
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Dalian Port (PDA) Company Limited*, you should at once hand this circular, together with the accompanying form of proxy and reply slip, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Dalian Port (PDA) Company Limited*
大連港股份有限公司

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 2880)

**(1) PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR
THE YEAR ENDED 31 DECEMBER 2019;
(2) RE-APPOINTMENT OF THE AUDITOR;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 9:00 a.m. on Monday, 29 June 2020 at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC is set out on pages AGM-1 to AGM-3.

A form of proxy for use at the AGM and a reply slip are enclosed and published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dlport.cn>). Whether or not you intend to attend the AGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon no later than Monday, 8 June 2020 and (ii) the form of proxy in accordance with instructions printed thereon no less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

* *The Company is registered as Non-Hong Kong Company under Part XI of the previous Hong Kong Companies Ordinance (equivalent to Part 16 of the Hong Kong Companies Ordinance with effect from 3 March 2014) under the English name "Dalian Port (PDA) Company Limited".*

* *For identification purposes only*

CONTENTS

	<i>Page</i>
Definitions	1
Expected timetable	3
Letter from the Board	5
1. Introduction	5
2. Proposed distribution plan of the Company for the year ended 31 December 2019	6
3. Re-appointment of the auditor	8
4. AGM	8
5. Voting by poll at the AGM	9
6. Recommendations	9
7. Responsibility statement	9
Notice of Annual General Meeting	AGM-1

DEFINITIONS

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

“A Share(s)”	A Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on the SSE;
“A Shareholder(s)”	holder(s) of A Share(s);
“AGM”	the annual general meeting of the Company to be convened at 9:00 a.m. on Monday, 29 June 2020 at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Cash Dividend”	proposed cash dividend of RMB0.21 (PRC withholding tax included) per ten (10) Shares to the A Shareholders and H Shareholders whose names appear on the registers of members of the Company on the respective record dates;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company”	大連港股份有限公司 (Dalian Port (PDA) Company Limited*), a joint stock limited company incorporated in the PRC;
“Company Law”	the Company Law of the PRC;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“H Share(s)”	H Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on Hong Kong Stock Exchange;
“H Share Registrar”	Computershare Hong Kong Investor Services Limited;
“H Shareholder(s)”	holder(s) of H Share(s);
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong Special Administrative Region of the PRC, Macao Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	A Share(s) and/or H Share(s);
“Shareholder(s)”	holder(s) of the Share(s);
“SSE”	the Shanghai Stock Exchange;
“%”	per cent.

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EXPECTED TIMETABLE

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

2020

Latest time for lodging transfers of the H Shares to qualify for entitlement to attend the AGM	4:30 p.m., Friday, 29 May
A Shareholder's record date for the AGM	Friday, 29 May
H Shareholders' register closed for the AGM	Saturday, 30 May to Monday, 29 June (both days inclusive)
Latest date for lodging reply slips for the AGM	Monday, 8 June
Latest time for lodging form of proxy for the AGM	9:00 a.m., Sunday, 28 June
H Shareholder's record date for the AGM	Monday, 29 June
AGM	9:00 a.m., Monday, 29 June
After H Shareholder's record date for the AGM, H Shareholders' register re-opens	Tuesday, 30 June
Last day of dealings in the H Shares cum-entitlement basis	Friday, 3 July
First day of dealings in the H Shares ex-entitlement basis	Monday, 6 July
Latest time for lodging transfers of the H Shares to qualify for entitlement to the Cash Dividend	4:30 p.m., Tuesday, 7 July
H Shareholders' register closed for the Cash Dividend	Wednesday, 8 July to Monday, 13 July (both days inclusive)
H Share record date for the Cash Dividend	Monday, 13 July
After H Share record date for the Cash Dividend, H Shareholders' register re-opens	Tuesday, 14 July

EXPECTED TIMETABLE

A Share record date for the Cash Dividend Wednesday, 22 July

Payment of Cash Dividend for A Shares Thursday, 23 July

Expected payment date of Cash Dividend for H Shares Tuesday, 18 August

LETTER FROM THE BOARD



Dalian Port (PDA) Company Limited*
大連港股份有限公司

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 2880)

Directors:

Executive Directors:

WEI Minghui
SUN Dequan

Non-executive Directors:

CAO Dong
LI Jianhui
YUAN Yi

Independent Non-executive Directors:

WANG Zhifeng
SUN Xiyun
LAW Man Tat

Registered Office:

Xingang Commercial Building
Dayao Bay
Dalian Free Trade Zone
the PRC

Place of Business in the PRC:

Xingang Commercial Building
Jingang Road
Dalian International Logistic Park Zone
Liaoning Province
the PRC

To the Shareholders

Dear Sir or Madam,

**(1) PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR
THE YEAR ENDED 31 DECEMBER 2019;
(2) RE-APPOINTMENT OF THE AUDITOR;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is, among other things, to give you notice of the AGM and to provide you with information in relation to certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

LETTER FROM THE BOARD

2. PROPOSED DISTRIBUTION PLAN OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2019

A. Proposed Distribution of Cash Dividend

On 26 March 2020, the Board has proposed the profit distribution plan for the year ended 31 December 2019 to distribute a Cash Dividend of RMB0.21 (PRC withholding tax included) per ten (10) existing Shares, in a total amount of RMB270,785,255.98 based on 12,894,535,999 Shares in issue. According to the Articles of Association, Cash Dividend will be denominated and declared in RMB. Cash Dividend on A Shares will be paid in RMB and Cash Dividend on H Shares will be paid in Hong Kong dollars. Payment of the Cash Dividend is subject to the approval of the Shareholders at the AGM.

It is proposed to authorize the Board to delegate the authority to any executive Director to deal with the matters in relation to the proposed distribution of Cash Dividend according to the relevant laws, regulations and Listing Rules.

B. Tax

According to the State Administration of Taxation of the PRC, the taxation regarding conversion of capital reserve is exempted, and no relevant taxation shall be withheld and paid. In respect of conversion of surplus reserve and unallocated profits and cash dividend, different taxation laws shall be applied based on different situations, details of which are set out in the following table:

Category	Recipients	Investors	Type of tax	Income Tax Rate	Payment Method	Laws
Cash dividend, conversion of surplus reserve and unallocated profits	A Shares (other than Northbound Trading and PDA)	Individuals	Individual Income Tax	Exempted	Withhold and pay	Cai Shui [2015] No. 101
		Securities Investment Funds	Individual Income Tax	Exempted	Withhold and pay	Cai Shui [2015] No. 101
		QFII	Corporate Income Tax	10%	Withhold and pay	Guo Shui Han [2009] No. 47
		Resident Enterprise	Corporate Income Tax	Tax Exemption		Corporate Income Tax Law and Implementation Rules

LETTER FROM THE BOARD

Category	Recipients	Investors	Type of tax	Income Tax Rate	Payment Method	Laws
	A Shares (Northbound Trading)	Individuals	Individual Income Tax	10%	Withhold and pay	Cai Shui [2014] No. 81 2, (2)
		Enterprises	Corporate Income Tax	10%	Withhold and pay	Cai Shui [2014] No. 81 2, (2)
	A Shares (PDA)	Enterprises	Corporate Income Tax	Tax Exemption		Corporate Income Tax Law and Implementation Rules
	H Shares (other than Southbound Trading and NCSSF)	Individuals	Individual Income Tax	Tax Exemption		Cai Shui [1994] No.20 2, (8)
		Enterprises	Corporate Income Tax	10%	Withhold and pay	Corporate Income Tax Law and Implementation Rules
	H Shares (Southbound Trading)	Individuals	Individual Income Tax	20%	Withhold and pay	Cai Shui [2014] No. 81 1, (3)
		Enterprises	Corporate Income Tax	Tax Exemption if holding shares for 12 months	Self- declaration	Cai Shui [2014] No. 81 3, (4)
		Securities Investment Funds	Individual Income Tax	20%	Withhold and pay	Cai Shui [2014] No. 81 1, (3)
	H Shares (NCSSF)	Enterprises	Corporate Income Tax	Tax Exemption		Cai Shui [2008] No. 136
Share Transfers (conversion of capital reserve-share premium)		Individuals	Individual Income Tax	Tax Exemption		Guo Shui Fa [1997] No. 198

LETTER FROM THE BOARD

Category	Recipients	Investors	Type of tax	Income Tax Rate	Payment Method	Laws
		Resident Enterprise	Corporate Income Tax	Tax Exemption		Guo Shui Han [2010] No. 79

3. RE-APPOINTMENT OF THE AUDITOR

The Board recommended the re-appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the auditor of the Company for the year ending 31 December 2020 and to hold office until the conclusion of the next annual general meeting of the Company. The total fees payable for the audit services to the Group for the year of 2020 will be RMB4,180,000 (exclusive of tax), RMB3,080,000 of which is for the audit services to the Company.

4. AGM

A notice convening the AGM to be held at 9:00 a.m. on Monday, 29 June 2020 at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC is set out on pages AGM-1 to AGM-3 of this circular.

In order to determine the list of H Shareholders who are entitled to attend the AGM, the Company's register of members will be closed from Saturday, 30 May 2020 to Monday, 29 June 2020, both days inclusive, during which period no transfer of Shares will be effected. H Shareholders whose names appear on the Company's register of members on Monday, 29 June 2020 are entitled to attend the AGM. In order to attend and vote at the AGM, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar at or before 4:30 p.m. on Friday, 29 May 2020. The address of the transfer office of the H Share Registrar is at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A Shareholders whose names appear on the Company's register of members on Friday, 29 May 2020 are entitled to attend the AGM.

A form of proxy for use at the AGM and a reply slip are enclosed and published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dlport.cn>). Whether or not you intend to attend the AGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon not later than Monday, 8 June 2020 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

LETTER FROM THE BOARD

5. VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, resolutions of the AGM shall be determined by poll.

6. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the resolutions to be proposed at the AGM as set out in the notice of the AGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

Yours faithfully,
By Order of the Board
Dalian Port (PDA) Company Limited*
WANG Huiying LEE, Kin Yu Arthur
Joint Company Secretaries

15 May 2020

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NOTICE OF ANNUAL GENERAL MEETING

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Dalian Port (PDA) Company Limited* **大連港股份有限公司**

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 2880)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Dalian Port (PDA) Company Limited* (the “**Company**”) will be held at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC at 9:00 a.m. on Monday 29 June 2020 for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for the year ended 31 December 2019 (published on the Company’s website: www.dlport.cn).
2. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2019 (published on the Company’s website: www.dlport.cn).
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019 (published on the Company’s website: www.dlport.cn).

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NOTICE OF ANNUAL GENERAL MEETING

4. To consider and approve the audited consolidated financial statements and the auditors' report of the Company for the year ended 31 December 2019 (details stated in the annual report of the Company for the year ended 31 December 2019).
5. To consider and approve the profit distribution plan for the year ended 31 December 2019, and to authorize the Board to delegate the authority to any executive director of the Company to deal with the matters in relation thereto according to the relevant laws, regulations and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("**Listing Rules**").
6. To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the auditor of the Company for the year ending 31 December 2020 and to hold office until the conclusion of the next annual general meeting of the Company. The total fees payable for the audit services to the Group for the year of 2020 will be RMB4,180,000 (exclusive of tax), RMB3,080,000 of which is for the audit services to the Company.

By Order of the Board
Dalian Port (PDA) Company Limited*
WANG Huiying LEE Kin Yu, Arthur
Joint Company Secretaries

Dalian City, Liaoning Province, the PRC
15 May 2020

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Pursuant to Rule 13.39(4) of the Listing Rules, votes of the shareholders of the Company (the “**Shareholders**”) at the AGM shall be taken by poll.
2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf at the AGM. A proxy need not be a Shareholder. Shareholders shall have one vote for each share that they hold.
3. In order to determine the holders of H Shares who are entitled to attend the AGM, the H Share registers of members of the Company shall be closed from Saturday, 30 May 2020 to Monday, 29 June 2020 (both days inclusive), during which no transfer of shares will be effected. Holders of H Share whose names appear on the registers of members on Monday, 29 June 2020 are entitled to attend the AGM. In order to be entitled to attend and vote at the AGM, holders of H Shares whose transfers have not been registered shall lodge the transfer documents together with the relevant share certificates at the H Share registrar of the Company (the “**H Share Registrar**”), Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 29 May 2020. Holders of the Company’s A shares whose names appear on the register of members on Friday, 29 May 2020 are entitled to attend the AGM.
4. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy needs not be a shareholder of the Company.
5. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
6. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the H Share Registrar, at the address of Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for holders of H shares not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the AGM if he so wishes.
7. The contact details of the office of the Board are as follows:

26/F Xingang Commercial Building
Jingang Road
Dalian International Logistic Park Zone Liaoning Province
PRC
Postal Code: 116601
Telephone No.: +86 411 8759 9899/8759 9900/8759 9901
Facsimile No.: +86 411 8759 9854
8. Shareholders or their proxies attending the AGM shall be responsible for their own transportation and accommodation expenses.
9. The AGM is expected to be concluded within a day. Shareholders or their proxies attending the AGM shall produce the identity documents.

As at the date of this notice, the Board comprises:

Executive directors: WEI Minghui and SUN Dequan

Non-executive directors: CAO Dong, LI Jianhui and YUAN Yi

Independent non-executive directors: WANG Zhifeng, SUN Xiyun and LAW Man Tat