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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](http://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](http://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](http://www.dlport.cn)).

\* *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*

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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

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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