiwan
“Registrar”	Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares on the Stock Exchange up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.



# 遠航港口發展有限公司

OCEAN LINE PORT DEVELOPMENT LIMITED

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8502)**

*Executive Directors:*

Mr. Kwai Sze Hoi  
Mr. Huang Xueliang

*Non-executive Director:*

Ms. Cheung Wai Fung

*Independent non-executive Directors:*

Mr. Nie Rui  
Mr. Wong Chin Hung  
Dr. Li Weidong

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of business*

*Hong Kong:*  
Room 2715-16, 27/F.  
Hong Kong Plaza  
188 Connaught Road West  
Hong Kong

28 March 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ALLOT AND ISSUE NEW SHARES AND  
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors and the notice of AGM.

## LETTER FROM THE BOARD

### GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights issue or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the number of issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 800,000,000 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 160,000,000 Shares.

#### Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation

## LETTER FROM THE BOARD

or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **RE-ELECTION OF DIRECTORS**

According to Article 83(3), any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 83(3), all the Directors, namely, Mr. Kwai Sze Hoi, Mr. Huang Xueliang, Ms. Cheung Wai Fung, Mr. Nie Rui, Mr. Wong Chin Hung and Dr. Li Weidong will offer himself/herself for re-election as an executive/non-executive/independent non-executive Director (as the case may be).

At the AGM, ordinary resolution will be proposed to re-elect each of Mr. Kwai Sze Hoi, Mr. Huang Xueliang, Ms. Cheung Wai Fung, Mr. Nie Rui, Mr. Wong Chin Hung and Dr. Li Weidong as an executive/non-executive/independent non-executive Director (as the case may be).

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **AGM**

A notice convening the AGM to be held at Suite 2101, 21/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Tuesday, 28 May 2019 at 11:00 a.m. is set out on pages 18 to 22 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.



## LETTER FROM THE BOARD

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate), the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board of  
**Ocean Line Port Development Limited**  
**Kwai Sze Hoi**  
*Chairman and executive Director*

*This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.*

*This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:*

### **1. NUMBER OF SHARES WHICH MAY BE REPURCHASED**

Exercise in full of the Repurchase Mandate, on the basis of 800,000,000 Shares in issue as at the Latest Practicable Date, would result in 80,000,000 Shares (representing 10% of the number of issued share capital of the Company as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

### **2. REASONS FOR PROPOSED REPURCHASE OF SHARES**

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

### **3. SOURCE OF FUNDS**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### **4. EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **5. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge, information and belief having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

#### **6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

#### **7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS**

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (as defined under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

<b>APPENDIX I</b>	<b>EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE</b>
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As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column below:

Name of Shareholder(s)	Number of Shares	Percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Vital Force Developments Limited ( <i>Note</i> )	600,000,000 (L)	75%	83.33%
Mr. Kwai Sze Hoi ( <i>Note</i> )	600,000,000 (L)	75%	83.33%
Ms. Cheung Wai Fung ( <i>Note</i> )	600,000,000 (L)	75%	83.33%

*(L) denotes long position*

*Note:* Vital Force Developments Limited is owned as to 60% by Mr. Kwai Sze Hoi and 40% by Ms. Cheung Wai Fung. Each of Mr. Kwai Sze Hoi and Ms. Cheung Wai Fung is deemed to be interested in all the Shares held by Vital Force Developments Limited under the SFO. Ms. Cheung Wai Fung is the spouse of Mr. Kwai Sze Hoi.

On the basis that the issued share capital of the Company remains unchanged up to date of the AGM, in the event that the Repurchase Mandate is exercised in full, the attributable shareholding of Vital Force Developments Limited would be increased to approximately 83.33% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholder(s) or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

## **8. NO PURCHASES OF SHARES BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) from the Listing Date to the Latest Practicable Date.

**9. CORE CONNECTED PERSON**

No core connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

**10. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous nine months were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2018</b>		
July (commencing from the Listing Date)	0.63	0.38
August	0.45	0.30
September	0.35	0.28
October	0.35	0.265
November	1.77	0.29
December	2.34	0.30
<b>2019</b>		
January	0.425	0.29
February	0.36	0.29
March (up to the Latest Practicable Date)	0.31	0.27

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

**(1) Mr. KWAI Sze Hoi (“Mr. Kwai”)**

Mr. Kwai, aged 68, has over 40 years of experience in international shipping and the port operation business. In 1994, Mr. Kwai established Ocean Line Holdings in Hong Kong, which engaged in international shipping business and currently own a fleet of vessels of total deadweight tonnage of more than 3.5 million metric tonnes. He also invests in terminal operation business in Tianjin Port through joint ventures established by Ocean Line Holdings with Tianjin Port Development Holdings Limited. In 2007, Mr. Kwai established Ocean Line Group (Chizhou) Port Development Inc. (“Ocean Line Chizhou”) and is responsible for formulation and development of business strategies. He has also served as Chairman as well as a non-executive director of Brockman Mining Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 0159) and the Australian Securities Exchange (stock code: BCK) since June 2012. Mr. Kwai graduated from Anhui University with a Bachelor in Foreign Language Studies in English in 1975. Mr. Kwai is the husband of Ms. Cheung Wai Fung. Save as disclosed above, during the three years immediately preceding the Latest Practicable Date, Mr. Kwai was not a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Kwai has entered into a service contract with the Company for an initial term of three year(s) commencing from 10 July 2018 which shall be terminated by either party giving to the other a three-month prior notice in writing. Pursuant to the Articles of Association, Mr. Kwai will hold office for his position as executive Director until the next following general meeting and is subject to retirement by rotation and re-election at the following general meetings of the Company in accordance with the Articles of Association and the GEM Listing Rules.

Mr. Kwai is entitled to a basic annual remuneration of HK\$240,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) to be determined by the Board for his position as the executive Director. The emoluments of Mr. Kwai was recommended by the nomination committee of the Company and approved by the Board and will be reviewed annually with reference to his duties and responsibilities with the Company, the performance of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Kwai does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Kwai does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(2) Mr. HUANG Xueliang (“Mr. Huang”)**

Mr. Huang, aged 56, has over nine years of experience in the port logistic services industry in Chizhou City, Anhui Province. Mr. Huang joined our Group in June 2008. Since June 2008, Mr. Huang has also served as the Assistant President of Ocean Line Holdings Limited (香港遠航集團有限公司) and has become the Vice President of Ocean Line Holdings since February 2019 and has been responsible for managing its PRC subsidiaries. Since June 2008, Mr. Huang has acted as the managing director of Ocean Line Group Chizhou Company Limited (遠航集團池州有限公司) (formerly known as Anhui Ocean Line Port Development Limited (安徽遠航港口發展有限公司)), an investment holding company which primarily held 33.325% equity interest in Chizhou Ocean Line Niutoushan Limited (“Chizhou Niutoushan”) and 100% equity interest in Chizhou Qianjiang Chemical Port Terminal Limited (“Chizhou Qianjiang”) prior to Reorganisation and invests in non-port related securities listed in the PRC and has been responsible for overseeing its investments in Chizhou Niutoushan and Chizhou Qianjiang. Mr. Huang obtained a Professional diploma in Economic Management from Anhui Institute of Finance and Trade in 1994. He further obtained a Professional diploma in Business Administration from Anhui University in 1998 and a Professional diploma in World Economics from Fudan University in 2002. Mr. Huang has extensive experience in corporate management. Prior to joining our Group, he worked at various companies in the PRC in tourism, asset management, chemical engineering and garment industries at management level. Mr. Huang is currently a member of the Chizhou City People’s Congress Standing Committee. Mr. Huang has, on numerous occasions, received awards from port logistic industry organisations and governmental authorities after joining our Group. For instance, in 2017, Mr. Huang was awarded as one of the Top Ten Most Outstanding People in Yangtze River Shipping Industry (長航傑出人物) by Changjiang River Administration of Navigational Affairs (長江航務管理局). During the three years immediately preceding the Latest Practicable Date, Mr. Huang has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Huang has entered into a service contract with the Company for an initial term of three year(s) commencing from 10 July 2018 which shall be terminated by either party giving to the other a three-month prior notice in writing. Pursuant to the Articles of Association, Mr. Huang will hold office for his position as executive Director until the next following general meeting and is subject to retirement by rotation and re-election at the following general meetings of the Company in accordance with the Articles of Association and the GEM Listing Rules.

Mr. Huang is entitled to a basic annual remuneration of RMB880,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) to be determined by the Board for his position as the executive Director. The emoluments of Mr. Huang was recommended by the nomination committee of the Company and approved by the Board and will be reviewed annually with reference to his duties and responsibilities with the Company, the performance of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Huang does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Huang does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(3) Ms. CHEUNG Wai Fung (“Ms. Cheung”)**

Ms. Cheung, aged 66, has over 12 years of experience in hotel management industry. Since 2005, Ms. Cheung was appointed as the chairman of Anhui Jinjiuhua International Hotel Company Limited (安徽金九華國際大酒店有限公司), a PRC company conducting hotel businesses in Anhui Province, the PRC and she is responsible for the design and construction of the hotel as well as overseeing the management decisions of the company. Ms. Cheung obtained a bachelor’s degree in Chinese Medicine from the Guangzhou University of Chinese Medicine in 1978. Ms. Cheung is the spouse of Mr. Kwai. During the three years immediately preceding the Latest Practicable Date, Ms. Cheung has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Cheung has entered into a letter of appointment with the Company for an initial term of three year(s) commencing from 10 July 2018 which shall be terminated by either party giving to the other a three-month prior notice in writing. Pursuant to the Articles of Association, Ms. Cheung will hold office for her position as a non-executive Director until the next following general meeting and is subject to retirement by rotation and re-election at the following general meetings of the Company in accordance with the Articles of Association and the GEM Listing Rules.

Ms. Cheung is entitled to a basic annual remuneration of HK\$216,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) to be determined by the Board for her position as the non-executive Director. The emoluments of Ms. Cheung was recommended by the nomination committee of the Company and approved by the Board and will be reviewed annually with reference to her duties and responsibilities with the Company, the performance of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Ms. Cheung does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Ms. Cheung does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.



**(4) Mr. NIE Rui (“Mr. Nie”)**

Mr. Nie, aged 42, has over 17 years of experience in investment banking and corporate finance. Between July 2000 and December 2001, Mr. Nie worked as an investment banking analyst at Morgan Stanley. From January 2002 to May 2005, Mr. Nie worked at the Deutsche Bank Group and his last position held with the Deutsche Bank Group was an investment banking associate. In June 2005, he joined HSBC and his last position held with HSBC was the Managing Director and Head of China Equity Capital Markets. Since September 2015, Mr. Nie joined Rainbow Capital Management Limited, where he is currently serving as the Chief Executive Officer. Mr. Nie obtained a Bachelor of Arts in Philosophy, Politics and Economics from Oxford University in 2000. During the three years immediately preceding the Latest Practicable Date, Mr. Nie has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Nie has entered into a letter of appointment with the Company for an initial term of three year(s) commencing from 10 July 2018 which shall be terminated by either party giving to the other a three-month prior notice in writing. Pursuant to the Articles of Association, Mr. Nie will hold office for his position as independent non-executive Director until the next following general meeting and is subject to retirement by rotation and re-election at the following general meetings of the Company in accordance with the Articles of Association and the GEM Listing Rules.

Mr. Nie is entitled to a basic annual remuneration of HK\$180,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) to be determined by the Board for his position as the independent non-executive Director. The emoluments of Mr. Nie was recommended by the nomination committee of the Company and approved by the Board and will be reviewed annually with reference to his duties and responsibilities with the Company, the performance of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Nie does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Nie does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(5) Mr. WONG Chin Hung (“Mr. Wong”)**

Mr. Wong, aged 40, has over 16 years of experience in providing assurance and advisory services. Between September 2000 and June 2017, Mr. Wong worked at Ernst & Young and his last held position was audit partner where he led and co-ordinated initial public offerings, spinoff and mergers and acquisitions projects. In August 2017, Mr. Wong established Gunners Limited (鴻逸香港有限公司), a consultancy firm and is currently acting as a Director. Since February 2018, he has been appointed as the Chief Financial Officer and the Company Secretary of Yuzhou Properties Company Limited (Stock Code: 01628), the Shares of which are listed on the Main Board of the Stock Exchange. Mr. Wong obtained a Bachelor degree (Honours) in Business Administration in Accountancy with Finance as minor, from the City University of Hong Kong in 2000. He has been a member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants since January 2007 and July 2004 respectively. During the three years immediately preceding the Latest Practicable Date, Mr. Wong has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Wong has entered into a letter of appointment with the Company for an initial term of three year(s) commencing from 10 July 2018 which shall be terminated by either party giving to the other a three-month prior notice in writing. Pursuant to the Articles of Association, Mr. Wong will hold office for his position as independent non-executive Director until the next following general meeting and is subject to retirement by rotation and re-election at the following general meetings of the Company in accordance with the Articles of Association and the GEM Listing Rules.

Mr. Wong is entitled to a basic annual remuneration of HK\$180,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) to be determined by the Board for his position as the independent non-executive Director. The emoluments of Mr. Wong was recommended by the nomination committee of the Company and approved by the Board and will be reviewed annually with reference to his duties and responsibilities with the Company, the performance of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Wong does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Wong does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(6) Dr. LI Weidong (“Dr. Li”)**

Dr. Li, aged 50, was admitted as a PRC lawyer in September 1993. Dr. Li also practices as a foreign lawyer in Hong Kong since May 2014. Dr. Li is the Chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee. Dr. Li is responsible for supervising and providing independent judgement to our Board, the Audit Committee, the Remuneration Committee and the Nomination Committee. Dr. Li has over 25 years of experience in the legal industry. He joined Nanjing Zhongshan Law Firm as an associate in September 1992. From February 1994 to April 1997, he worked as an associate at Jiangsu Jingwei Law Firm. He became a partner of Guangdong Haipei Law Firm in November 2003 and has served as a managing partner of the firm since July 2013. Dr. Li graduated from Nanjing University with a Bachelor of Science degree in Geochemistry in 1990, before completing his Bachelor of Law degree at the same university in 1992. He further obtained a Doctor of Philosophy with the City University of Hong Kong in July 2004. Dr. Li has been acting as an independent director of following companies: (i) Shenzhen MYS Environmental Protection & Technology Company Limited (深圳市美盈森環保科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002303.SZ) since September 2013; (ii) Avic Sanxin Co., Ltd (中航三鑫股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002163.SZ) since June 2018; (iii) Shenzhen Liantronic Co., Ltd (聯建光電股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300269.SZ) since September 2018 and (iv) China Traditional Chinese Medicine Holdings Co. Limited (中國中藥控股有限公司), a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 00570) since February 2019. Dr. Li also served as an independent director of Netac Technology Company Limited, a company listed on the Shenzhen Stock Exchange (stock code: 300042.SZ) from February 2014 to February 2017. Save as disclosed above, during the three years immediately preceding the latest Practicable Date, Dr. Li has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. Li has entered into a letter of appointment with the Company for an initial term of three year(s) commencing from 10 July 2018 which shall be terminated by either party giving to the other a three-month prior notice in writing. Pursuant to the Articles of Association, Dr. Li will hold office for his position as independent non-executive Director until the next following general meeting and is subject to retirement by rotation and re-election at the following general meetings of the Company in accordance with the Articles of Association and the GEM Listing Rules.

Dr. Li is entitled to a basic annual remuneration of HK\$ 180,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) to be determined by the Board for his position as the independent non-executive Director. The emoluments of Dr. Li was recommended by the nomination committee of the Company and approved by the Board and will be reviewed annually with reference to his duties and responsibilities with the Company, the performance of the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Dr. Li does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Dr. Li does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to each of Mr. Kwai Sze Hoi, Mr. Huang Xueliang, Ms. Cheung Wai Fung, Mr. Nie Rui, Mr. Wong Chin Hung and Dr. Li Weidong that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.



# 遠航港口發展有限公司

OCEAN LINE PORT DEVELOPMENT LIMITED

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8502)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Ocean Line Port Development Limited (the “**Company**”) will be held at Suite 2101, 21/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Tuesday, 28 May 2019 at 11:00 a.m., for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2018;
2.
  - (a) to re-elect Mr. Kwai Sze Hoi as an executive Director;
  - (b) to re-elect Mr. Huang Xueliang as an executive Director;
  - (c) to re-elect Ms. Cheung Wai Fung as a non-executive Director;
  - (d) to re-elect Mr. Nie Rui as an independent non-executive Director;
  - (e) to re-elect Mr. Wong Chin Hung as an independent non-executive Director;
  - (f) to re-elect Dr. Li Weidong as an independent non-executive Director;
  - (g) to authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint BDO Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

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4. To, as special business, consider and, if thought fit, pass the following resolution (with or without amendment) as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the number of issued Shares on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

## NOTICE OF AGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution (with or without amendment) as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;

## NOTICE OF AGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution (with or without amendment) as ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the number of Shares referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board  
**Ocean Line Port Development Limited**  
**Kwai Sze Hoi**  
*Chairman and executive Director*

Hong Kong, 28 March 2019

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of Business  
in Hong Kong:*  
Room 2715–16, 27/F.  
Hong Kong Plaza  
188 Connaught Road West  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the annual general meeting is enclosed. Whether or not you intend to attend the annual general meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the annual general meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.



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4. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to this circular.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
7. The register of members of the Company will be closed from 23 May 2019 (Thursday) to 28 May 2019 (Tuesday) both days inclusive during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 22 May 2019 (Wednesday).