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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)**

## **PROPOSED GRANT OF THE EXTENDED A SHARE SPECIFIC MANDATE**

References are made to the Company's announcements dated 7 July 2020, 1 December 2020, 4 December 2020, 7 December 2020, 11 January 2021, 20 January 2021, 29 January 2021 and the circular dated 10 September 2020 (the "**Circular**") in relation to, among other things, the A Share Specific Mandate and the related transactions. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **Proposed Grant of Extended A Share Specific Mandate**

On 25 September 2020, the A Share Specific Mandate was approved by the general meeting and respective class meetings of the Company. For the purpose of the A Share Specific Mandate, the investors to be identified will be independent third parties of the Company within the meaning of the Listing Rules and shall include securities investment fund management companies, securities companies, financial companies, asset management companies, insurance institutional investors, trust companies, qualified overseas institutional investors, other domestic legal and natural persons in line with the regulations of CSRC.

The A Share Specific Mandate has granted to the Board, during the Relevant Period (as defined hereafter), an unconditional specific mandate to issue not more than 3,868,360,799 new A Shares with a value of not more than RMB2,100,000,000, by way of non-public offering, to not more than 35 specific investors, and to determine the exact number of new A Shares to be issued and the price of new A Shares which, subject to the results of the price sounding-out process as required by CSRC, shall not be less than (i) 80% of the average trading price of A Shares for 20 trading days before the issuance of new A Shares and (ii) the net assets price per A share of the Company as at the last day of the latest issued financial results of the Company (e.g. RMB1.57 per A Share as at 31 March 2021). In case of ex-right or ex-dividend issues occur, the net assets value per A share may also be adjusted correspondingly.

In the event the number of specific investors is less than six, the Company will comply with relevant requirements under Rule 13.28(7).

For the purposes of the A Share Specific Mandate, "**Relevant Period**" means a period of 12-month commencing from 25 September 2020, when the A Share Specific Mandate was first approved by the general meeting and respective class meetings of the Company.

If any issue pursuant to the A Share Specific Mandate is not completed within 12 months from the date of such approvals, and the Company should continue to proceed with such issue, then the Company will obtain Shareholders' approval(s) for extending the validity of the initial Shareholders' approvals.

The Company has been conducting the stock recommendation roadshow and investor communication procedures and expects that further time will be required to utilize the A Share Specific Mandate which will be conducted after 25 September 2021 (if at all). As such, the Company has proposed to seek extension of the A Share Specific Mandate from its shareholders, for a period up to 30 December 2021 (the "**Extended A Share Specific Mandate**").

### **Information of the Extended A Share Specific Mandate**

**Conditions:** The Extended A Share Specific Mandate is conditional upon obtaining the approvals for the extension from the Board and the Shareholders at the general meeting and the respective class meetings of the Company convened for such purpose.

**Use of Proceeds:** The proceeds are intended to be used to supplement the working capital, improve liquidity, repay the interest bearing debts of the Company and to settle professional fees and charges incurred in connection with the Possible Merger.

**Lock Up Arrangement:** The new A Shares to be subscribed for by the independent investors shall not be disposed of within six months from the date of the issuance of the respective new A Shares. Upon completion of the issuance, the subscribers shall also abide by the lock-up arrangement for the additional Shares caused by the Company. If the lock-up arrangement is inconsistent with the latest regulatory opinions of the securities regulatory authorities, it shall be adjusted accordingly.

**Ranking:** The new A Shares issued pursuant to the Extended A Share Specific Mandate will rank, upon allotment and issue, *pari passu* in all respects among themselves and with other Shares in issue of the Company.

### **Listing Rules Implications**

The issue of A Shares under the Extended A Share Specific Mandate constitute a variation of class rights of the holders of A Shares and the holders of H Shares under the Articles of Association. Pursuant to Rule 14.06(5), Rule 19A.38 of the Listing Rules and the Articles of Association, the Extended A Share Specific Mandate is required to be approved by the Shareholders at a general meeting and separate class meetings. No Shareholder is required to abstain from voting at any Shareholder's meeting to approve the Extended A Share Specific Mandate.

No Director attending the board meeting to approve the proposed grant of the Extended A Share Specific Mandate has a material interest in or is required to abstain from voting on the Extended A Share Specific Mandate.

## **Fund Raising Activities of the Company during the Past 12 Months**

The Company has not conducted any equity fund raising activity in the past 12 months immediately preceding the date of the Announcement.

A circular containing, among other things, further informations on the resolution on the Extended A Share Specific Mandate, together with the notice of the extraordinary general meeting (“**EGM**”) and the H Shareholders class meeting (“**H Shareholders Class Meeting**”) will be dispatched to the Shareholders in due course.

## **General meeting and book closure**

The Company will convene the EGM and class meetings for the Shareholders to consider and, if thought fit, to approve the proposed grant of the Extended A Share Specific Mandate on Thursday, 2 September 2021. Holders of H Shares whose names appear on the register of members of the Company at the close of business on Friday, 27 August 2021 will be entitled to attend the EGM and the H Shareholders Class Meeting upon completion of the necessary registration procedures. The H Shares register of members will be closed from Monday, 30 August 2021 to Thursday, 2 September 2021, both days inclusive, during which period no transfer of H Shares will be effected.

Where applicable, holders of the H Shares intending to attend the EGM and the H Shareholders Class Meeting are therefore required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen’ Road East, Wanchai, Hong Kong, by 4:30 p.m. on Friday, 27 August 2021.

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

Dalian City, Liaoning Province, the PRC  
13 August 2021

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

*Executive Directors:* WEI Minghui and 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

\* *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 “Liaoning Port Co., Ltd.”.*

\* *For identification purposes only*