
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 Liaoning Port Co., Ltd.*, you should at once hand this circular, together with the accompanying 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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(a sino-foreign joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 2880)

PROPOSED ELECTION OF DIRECTOR; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover shall have the same meaning as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian, Liaoning, the PRC on Friday, 18 March 2022 at 9:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the meetings, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked. The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the EGM in person.

* *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*

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DEFINITIONS

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

“A Share(s)”	A Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on the Shanghai Stock Exchange;
“Articles of Association”	means the articles of association of the Company;
“associates”	has the meaning ascribed thereto under the Listing Rules;
“Board”	means the board of directors of the Company;
“Company”	means Liaoning Port Co., Ltd. (遼寧港口股份有限公司), a joint stock limited company established in the PRC whose H Shares and A Shares are listed on the Main Board of the Stock Exchange (stock code: 2880) and the Shanghai Stock Exchange (stock code: 601880) respectively;
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	means the director(s) of the Company;
“EGM”	means the extraordinary general meeting of the Company to be convened on Friday, 18 March 2022 or any adjournment thereof;
“Group”	the Company and its subsidiaries;
“H Share(s)”	H Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on the Stock Exchange;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC” or “China”	means the People’s Republic of China;

DEFINITIONS

“RMB”	means Renminbi, the lawful currency of the PRC;
“Shareholders”	means the shareholders of the Company;
“Shares”	means A Shares and H Shares;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules;
“trading day”	with respect to A Shares, means a day on which the Shanghai Stock Exchange is open for dealing or trading in securities; and with respect to H Shares, means a day on which the Stock Exchange is open for dealing or trading in securities;
“%”	per cent.

LETTER FROM THE BOARD



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)

Directors:

Executive Director:

WEI Minghui

Non-executive Directors:

ZHOU Qinghong

SI Zheng

XU Song

YANG Bing

Independent Non-executive Directors:

LI Zhiwei

LIU Chunyan

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

28 February 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED ELECTION OF DIRECTOR; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with all the information on the proposed election of Director and to give you the notice of the EGM.

2. PROPOSED APPOINTMENT OF DIRECTOR

On 18 February 2022, the Board received from Ying Kou Port Group Corporation Limited (营口港務集團有限公司), a proposal in relation to the nomination of Mr. Wang Zhixian (王志賢) (“**Mr. Wang**”) as an executive Director. The aforesaid nomination is subject to the consideration and approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

Biographical details of Mr. Wang are set out below:

Mr. Wang Zhixian (王志賢), born in 1965, Chinese, served as a manager of Hempel Coatings Ltd. (海虹老人牌塗料公司) sales department, a general manager of China Merchants Holdings (International) Company Limited (招商局國際有限公司) enterprise planning department, a deputy general manager of Shenzhen Mawan Harbor Affairs Co., Ltd. (深圳媽灣港務有限公司), the chairman and the chief executive officer of Ningbo Daxie Merchants International Terminals Limited (寧波大榭招商國際碼頭有限公司), a deputy general manager of China Merchants Port Holdings Company Limited (招商局港口控股有限公司) (formerly known as China Merchants Holdings (International) Company Limited (招商局國際有限公司), the shares of which are listed on the Stock Exchange, stock code: 144) (“CMH”), the Secretary of the Party Committee and the chairman of China Nanshan Development (Group) Inc. (中國南山開發(集團)股份有限公司) and a director of China International Marine Containers (Group) Co., Ltd., shares of which are listed on both the Shenzhen Stock Exchange (stock code: 000039) and the Stock Exchange (stock code: 2039). Mr. Wang is currently the Secretary of the Party Committee and the chief executive officer of Liaoning Port Group Limited (遼寧港口集團有限公司) and a director of CMH.

Mr. Wang obtained a bachelor’s degree of the Major of Polymer Material from Tianjin University, a master’s degree of the Major of Polymer Material from Shanghai Jiaotong University and a master’s degree of business administration from Peking University Guanghua School of Management.

As at the date of this circular, Mr. Wang owns 170,000 share options of China Merchants Port Group Co., Ltd..

As at the date of this circular, save as disclosed above, Mr. Wang (i) does not, nor did he in the past three years, hold directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (ii) does not have any relationships with any other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have any interest in the shares of the Company 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 relating to Mr. Wang in relation to his proposed election and appointment as a Director that is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders in respect thereof.

If the proposed appointment is approved, Mr. Wang will be appointed as an executive Director and the Company will enter into a service contract with Mr. Wang in respect of his services to the Company stating, among other things, the length of service. His term of office will commence from the date of approval at the EGM until the expiry of the terms of the sixth session of the Board.

LETTER FROM THE BOARD

During his term of service, no remuneration shall be paid by the Company to Mr. Wang. No other welfare or bonus shall be paid him in connection with his appointment as a Director.

3. EGM

The Company will convene the EGM for the Shareholders to consider and, if thought fit, to approve the proposed election of the Director. Details of the EGM and the resolution to be considered in the meeting are set out in the notice of EGM on page EGM-1 to EGM-2.

Book closure

Holders of H Shares whose names appear on the register of members of the Company at the close of business on Tuesday, 15 March 2022 will be entitled to attend the EGM upon completion of the necessary registration procedures. The H Shares register of members will be closed from Tuesday, 15 March 2022 to Friday, 18 March 2022, 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 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, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Monday, 14 March 2022.

Proxy forms

Whether or not you intend to attend the EGM, you are requested to complete and return the relevant proxy form(s) in accordance with the instructions thereon. The proxy form should be returned as soon as possible and in any event not later than 24 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the relevant meetings should you so wish.

4. RECOMMENDATION OF THE BOARD

The Directors believe that the resolution proposed for consideration and approval by the Shareholders at the EGM are in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

5. 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.

6. OTHER INFORMATION

Your attention is drawn to other sections of this circular.

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

Dalian City, Liaoning Province, the PRC
28 February 2022

* *For identification purposes only*

NOTICE OF EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 first extraordinary general meeting (the “**EGM**”) of Liaoning Port Co., Ltd. (the “**Company**”) will be held on Friday, 18 March 2022 at 9:00 a.m. at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution. Unless otherwise defined, capitalised terms used herein shall have the same meaning as ascribed to them in the circular of the Company dated 28 February 2022 (the “**Circular**”).

AS ORDINARY RESOLUTION

1. To elect Mr. Wang Zhixian as an executive Director for the sixth session of the Board from the date of approval at the EGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.

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

Dalian City, Liaoning Province, the PRC
28 February 2022

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NOTICE OF EGM

Notes:

1. The details in respect of the abovementioned ordinary and special resolutions are set out in the Circular.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf at the EGM. 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 EGM, the H Share registers of members of the Company shall be closed from Tuesday, 15 March 2022 to Friday, 18 March 2022 (both days inclusive), during which no transfer of H Shares will be registered. Holders of H Share whose names appear on the registers of members at the close of business on Tuesday, 15 March 2022 are entitled to attend the EGM. In order to be entitled to attend and vote at the EGM, 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, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 14 March 2022.
4. The instruments appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.
5. The proxy form together with the power of attorney or other authorization document (if any) must be deposited at the office of Board, at the address as stated in Note 6 below for holders of the A Shares and at the H Share registrar, Computershare Hong Kong Investor Services Limited at the address as stated in Note 3 above for holders of the H Shares, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meeting should such Shareholders so wish.
6. 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
7. The meeting is expected to be concluded within a day. Shareholders (in person or by proxy) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce the identity documents.

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

Executive Director: WEI Minghui

Non-executive Directors: ZHOU Qinghong, SI Zheng, XU Song, YANG Bing

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