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辽宁港口股份有限公司
LIAONING PORT CO., LTD.*

(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 of Liaoning Port Co., Ltd. (the “**Company**”) will be held at 9:00 a.m. on Wednesday, 16 June 2021 (the “**AGM**”) (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 26 May 2021.

ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for the year ended 31 December 2020 (published on the Company’s website: www.liaoganggf.cn).
2. To consider and approve the report of the Board for the year ended 31 December 2020 (published on the Company’s website: www.liaoganggf.cn).
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020 (published on the Company’s website: www.liaoganggf.cn).
4. To consider and approve the audited consolidated financial statements and the auditors’ report of the Company for the year ended 31 December 2020 (details stated in the annual report of the Company for the year ended 31 December 2020).
5. To consider and approve the profit distribution plan for the year ended 31 December 2020, 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 Listing Rules.

6. To consider and approve the permanent conversion of surplus A Share proceeds to replenish working capital of the Company (details stated in the Company's announcement dated 25 March 2021).
7. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the auditor of the Company for the year ending 31 December 2021 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 2021 will be RMB4,980,000 (inclusive of value added tax), RMB3,200,000 of which is for the audit services to the Company.
8. To review the entering into the agreements of the Company in relation to continuing connected transactions with Liaoning Port Group, the continuing connected transactions with CMG Finance and the continuing connected transactions with China Merchants Bank for the year of 2021, 2022 and 2023 and the annual caps.
 - 8.01 The Purchase of Goods and Services Agreement dated 28 April 2021 entered into between the Company and Liaoning Port Group (including the annual caps under the Purchase of Goods and Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
 - 8.02 The Supply of Goods and Services Agreement dated 28 April 2021 entered into between the Company and Liaoning Port Group (including the annual caps under the Supply of Goods and Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
 - 8.03 The Financial Services Agreement dated 28 April 2021 entered between the Company and CMG Finance (including the annual caps under the Financial Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
 - 8.04 The Terminal Facilities Design and Construction Services Agreement dated 28 April 2021 entered into between the Company and Liaoning Port Group (including the annual caps under the Terminal Facilities Design and

Construction Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.

- 8.05 The Construction Management and Supervision Agreement dated 28 April 2021 entered into between the Company and Liaoning Port Group (including the annual caps under the Construction Management and Supervision Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 8.06 The Lease Agreement dated 28 April 2021 entered into between the Company and Liaoning Port Group (including the annual caps under the Lease Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 8.07 The Bank Financial Services Agreement dated 28 April 2021 entered into between the Company and China Merchants Bank (including the annual caps under the Bank Financial Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.

By Order of the Board
Liaoning Port Co., Ltd.*
WANG Huiying LEE, Kin Yu Arthur
Joint Company Secretaries

Dalian City, Liaoning Province, the PRC
26 May 2021

Notes:

1. A shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. On a poll, votes may be given either personally or by proxy. Any Shareholder who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies to attend and vote on his/her behalf at the AGM. A proxy need not be a shareholder of the Company. **The Company strongly recommends you to monitor the development of the situation with the novel coronavirus pneumonia (COVID-19) and to assess, based on the social distancing policies, the necessity for attending the AGM in person, and the board of directors of the Company respectfully requests that, for the same reason, the shareholders to appoint the chairman of the AGM as their proxy rather than a third party to attend and vote on their behalf at the AGM (or any adjournment thereof).**
2. In the case of joint holders, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, whether in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the H Share Registrar, at the address of 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). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The transfer books and register of members of the Company will be closed from Thursday, 10 June 2021 to Wednesday, 16 June 2021, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 9 June 2021.
5. Taking into account of the recent development of the epidemic caused by COVID-19, the Company will implement the following prevention and control measures at the above meeting against the epidemic to protect the shareholders of the Company from the risk of infection:
 - (i) compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to access to the meeting venue;
 - (ii) every shareholder or proxy is required to wear surgical face mask throughout the meeting;
 - (iii) no souvenirs will be provided; and
 - (iv) no refreshments will be served.

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

Executive Directors: WEI Minghui, SUN Dequan and QI Yue

Non-executive Directors: CAO Dong, YUAN Yi and NA Danhong

Independent non-executive Directors: LI Zhiwei, LIU Chunyan and LAW Man Tat

* *For identification purposes only*