

## 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.

### Acceptance of the Offer

#### 1) What must I do to accept the Offer?

- Case 1: If registered Shareholders have their physical share certificates in their names on hand

Such Shareholders should send the duly completed documents by post or by hand in an envelope (marked “Xinghua Port Holdings Ltd. – Offer”) as follows:

	<u>For Hong Kong shareholders</u>	<u>For Singapore shareholders</u>
Submission deadline	<b>4:00 p.m. on the First Closing Date</b> (16 September 2020) or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code	<b>4:00 p.m. on the First Closing Date</b> (16 September 2020) or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code
Send by post or by hand	<u>Company’s Hong Kong share registrar:</u>  Boardroom Share Registrars (HK) Limited Room 2103B, 21/F. 148 Electric Road North Point Hong Kong  For enquiry: Email address: <a href="mailto:srinfo.hk@boardroomlimited.com">srinfo.hk@boardroomlimited.com</a> Hotline: (852) 2153 1688	<u>Company’s Hong Kong share registrar appointed collection agent in Singapore:</u>  Boardroom Corporate & Advisory Services Pte. Ltd 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623  For enquiry: Email address: <a href="mailto:srs.teamd@boardroomlimited.com">srs.teamd@boardroomlimited.com</a> Hotline: (65) 6230 9580 / 564
Documents required	<ul style="list-style-type: none"><li>- Duly completed and signed Form of Acceptance and Transfer;</li><li>- the relevant share certificate(s) in respect of the number of Offer Shares tendered for acceptance;</li><li>- Specimen Signature Form (for shareholders who have never submitted specimen signature to the Company or the Company’s Hong Kong share registrar.) – Completion of this form should be witnessed by either the Company or the Company’s share registrar (either in Hong Kong or the appointed collection agent in Singapore).</li></ul> <p>The envelope, containing these documents, should be marked “Xinghua Port Holdings Ltd— Offer” <b>and</b> sent by post or by hand to reach either one of the above addresses before 4:00 p.m. on 16 September 2020.</p>	

- Case 2: If the share certificates in respect to the Shareholders' Shares are in the name of a nominee company or a name other than their own

Such Shareholders should lodge their share certificates with the nominee company, or other nominee, with instructions authorizing it to accept the Offer on their behalf and requesting it to deliver the duly completed and signed Form of Acceptance and Transfer together with the relevant share certificate by post or by hand in an envelope (marked "Xinghua Port Holdings Ltd. – Offer") to reach either Xinghua's Hong Kong Share Registrar Boardroom Share Registrars (HK) Limited ("BRSHK") in Hong Kong or BRSHK's appointed collection agent Boardroom Corporate & Advisory Services Pte. Limited in Singapore before 4:00 p.m. on 16 September 2020:

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

OR

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

or

Such Shareholders should arrange for the Shares to be registered in your name by the Company through its Hong Kong Share Registrar, and deliver the duly completed Form of Acceptance and Transfer together with the relevant share certificate by post or by hand in an envelope (marked "Xinghua Port Holdings Ltd. – Offer") to reach either Xinghua's Hong Kong Share Registrar Boardroom Share Registrars (HK) Limited ("BRSHK") in Hong Kong or BRSHK's appointed collection agent Boardroom Corporate & Advisory Services Pte. Limited in Singapore before 4:00 p.m. on 16 September 2020:

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

OR

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

- Case 3: If the Shareholders' Shares have been lodged with their licensed securities dealer/registered institution in securities/custodian bank through CCASS

Such Shareholders should instruct their licensed securities dealer/registered institution in securities/custodian bank to authorize HKSCC Nominees Limited to accept the Offer on their behalf on or before the deadline set out by HKSCC Nominees Limited.

*Note:* In order to meet the deadline set by HKSCC Nominees Limited, they should check for the timeline on the processing of their instructions and make their submissions in accordance to that timeline.

- Case 4: If your Shares have been lodged with your investor participant's stock account maintained with CCASS

Authorize your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set out by HKSCC Nominees Limited.

- Case 5: If Shareholders have lodged transfer of any of their Shares for registration in their names and have not yet received their share certificates

Such Shareholders should nevertheless complete and sign the Form of Acceptance and Transfer and together with the transfer receipt duly signed by themselves, send by post or by hand in an envelope (marked "Xinghua Port Holdings Ltd. – Offer") to reach either Xinghua's Hong Kong Share Registrar Boardroom Share Registrars (HK) Limited ("BRSHK") in Hong Kong or BRSHK's appointed collection agent Boardroom Corporate & Advisory Services Pte. Limited in Singapore before 4:00 p.m. on 16 September 2020:

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

*OR*

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

- Case 6: If Shareholders do not have or lost their share certificates in respect of their Shares

Such Shareholders should nevertheless complete and sign the Form of Acceptance and Transfer and also complete a “Request for Issue of Replacement(s) Form” and a “Letter of Indemnity”. These duly completed documents should be sent by post or by hand in an envelope (marked “Xinghua Port Holdings Ltd. – Offer”) to reach either Xinghua’s Hong Kong Share Registrar Boardroom Share Registrars (HK) Limited (“BRSHK”) in Hong Kong or BRSHK’s appointed collection agent Boardroom Corporate & Advisory Services Pte. Limited in Singapore before 4:00 p.m. on 16 September 2020:

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

OR

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

Upon receipt of these submissions, the Company’s Hong Kong Share Registrar would contact the Shareholders for processing / completion of required formality (which include handling fees) so as to obtain replacement share certificate / replacement transfer receipt, etc to enable due completion of acceptance.

If the Shareholders subsequently find such lost/misplaced document(s) or if they become available, the relevant share certificates and/or transfer receipts and/or any other documents of title should be forwarded to the Company’s Hong Kong Share Registrar as soon as possible thereafter.

2) What should I do if I do not want to accept the Offer?

- No action is required for Shareholders who do not wish to accept the Offer.
- 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.

3) Can I withdraw my acceptance of the Offer?

- Acceptance of the Offer shall be irrevocable and shall not be capable of being withdrawn, except as permitted under the Takeovers Code.

- 4) I did not receive the Composite Document and the Form of Acceptance and Transfer as I did not update my mailing address. What should I do?
- Shareholders can download the Composite Document and the Form of Acceptance and Transfer from the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.xinghuaport.com](http://www.xinghuaport.com).

### Settlement

- 5) How much will I receive? When will I receive the payment? How will I be compensated?
- Payment by the Offeror for the Offer Shares will be subject to the Offer becoming unconditional. This means that the Offeror must receive valid acceptances of not less than 90% of the Offer Shares before the Final Closing Date.
  - The Offer Shareholders who accept the Offer will pay the seller's Hong Kong *ad valorem* stamp duty arising in connection with acceptance of the Offer at a rate of 0.1%. This stamp duty amount will be deducted from the sales proceeds by the Offeror, who will arrange for the stamp duty payment on behalf of the Offer Shareholders.
  - For the Offer Shareholders who are holding the Offer Shares in scrip, each will receive a cheque (in HKD) of the net proceeds at his/her registered address.
  - For the Offer Shareholders who hold the Offer Shares with licensed securities dealer/registered institution in securities/custodian bank, each will receive the payment from their licensed securities dealer/registered institution in securities/custodian bank. These Offer Shareholders should check with their licensed securities dealer/registered institution in securities/custodian bank if there are any other charges which may be deducted from the net proceeds.
  - Once the Offer has become, or has been declared unconditional in all respects, settlement of the net proceeds in respect of acceptances of the Offer will be made as soon as possible but in any event within seven (7) Business Days of the date of which (i) the Offer has become or is declared unconditional in all respects; or (ii) the duly completed acceptance of the Offer and the relevant documents of title in respect of such acceptances are received by the Offeror or its agent acting on behalf of it to render such acceptance complete and valid, whichever is later.

## Key Contact Details

- 6) The Company - Xinghua Port Holdings Ltd.

7 Temasek Boulevard  
#16-01 Suntec Tower One  
Singapore 038987  
*(By Appointments Only)*

Email address: [comms@xinghuaport.com](mailto:comms@xinghuaport.com)

- 7) 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](mailto:srinfo.hk@boardroomlimited.com)  
Hotline: (852) 2153 1688

- 8) Boardroom Share Registrars (HK) Limited's appointed collection agent Boardroom Corporate & Advisory Services Pte. Limited in Singapore 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)*

Email address: [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com)  
Hotline: (65) 6230 9580 / 564