
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 supplemental circular, together with the accompanying revised proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale 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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 13 JANUARY 2020
PROPOSED APPOINTMENT OF DIRECTORS
AND SUPPLEMENTAL NOTICE OF
THE EXTRAORDINARY GENERAL MEETING

This supplemental circular should be read in conjunction with the circular of the Company dated 13 January 2020 (the “**Circular**”).

A notice convening the EGM to be held at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC at 9:00 a.m. on Friday, 28 February 2020 was set out on pages EGM-1 to EGM-2 of the Circular. A supplemental notice dated Thursday, 13 February 2020, notifying the EGM to be held as originally scheduled is set out on pages EGM-1 to EGM-2 of this supplemental circular.

A revised proxy form (the “**Revised Proxy Form**”) containing the originally proposed resolution and additional resolutions of the proposed appointment of the Directors is enclosed herewith and supersedes the proxy form enclosed with the Circular. The Revised Proxy Form will also be published on the website of the Stock Exchange (www.hkex.com.hk) and the Company (www.dlport.cn).

Whether or not you are able to attend the meeting, please complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as practicable and in any event not later than 24 hours before the time designated for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should 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*

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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 Director:

WEI Minghui

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

PRC

Place of Business in the PRC:

Xingang Commercial Building

Jingang Road

Dalian International Logistic Park Zone

Liaoning Province

PRC

13 February 2020

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 13 JANUARY 2020
PROPOSED APPOINTMENT OF DIRECTORS
AND SUPPLEMENTAL NOTICE OF
THE EXTRAORDINARY GENERAL MEETING**

A. INTRODUCTION

This supplemental circular should be read in conjunction with the circular of the Company dated 13 January 2020 (the “**Circular**”). Unless indicated otherwise, the terms used in this supplemental circular shall have the same meaning as those defined in the Circular.

* *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”.*

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LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with all the information in connection with the proposed appointment of the Directors and to give you the supplemental notice of the EGM.

B. PROPOSED APPOINTMENT OF DIRECTORS

On 11 February 2020, the Company received from PDA, a controlling Shareholder, a proposal in relation to the nomination of Mr. Sun Dequan (“**Mr. Sun**”) as an executive Director. On the same date, the Company received from Team Able International Limited, a substantial Shareholder, a proposal in relation to the nomination of Ms. Wen Ling (“**Ms. Wen**”) as a non-executive Director. According to the articles of association of the Company, the appointment of the Director is subject to the approval of the Shareholders. Accordingly, the Board has resolved to submit the proposal as additional ordinary resolutions at the EGM to approve the appointment of each of Mr. Sun and Ms. Wen as an executive Director and a non-executive Director, respectively.

If the proposed appointment is approved, each of Mr. Sun and Ms. Wen will be appointed as an executive Director and a non-executive Director, respectively. Each of their terms of office will commence from the date of approval at the EGM until the expiry of the terms of the fifth session of the Board.

Biographical details of the proposed Directors are set out in Appendix to this supplemental circular.

C. EXTRAORDINARY GENERAL MEETING

The EGM is to be held as originally scheduled at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC at 9:00 a.m. on Friday, 28 February 2020. The supplemental notice of EGM dated 13 February 2020 is enclosed with this supplemental circular, for the purpose of notifying the EGM to be held as originally scheduled and adding resolutions of the proposed appointment of the Directors to the agenda of EGM for the Shareholders to consider and, if thought fit, to approve as ordinary resolutions. The resolution originally proposed to the EGM and contained in the notice date 13 January 2020 remains unchanged. Please refer to the Circular for details of the other resolution originally proposed to the EGM, closure of register of members, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy and other relevant matters.

The Revised Proxy Form for use at the EGM will be delivered to the Shareholders together with this supplemental circular on the same day. The Revised Proxy Form containing the originally proposed resolution and the proposed resolutions mentioned above is enclosed herewith and supersedes the proxy form enclosed with the Circular. The Revised Proxy Form will also be published on the website of the Stock Exchange (www.hkex.com.hk) and the Company (www.dlport.cn).

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM, please complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time designated for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

D. RECOMMENDATION

The Directors believe that the resolutions in respect of the proposed appointment of the Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of the resolutions to be proposed at the EGM as set out in the supplemental notice of the EGM.

E. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

F. FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the Appendix to this supplemental circular.

Yours faithfully,
By Order of the Board
WEI Minghui
Chairman

APPENDIX BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

MR. SUN DEQUAN

Mr. Sun, born in 1962, Chinese. Mr. Sun held various positions, including the general manager of Dalian Port Oil Terminal Company, an assistant general manager of PDA and the general manager of Dalian Port Oil Terminal Company, and the general manager of Dalian Port Oil Terminal Company. Mr. Sun is currently the general manager of the Company and holds relevant position in certain subsidiaries of the Company. Mr. Sun obtained a bachelor degree in storage and transportation from East China Petroleum Institute and a master degree in business administration management from Party School of Liaoning Provincial Party Committee. He is a senior engineer.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a service contract with Mr. Sun, for his service to the Company, stating, among other things, his length of service. During his term of service, no remuneration shall be paid to him for his services as a Director, and no other welfare or bonus shall be paid.

Save as disclosed above, as of the date of this supplemental circular, (i) Mr. Sun does not hold any directorship(s) in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Sun does not have any other relationships with any directors, supervisors, senior management or substantial or controlling shareholders of the Company; and (iii) as at the date of this supplemental circular, Mr. Sun does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders of the Company in relation to the proposed appointment of Mr. Sun.

MS. WEN LING

Ms. Wen, born in 1965, Chinese. Ms. Wen graduated from Southwestern University of Finance and Economics with a master's degree. Ms. Wen has over 20 years of experience in financial management and capital management. She previously served as a deputy financial manager of China Merchants Port Service (Shenzhen) Co., Ltd., a financial manager of Mawan Project Co., Ltd.*, and a deputy general manager of finance department, a senior deputy general manager of finance department, a general manager of capital management department China Merchants Port Holdings Company Limited (00144.HK), a company listed on the main board of Hong Kong Stock Exchange (formerly known as China Merchants Holdings (International) Company Limited). Ms. Wen is currently the chief financial officer of China Merchants Port Holdings Company Limited, the chief financial officer of China Merchants Port

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APPENDIX BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

Group Co., Ltd. (001872.SZ), a company listed on the main board of Shenzhen Stock Exchange, and a supervisor of Shanghai International Port (Group) Co., Ltd. (600018.SH), a company listed on the main board of Shanghai Stock Exchange.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a service contract with Ms. Wen, for her service to the Company, stating, among other things, her length of service. During her term of service, no remuneration shall be paid to her for her service as a Director, and no other welfare or bonus shall be paid.

Save as disclosed above, as of the date of this supplemental circular, (i) Ms. Wen does not hold any directorship(s) in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Ms. Wen does not have any other relationships with any directors, supervisors, senior management or substantial or controlling shareholders of the Company; and (iii) as at the date of this supplemental circular, Ms. Wen does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders of the Company in relation to the proposed appointment of Ms. Wen.



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SUPPLEMENTAL NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the notice (the “**Original Notice**”) dated 13 January 2020 of the extraordinary general meeting (the “**EGM**”) of Dalian Port (PDA) Company Limited* (the “**Company**”) to be held at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC at 9:00 a.m. on Friday, 28 February 2020.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled. In addition, the EGM will consider and, if thought fit, to pass, with or without modifications, the following supplemental resolutions of the Company, in addition to the resolution set out in the Original notice:

AS ORDINARY RESOLUTIONS

2. To consider and approve the election of the directors of the Company:
 - 2.1 “the appointment of Mr. Sun Dequan as an executive director of the Company, with a term of office commencing from the date of approval at the EGM until the expiry of the term of the fifth session of the Board. No remuneration shall be paid to him for his service as a director of the Company, no other welfare or bonus shall be paid.
 - 2.2 “the appointment of Ms. Wen Ling as a non-executive director of the Company, with a term of office commencing from the date of approval at the EGM until the expiry of the term of the fifth session of the Board. No remuneration shall be paid to her for her service as a director of the Company, no other welfare or bonus shall be paid.

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SUPPLEMENTAL NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Save for the changes mentioned in this supplemental notice, the resolution contained in the Original Notice remains to be valid and effective.

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

13 February 2020

Notes:

1. The details (including the biography of the proposed directors of the Company) in respect of the ordinary resolutions mentioned above are set out in the supplemental circular of the Company dated 13 February 2020 (the “**Supplemental Circular**”).
2. A revised proxy form for use at the EGM is enclosed with the Supplemental Circular and will be despatched to the shareholders of the Company on the same day as the Supplemental Circular. This revised proxy form supersedes the proxy form enclosed with the circular of the Company dated 13 January 2020 (the “**Circular**”). The revised proxy form will also be published on the website of the Stock Exchange (www.hkex.com.hk) and the Company (www.dlport.cn).
3. Please refer to the Circular for details of the resolution to be proposed at the EGM, closure of register of members, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy and other relevant matters.
4. The supplemental notice of EGM for the shareholders of A shares of the Company will be given separately.

As at the date of the supplemental notice, the board of directors of the Company comprises:

Executive Director: WEI Minghui

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

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