
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 15 MAY 2020
(1) PROPOSED ELECTION OR RE-ELECTION OF DIRECTORS;
(2) PROPOSED ELECTION OR RE-ELECTION OF SUPERVISORS;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

This supplemental circular should be read in conjunction with the circular of the Company dated 15 May 2020 (the “Circular”).

A notice convening the AGM 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 Monday, 29 June 2020 was set out on pages AGM-1 to AGM-3 of the Circular. A supplemental notice dated Friday, 12 June 2020, notifying the AGM to be held as originally scheduled is set out on pages AGM-1 to AGM-4 of this supplemental circular.

A revised proxy form (the “**Revised Proxy Form**”) containing the originally proposed resolutions and additional resolutions of the proposed election or re-election of the Directors, proposed election or re-election of supervisors of the Company (“**Supervisor(s)**”) and proposed amendments to the Articles of Association 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 Directors:

Wei Minghui
Sun Dequan

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

12 June 2020

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 15 MAY 2020
(1) PROPOSED ELECTION OR RE-ELECTION OF DIRECTORS;
(2) PROPOSED ELECTION OR RE-ELECTION OF SUPERVISORS;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

A. INTRODUCTION

This supplemental circular should be read in conjunction with the circular of the Company dated 15 May 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”.*

* *For identification purposes only*

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with all the information in connection with the proposed election or re-election of the Directors, proposed election or re-election of the Supervisors, proposed amendments to the Articles of Association and to give you the supplemental notice of the AGM.

B. PROPOSED ELECTION OR RE-ELECTION OF DIRECTORS

As the term of the fifth session of the Board will expire soon, pursuant to the Company Law of the PRC and the Articles of Association, the Board has passed the resolution for the proposed appointment of the members of the sixth session of the Board, subject to approval by the Shareholders at the AGM, and the term of the fifth session of the Board will terminate immediately thereafter. The existing Directors shall continue to perform their duties until the members of the new session of Board have been elected by the Shareholders at the AGM.

Mr. Wei Minghui and Mr. Sun Dequan have been proposed for re-election as executive Directors, Mr. Cao Dong and Mr. Yuan Yi have been proposed for re-election as non-executive Directors, Mr. Qi Yue and Ms. Na Danhong have been proposed for election as non-executive Directors, Mr. Li Zhiwei and Dr. Liu Chunyan have been proposed for election as independent non-executive Directors and Mr. Law Man Tat has been proposed for re-election as an independent non-executive Director for the sixth session of the Board at the AGM.

During their term of service, the remuneration standard and total remuneration payable to Mr. Wei Minghui and Mr. Sun Dequan shall be determined in accordance with the Company's salary regulations and regulations on business performance appraisal.

During their term of service, no remuneration shall be paid by the Company to Mr. Cao Dong, Mr. Qi Yue, Mr. Yuan Yi and Ms. Na Danhong for their service as Directors.

During their term of service, remuneration of an amount before tax of RMB200,000 per year to Mr. Li Zhiwei, remuneration of an amount before tax of RMB200,000 per year to Dr. Liu Chunyan and remuneration of an amount before tax of RMB250,000 per year to Mr. Law Man Tat shall be paid by the Company.

Save as disclosed above, no other welfare or bonus shall be paid to the Directors in connection with their respective appointment as Directors.

The election or re-election of Directors will be individually voted on by the Shareholders at the AGM. Biographical details of the director candidates proposed to be elected or re-elected (as the case may be) at the AGM are set out in Appendix I to this supplemental circular.

Subject to the approval of the Shareholders on the proposed election or re-election of the Directors (as the case may be) at the AGM, the Company will enter into a service contract with each of the Directors, respectively, in respect of his/her services to the Company stating, among other things, the annual remuneration (if any) and the length of service.

LETTER FROM THE BOARD

C. PROPOSED ELECTION OR RE-ELECTION OF SUPERVISORS

As the term of the fifth session of the supervisory committee will expire soon pursuant to the Company Law of the PRC and the Articles of Association, the supervisory committee has passed the resolution for the proposed appointment of the members of the sixth session of the supervisory committee, subject to approval by the Shareholders at the AGM, and the term of the fifth session of the supervisory committee will terminate immediately thereafter. The existing Supervisors shall continue to perform their duties until the members of the new session of supervisory committee have been elected by the Shareholders at the AGM.

Mr. Jia Wenjun has been proposed for re-election as a Supervisor, Mr. Jia Ming has been proposed for election as a Supervisor, and Mr. Wang Zhifeng has been proposed for election as an independent Supervisor for the sixth session of the supervisory committee of the Company. According to the relevant PRC laws, the supervisory committee shall include Supervisors representing the employees of the Company (the “**Employee Representative Supervisors**”) whom shall be elected by the employees.

During their term of service, no remuneration shall be paid by the Company to Mr. Jia Wenjun, Mr. Jia Ming and the Employee Representative Supervisors for their service as Supervisors. During his term of service, remuneration of an amount before tax of RMB100,000 per year shall be paid by the Company to Mr. Wang Zhifeng for his service as an independent Supervisor. Save as disclosed above, no other welfare or bonus shall be paid to the Supervisors in connection with their respective appointment as Supervisor.

The election or re-election of Supervisors will be individually voted on by the Shareholders at the AGM. Biographical details of the Supervisor candidates proposed to be elected or re-elected at the AGM are set out in Appendix II to this supplemental circular.

Subject to the approval of the Shareholders on the proposed election or re-election of the Supervisors at the AGM, the Company will enter into a service contract with each of the Supervisors, respectively, in respect of his/her services to the Company stating, among other things, the annual remuneration (if any) and the length of service.

D. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To further improve the standardized operation level and corporate governance structure of the Company and in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), Guidelines for the Governance of Listed Companies (《上市公司治理準則》), Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and other relevant provisions, the Board considered the actual situation of the Company and proposed amendments to the Articles of Association and its annexes.

LETTER FROM THE BOARD

It is proposed that the Board shall be authorised to apply for all necessary approvals and make all necessary filings and registrations with the relevant authorities in relation to such amendments.

The proposed amendments to the Articles of Association are subject to the Shareholders' approval at the AGM and will become effective upon approval by relevant regulatory bodies. The full text of the proposed amendments to the Articles of Association is set out in the Appendix III to this supplemental circular.

E. AGM

The AGM is to be held as originally scheduled at 9:00 a.m. on Monday, 29 June 2020 at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC. The supplemental notice of the AGM dated 12 June 2020 is enclosed with this supplemental circular, for the purpose of notifying the AGM to be held as originally scheduled and adding the proposed resolutions to the agenda of the AGM for the Shareholders to consider and, if thought fit, to approve. The resolutions originally proposed to the AGM and contained in the notice dated 15 May 2020 remain unchanged. Please refer to the Circular for the details of the other resolutions originally proposed to the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.

The Revised Proxy Form for use at the AGM will be delivered to the Shareholders together with this supplemental circular on the same day. The Revised Proxy Form containing the original proposed resolutions and the abovementioned proposed resolutions is enclosed herewith and supersedes the proxy form enclosed with the Circular. The Revised Proxy Form will also be published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (<http://www.dlport.cn>).

Whether or not you are able to attend the AGM, 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 fixed 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.

F. RECOMMENDATION

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the resolutions to be proposed at the AGM as set out in the supplemental notice of the AGM.

LETTER FROM THE BOARD

G. 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.

H. 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
Dalian Port (PDA) Company Limited*
WANG Huiying LEE Kin Yu, Arthur
Joint Company Secretaries

12 June 2020

* *For identification purposes only*

EXECUTIVE DIRECTORS

Mr. Wei Minghui (魏明暉先生), born in 1969, Chinese. Mr. Wei held various positions including the general manager of Dalian Port (PDA) Company Limited's Automotive Logistics Division, the general manager and branch secretary of the Party Committee of Dalian Automobile Terminal Co., Ltd., a director of Dalian Port Corporation Limited* (大連港集團有限公司) ("PDA") and the general manager of the Company. He is currently the chairman of the Company and an executive Director. Mr. Wei obtained a bachelor degree in transportation management from Wuhan University of Technology and a master degree in transportation planning and management from Dalian Maritime University.

Mr. Sun Dequan (孫德泉先生), 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 an executive Director as well as the general manager of Dalian Port Oil Terminal Company. Mr. Sun obtained a bachelor degree in storage and transportation from East China Petroleum Institute and a master degree in administration of industry and commerce from the Party School of Liaoning Provincial Party Committee.

NON-EXECUTIVE DIRECTORS

Mr. Cao Dong (曹東先生), born in 1966, Chinese, was a member of the Party Working Committee, head of the Party and Mass Work Department and Director of the Editorial Office in Dalian Free Trade Zone, the secretary of Disciplinary Committee and a member of the Party Committee in Dalian Municipal Bureau of Foreign Trade & Economic Cooperation as well as the secretary of Disciplinary Committee of PDA. He is currently the vice chairman of the Company and a non-executive Director. Mr. Cao possesses a bachelor's degree in applied chemistry from Harbin Institute of Ship Engineering* (哈爾濱船舶工程學院) and a master's degree in logistics engineering from Dalian Maritime University.

Mr. Qi Yue (齊岳先生), born in 1972, was a deputy general manager (took charge of work) of the investment development department of China Merchants Holdings (International) Company Limited (招商局國際有限公司), a deputy general manager (took charge of work) of the investment development department of China Merchants Port Holdings Company Limited (招商局港口控股有限公司), the general manager of the investment development department of China Merchants Port Holdings Company Limited (招商局港口控股有限公司) and the general manager of the investment and development department of China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司). He currently serves as an assistant to the general manager of China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司), the general

* For identification purposes only

APPENDIX I PROFILE OF DIRECTORS TO BE ELECTED OR RE-ELECTED

manager of the investment and development department of China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司) and a Supervisor. Mr. Qi obtained a bachelor degree in Harbour and Waterway Engineering from Dalian University of Technology and a MBA degree from Tsinghua University.

Mr. Yuan Yi (袁毅先生), born in 1965, Chinese, was the secretary of the Party Committee and Disciplinary Committee in Dalian Port Siergou Stevedoring Company* (大連港寺兒溝港務公司), the general manager of Dalian Ocean Shipping Tally Co., Ltd.* (大連港外輪理貨公司) and Dalian Port Ore Terminal Company* (大連港礦石碼頭公司), assistant to the general manager of PDA as well as the general manager of Dalian Port Corporation (Jinzhou) West Liaoning Port Investment and Development Co., Ltd.* (大連港集團(錦州)遼西港口投資開發有限公司). He currently serves as the chairman of labor union of PDA and a non-executive Director. Mr. Yuan obtained a bachelor degree in economic management from the economics and management department of the Correspondence Institute of the Party School of the Central Committee of the Communist Party of China and a master degree in administration of industry and commerce from the Party School of Liaoning Provincial Party Committee.

Ms. Na Danhong (那丹紅女士), born in 1970, Chinese. She was a deputy general manager of the engineering technology department of China Merchants Holdings (International) Company Limited (招商局國際有限公司) and a deputy general manager of the engineering technology department of China Merchants Port Holdings Co., Ltd (招商局港口控股有限公司). Ms. Na currently serves as a deputy general manager of operation management department of China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司). Ms. Na obtained a bachelor degree in port channel and coastal engineering from Tianjin University and a master degree of engineering management from University of Manchester.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Zhiwei (李志偉先生), born in 1958, Chinese. Mr. Li was the headman of inspection team of Agricultural Bank of China Headquarter. Mr. Li was graduated from finance department of Central Radio and Television University and global economy department of Jilin University.

Dr. Liu Chunyan (劉春彥博士), born in 1967, Chinese. Dr. Liu is an assistant professor of faculty of law and an instructor of master's degree candidates of civil and commercial law at Tongji University. Dr. Liu currently serves as an independent non-executive director in Hangjin Technology Co.,Ltd. (航錦科技股份有限公司) (000818.SZ), Fujian Oriental Silver Star Investment Co., Ltd. (福建東方銀星投資股份有限公司) (600753.SH) and Zhejiang Yilida Ventilator Co.,Ltd. (浙江億利達風機股份有限公司) (002686.SZ). Dr. Liu is also a part-time attorney and senior counsel at Yuan Wen Law Firm. Dr. Liu obtained a bachelor degree in law from Liaoning Normal University, a master degree in law from Shanghai Jiao Tong University and a doctorate in management from Tongji University.

APPENDIX I PROFILE OF DIRECTORS TO BE ELECTED OR RE-ELECTED

Mr. Law Man Tat (羅文達先生), born in 1967 with Chinese (Hong Kong) nationality. Mr. Law served as senior executives within a number of world-renowned corporations, including Arthur Andersen & Co. CPA, The Hong Kong and China Gas Company Limited, Standard Chartered Bank, HSBC, Lloyd's of London, Australia & New Zealand Bank, China Shandong Hi-Speed Financial Group Limited, Union Medical Healthcare and some Hong Kong listed companies, etc. Mr. Law had stationed in Shanghai, China for many years whilst he served as Chief Financial Officer of Lloyd's of London and Australia & New Zealand Bank China respectively. Mr. Law is now the director of Greater China of The CFO Centre Group, a multinational group, as well as an independent non-executive Director. Mr. Law obtained a bachelor's degree in management accounting from Hong Kong Polytechnic University and MBA from Hong Kong Baptist University. He also possesses a number of internationally recognized professional qualifications including: Chartered Institute of Management Accountant, CIMA (UK), Chartered Global Management Accountant, AICPA (USA), Associate Member of Chartered Institute of Arbitrators, CI Arb (UK), Certified Information System Auditor, ISACA (USA), Fellow Member of Life Management Institutes, LOMA (USA), Associate of Reinsurance, LOMA (USA) and Associate of Customer Services, LOMA (USA) and a fellow member of the Hong Kong Institute of Directors (FHKIoD).

Save as disclosed above, as of the date of this supplemental circular, none of Mr. Wei Minghui, Mr. Sun Dequan, Mr. Cao Dong, Mr. Qi Yue, Mr. Yuan Yi, Ms. Na Danhong, Mr. Li Zhiwei, Dr. Liu Chunyan, and Mr. Law Man Tat currently holds, nor did them in the past three years, hold any directorships in any listed companies and they do not have any other relationship with any Director, Supervisor, senior management of the Company or substantial or controlling Shareholders.

As at the date of this supplemental circular, save as disclosed above, none of Mr. Wei Minghui, Mr. Sun Dequan, Mr. Cao Dong, Mr. Qi Yue, Mr. Yuan Yi, Ms. Na Danhong, Mr. Li Zhiwei, Dr. Liu Chunyan, and Mr. Law Man Tat has any interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election and election of Directors.

SUPERVISORS

Mr. Jia Wenjun (賈文軍先生), born in 1974, Chinese. Mr. Jia held various positions including the head of audit verification department of Liaoning Dongzheng Accounting Firms (遼寧東正會計師事務所), the deputy chief of the listed companies' supervision division and the investigation division of Dalian Regulatory Bureau under China Securities Regulatory Commission and the deputy chief accountant and chief accountant of PDA. He is currently the chairman of the supervisory committee of the Company. Mr. Jia obtained a master degree in accounting from Dongbei University of Finance and Economics.

Mr. Jia Ming (賈明先生), born in 1979, Chinese. Mr. Jia was the head of finance department of China National Chartering Co., Ltd.. Mr. Jia currently serves as the financial analysis director of finance department of China Merchants Port Holdings Co., Ltd (招商局港口控股有限公司) and the financial analysis director of financial management department (capital operation department) of China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司). Mr. Jia obtained a bachelor degree in finance from Renmin University of China and a MBA degree from Tsinghua University.

Mr. Wang Zhifeng (王志峰先生), born in 1955, Chinese. Mr. Wang held various positions including the head and the secretary of the Communist Party Committee of Dalian Branch of Agricultural Bank of China, the chief supervisor of ABC Financial Leasing Co., Ltd., and the senior specialist of assets and liabilities department of Agricultural Bank of China Headquarter. He is currently an independent non-executive Director and serves as an independent non-executive director of Sino-Ocean Group Holding Limited (遠洋集團控股有限公司) (03377.HK). Mr. Wang graduated from Liaoning Shenyang Agricultural College with a master degree in economic management.

Save as disclosed above, none of Mr. Jia Wenjun, Mr. Jia Ming and Mr. Wang Zhifeng currently holds, nor did them in the past three years, hold any directorships in any listed companies and they do not have any relationship with any Director, Supervisor, senior management of the Company or substantial or controlling Shareholders.

As at the date of this supplemental circular, save as disclosed above, none of Mr. Jia Wenjun, Mr. Jia Ming and Mr. Wang Zhifeng has any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 1</p> <p>The Articles of Association are formulated in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “The Mandatory Provisions for the Articles of Association of Companies Listed Overseas” (hereinafter referred to as the “Mandatory Provisions”), “Letter of Opinions on Supplements and Amendments to Articles of Association of Companies to be Listed in Hong Kong” (hereinafter referred to as the “Letter of Opinions”), “Guidelines to Articles of Association of Listed Companies (amended in 2006)” (hereinafter referred to as the “Guidelines to Articles of Association”), “Guidance on Establishment of Independent Director System for Listed Companies” (hereinafter referred to as the “Guidance on Independent Director”), “Notice on the Standardization of the Security provided to third parties of Listed Companies” (hereinafter referred to as the “Security provided to third parties”) and other relevant provisions, with an aim to safeguard the lawful rights and interests of the Dalian Port (PDA) Company Limited (hereinafter referred to as the “Company”) and its shareholders and creditors, and to standardize the organization and activities of the Company.</p>	<p>Article 1</p> <p>The Articles of Association are formulated in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “The Mandatory Provisions for the Articles of Association of Companies Listed Overseas” (hereinafter referred to as the “Mandatory Provisions”), <u>“Special Regulations of the State Council on the Overseas Share Offering and Listing by Joint-stock Limited Liability Companies”, “the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad”,</u> “Letter of Opinions on Supplements and Amendments to Articles of Association of Companies to be Listed in Hong Kong” (hereinafter referred to as the “Letter of Opinions”), “Guidelines to Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines to Articles of Association”), “Guidance on Establishment of Independent Director System for Listed Companies” (hereinafter referred to as the “Guidance on Independent Director”), “Notice on the Standardization of the Security provided to third parties of Listed Companies” (hereinafter referred to as the “Security provided to third parties”), <u>“Code of Corporate Governance for Listed Companies”</u> and other relevant provisions, with an aim to safeguard the lawful rights and interests of the Dalian Port (PDA) Company Limited (hereinafter referred to as the “Company”) and its shareholders and creditors, and to standardize the organization and activities of the Company.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 5</p> <p>The place of domicile of the Company: Xingang Commercial Building, Dayao Bay, Dalian Free Trade Zone</p> <p>Postal code: 116001</p> <p>Phone number: 86 411 <u>82798566</u></p> <p>Fax number: 86 411 <u>82798108</u></p>	<p>Article 5</p> <p>The place of domicile of the Company: Xingang Commercial Building, Dayao Bay, Dalian Free Trade Zone</p> <p>Postal code: 116001</p> <p>Phone number: 86 411 <u>87598729</u></p> <p>Fax number: 86 411 <u>87599854</u></p>
<p>Article 8</p> <p>The Articles of Association shall come into effect commencing from the date of the establishment of the Company.</p> <p>From the date on which the Articles of Association come into effect, the Articles of Association shall constitute a legally binding <u>document</u> regulating the Company’s organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.</p>	<p>Article 8</p> <p>The Articles of Association shall come into effect commencing from the date of the establishment of the Company.</p> <p>From the date on which the Articles of Association come into effect, the Articles of Association shall constitute a legally binding <u>document</u> regulating the Company’s organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 30</p> <p>Any gains from any sale of shares of the Company by any director, supervisor, senior management member or shareholder of the Company holding 5% or more of the shares of the Company within six months after the date of purchase of the same, and any gains from any purchase of shares of the Company by any of the aforesaid parties within six months after the date of sale of the same shall be disgorged and paid to the Company, and the Board shall recover such gains from the abovementioned parties.</p> <p>If the Board fails to comply with the requirements in accordance with the <u>preceding</u> paragraph, a shareholder shall have the right to request the Board to effect the same within 30 days. If the Board fails to do so within the said time limit, a shareholder shall have the right to initiate proceedings in the Court directly in his own name for the interests of the Company.</p> <p>If the Board fails to comply with the requirements in accordance with the first paragraph, the responsible director or directors shall assume joint and several liabilities in accordance with the law.</p>	<p>Article 30</p> <p>Any gains from any sale of shares <u>or other equity securities</u> of the Company by any director, supervisor, senior management member or shareholder of the Company holding 5% or more of the shares of the Company within six months after the date of purchase of the same, and any gains from any purchase of shares <u>or other equity securities</u> of the Company by any of the aforesaid parties within six months after the date of sale of the same shall be disgorged and paid to the Company, and the Board shall recover such gains from the abovementioned parties.</p> <p style="text-align: center;"><u>The shares or other equity securities held by directors, supervisors, senior management members and natural person shareholders referred to in the preceding paragraph include shares or other equity securities held by their spouses, parents and children in their own account and others' account.</u></p> <p>If the Board fails to comply with the requirements in accordance with the <u>first</u> paragraph, a shareholder shall have the right to request the Board to effect the same within 30 days. If the Board fails to do so within the said time limit, a shareholder shall have the right to initiate proceedings in the Court directly in his own name for the interests of the Company.</p> <p>If the Board fails to comply with the requirements in accordance with the first paragraph, the responsible director or directors shall assume joint and several liabilities in accordance with the law.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 36</p> <p>The Company may repurchase its own outstanding shares in accordance with the laws, administrative regulations, departmental rules and regulations as well as the Articles of Association and with the approval of the relevant organizations of the State under the following circumstances:</p> <ol style="list-style-type: none"> (1) to cancel shares for the purpose of reducing the capital of the Company; (2) to merge with other companies that hold shares in the Company; (3) to <u>grant shares as incentive compensation to the staff of the Company;</u> (4) to acquire the shares of shareholders (upon their request) who vote against to any resolution adopted at any general meetings on the merger or division of the Company; <u>or</u> (5) <u>such other circumstances permitted by the laws and administrative regulations.</u> <p>The Company <u>shall not purchase or sell the Company's shares</u> save and except for the aforesaid circumstances.</p>	<p>Article 36</p> <p>The Company may repurchase its own outstanding shares in accordance with the laws, administrative regulations, departmental rules and regulations as well as the Articles of Association and with the approval of the relevant organizations of the State under the following circumstances:</p> <ol style="list-style-type: none"> (1) to cancel shares for the purpose of reducing the capital of the Company; (2) to merge with other companies that hold shares in the Company; (3) to <u>use shares in employee stock ownership plans or equity incentives;</u> (4) to acquire the shares of shareholders (upon their request) who vote against to any resolution adopted at any general meetings on the merger or division of the Company; (5) <u>to use the shares for converting debentures of the Company convertible into stocks issued by a listing company; or</u> (6) <u>as necessary for the Company to maintain its value and shareholders' interests.</u> <p>The Company <u>shall not acquire the Company's shares</u> save and except for the aforesaid circumstances.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 37</p> <p>Upon approval by the relevant State authorities of the repurchase of its own shares of the Company, it may proceed to any of the following manners:</p> <ol style="list-style-type: none"> (1) to make a repurchase offer in proportion to respective shareholdings of all shareholders; (2) to repurchase through open transactions on a stock exchange; (3) to repurchase by an agreement outside a stock exchange; (4) such other means which are permitted by the competent securities authorities. 	<p>Article 37</p> <p>Upon approval by the relevant State authorities of the repurchase of its own shares of the Company, it may proceed to any of the following manners:</p> <ol style="list-style-type: none"> (1) to make a repurchase offer in proportion to respective shareholdings of all shareholders; (2) to repurchase through open transactions on a stock exchange; (3) to repurchase by an agreement outside a stock exchange; (4) such other means which are permitted by the competent securities authorities. <p style="text-align: center;"><u>If the Company repurchases its shares due to the circumstances as stipulated in Sub-paragraphs (3), (5) and (6) of sub-clause 1 of Article 36 of the Articles of Association, it shall be conducted by way of public and centralized trading.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 39</p> <p>If the Company repurchases its own shares for <u>the reasons under</u> Sub-paragraphs (1) <u>through (3)</u> of Article 36 hereof, resolutions related thereto shall be adopted at a general meeting. If the Company repurchases its own shares in accordance with Article 36 under the circumstances set forth in Sub-paragraph (1), the shares so repurchased shall be cancelled within ten days from the date of repurchase. In the event of the circumstances set forth in Sub-paragraphs (2) and (4), the shares so repurchased shall be transferred or cancelled within six months.</p> <p><u>If the Company repurchases its own shares in accordance with Sub-paragraph (3) of Article 36 hereof, the shares so repurchased shall not exceed 5% of the total number of shares issued by the Company. The repurchase shall be funded with the after-tax profit of the Company, and the shares so repurchased shall be transferred to the employees within one year.</u></p> <p>Shares which have been legally repurchased by the Company shall be cancelled within the period prescribed by the laws and administrative regulations, and the Company shall apply to the Company's original registration authorities for registration of the change in its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>	<p>Article 39</p> <p>If the Company repurchases its own shares for <u>the circumstances as stipulated in</u> Sub-paragraphs (1) <u>and (2) of sub-clause 1</u> of Article 36 hereof, resolutions related thereto shall be adopted at a general meeting; <u>if the Company acquires its shares in the circumstances as stipulated in Sub-paragraphs (3), (5) and (6) of sub-clause 1 of Article 36 of the Articles of Association, it shall be resolved by the board meeting attended by more than two-thirds of the Directors in accordance with the provisions of the Articles of Association or the authorization of the general meeting.</u></p> <p>If the Company repurchases its own shares in accordance with <u>sub-clause 1 of Article 36 of the Articles of Association</u> under the circumstances set forth in Sub-paragraph (1), the shares so repurchased shall be cancelled within ten days from the date of repurchase. In the event of the circumstances set forth in Sub-paragraphs (2) and (4), the shares so repurchased shall be transferred or cancelled within six months. <u>In the event of the circumstances set forth in Sub-paragraphs (3), (5) and (6), the total number of the Company's shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within 3 years.</u></p> <p>Shares which have been legally repurchased by the Company shall be cancelled within the period prescribed by the laws and administrative regulations, and the Company shall apply to the Company's original registration authorities for registration of the change in its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 50</p> <p>Different parts of the register of members shall not <u>overlap</u> one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of members.</p> <p>Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of members is maintained.</p>	<p>Article 50</p> <p>Different parts of the register of members shall not <u>overlap</u> one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of members.</p> <p>Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of members is maintained.</p>
<p>Article 53</p> <p><u>No registration of amendment of the register of members caused by transfer of shares shall be carried out within 30 days prior to the date of a general meeting or within 5 days before the reference date on which the Company decides to distribute dividends.</u></p>	<p>Article 53</p> <p><u>If there are provisions provided by laws, regulations and the securities regulatory authorities in the place(s) in which the shares of the Company are listed on the period of closure of the register of members before convening of a general meeting or prior to the reference date on which the Company decides to distribute dividends, such provisions shall prevail.</u></p>
<p>Sub-clause 13 of Article 71</p> <p>(13) to consider the motions raised by shareholders who represent more than <u>5%</u> of the total number of voting shares of the Company;</p>	<p>Sub-clause 13 of Article 71</p> <p>(13) to consider the motions raised by shareholders who represent more than <u>3%</u> of the total number of voting shares of the Company;</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 77</p> <p>Independent directors shall be entitled to propose to the Board the convening of an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written <u>reply</u> stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days upon receipt of such proposal of convening an extraordinary general meeting by independent directors.</p> <p>If the Board agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within five days after adopting the relevant resolution by the Board. If the Board does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of announcement.</p>	<p>Article 77</p> <p>Independent directors shall be entitled to propose to the Board the convening of an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days upon receipt of such proposal of convening an extraordinary general meeting by independent directors.</p> <p>If the Board agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within five days after adopting the relevant resolution by the Board. If the Board does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given by way of announcement.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 78</p> <p>The Supervisory Committee shall be entitled to propose to the Board the convening of an extraordinary general meeting, provided that such proposal shall be made in writing. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written <u>reply</u> stating its agreement or disagreement to the convening of an extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within five days after adopting the relevant resolution by the Board. Any change to the original proposal made in the notice shall require the approval of the Supervisory Committee.</p> <p>If the Board does not agree to convene an extraordinary general meeting or does not furnish any <u>reply</u> within ten days after receiving such proposal, the Board shall be deemed to be incapable of or failure in performing the duty of convening a general meeting, in which case the Supervisory Committee may convene and preside over such meeting on an unilateral basis.</p>	<p>Article 78</p> <p>The Supervisory Committee shall be entitled to propose to the Board the convening of an extraordinary general meeting, provided that such proposal shall be made in writing. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within five days after adopting the relevant resolution by the Board. Any change to the original proposal made in the notice shall require the approval of the Supervisory Committee.</p> <p>If the Board does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, the Board shall be deemed to be incapable of or failure in performing the duty of convening a general meeting, in which case the Supervisory Committee may convene and preside over such meeting on an unilateral basis.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 79</p> <p>Shareholders severally or jointly holding 10% or more of the Company’s shares shall be entitled to request the Board to convene extraordinary general meetings, provided that such request shall be made in writing. The Board shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written <u>reply</u> stating its agreement or disagreement to the convening of an extraordinary general meeting within ten days after receiving such proposal of the same.</p> <p>If the Board agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after adopting the relevant resolution of the Board. Any changes to the original request made in the notice shall be subject to prior approval of the shareholders concerned.</p> <p>If the Board does not agree to convene an extraordinary general meeting or does not furnish any <u>reply</u> within ten days after receiving such proposal, shareholders severally or jointly holding 10% or more of the Company’s shares shall be entitled to propose to the Supervisory Committee the convening of extraordinary general meeting, provided that such proposal shall be made in writing.</p> <p>If the Supervisory Committee agrees to convene an extraordinary general meeting, the notice of convening the general meeting shall be issued within five days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>Failure of the Supervisory Committee to issue a notice of general meeting within the stipulated period shall be deemed as the failure of the Supervisory Committee to convene and preside over a general meeting, and shareholders severally or jointly holding 10% or more of the Company’s shares for more than ninety consecutive days shall be entitled to convene and preside over the meeting on an unilateral basis.</p>	<p>Article 79</p> <p>Shareholders severally or jointly holding 10% or more of the Company’s shares shall be entitled to request the Board to convene extraordinary general meetings, provided that such request shall be made in writing. The Board shall, in accordance with provisions of the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within ten days after receiving such proposal of the same.</p> <p>If the Board agrees to convene an extraordinary general meeting, the notice of general meeting shall be issued within five days after adopting the relevant resolution of the Board. Any changes to the original request made in the notice shall be subject to prior approval of the shareholders concerned.</p> <p>If the Board does not agree to convene an extraordinary general meeting or does not furnish any reply within ten days after receiving such proposal, shareholders severally or jointly holding 10% or more of the Company’s shares shall be entitled to propose to the Supervisory Committee the convening of extraordinary general meeting, provided that such proposal shall be made in writing.</p> <p>If the Supervisory Committee agrees to convene an extraordinary general meeting, the notice of convening the general meeting shall be issued within five days after receiving such request. Any changes to the original request made in the notice shall require prior approval of the shareholders concerned.</p> <p>Failure of the Supervisory Committee to issue a notice of general meeting within the stipulated period shall be deemed as the failure of the Supervisory Committee to convene and preside over a general meeting, and shareholders severally or jointly holding 10% or more of the Company’s shares for more than ninety consecutive days shall be entitled to convene and preside over the meeting on an unilateral basis.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 80</p> <p>Where the shareholders require the holding of a class meeting, it shall be performed in accordance with the following procedures:</p> <p>(1) <u>two or more shareholders holding in aggregate 10% or more of the shares carrying the right to vote at the meeting to be held shall sign one or more counterpart requisitions stating the objectives of the meeting and requiring the Board to convene a shareholders’ extraordinary general meeting or a class meeting. The Board shall as soon as possible proceed to convene the extraordinary general meeting or a class meeting after receiving such written requisition. The amount of shareholdings referred to above shall be calculated as at the date of the deposit of the requisition by the shareholders.</u></p> <p>(2) <u>if the Board fails to issue a notice of convening such a meeting within 30 days from the date of the receipt of such requisition in writing, the requisitor may themselves convene such a meeting with the procedures as similar as possible as that in which shareholders’ meetings are to be convened by the Board within four months from the date of receipt of the requisition by the Board.</u></p> <p><u>Any reasonable expenses incurred by shareholders’ convening and presiding over a meeting by reason of the failure of the Board to duly convene a meeting as requested above shall be borne by the Company and shall be set off against sums owed by the Company to the directors in default.</u></p>	<p>Article 80</p> <p>Where the shareholders require the holding of a class meeting, it shall be performed in accordance with the following procedures:</p> <p style="text-align: center;"><u>two or more shareholders holding in aggregate more than 10% of the shares carrying the right to vote at the meeting to be held shall sign one or more counterpart requisitions stating the objectives of the meeting and requiring the Board to convene a shareholders’ extraordinary general meeting or a class meeting. For such proposal, the Board shall, in accordance with laws, administrative regulations and these Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of such proposal.</u></p> <p style="text-align: center;"><u>If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board is passed. Changes made to the original proposal in the notice shall be approved by the relevant shareholder.</u></p> <p style="text-align: center;"><u>If the Board does not agree to convene the extraordinary general meeting, or fails to give a relevant notice within 10 days after the receipt of the request, shareholders, individually or jointly, holding more than 10% of the Company’s shares may request the Supervisory Committee to convene an extraordinary general meeting of shareholders, and such proposals shall be made to the Supervisory Committee in writing.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
	<p><u>If the Supervisory Committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the receipt of the request. Changes made to the original proposal in the notice shall be approved by the relevant shareholder.</u></p> <p><u>If the Supervisory Committee fails to give a relevant notice within the designated period, it shall be deemed that the Supervisory Committee fails to convene and preside over the shareholders' general meeting. The shareholder(s) continuously holding for 90 days individually or collectively more than 10% of the shares of the Company may convene and preside over the meeting by himself/themselves.</u></p> <p>Any reasonable expenses incurred by shareholders' convening and presiding over a meeting by reason of the failure of the Board <u>and the Supervisory Committee</u> to duly convene a meeting as requested above shall be borne by the Company and shall be set off against sums owed by the Company to the directors and <u>the supervisors</u> in default.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 84</p> <p>When the Company convenes a general meeting, written notice of the meeting shall be given <u>forty-five</u> days before the date of the meeting to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. <u>Shareholders who intend to attend the meeting shall serve to the Company a written reply of their attendance twenty days before the date of the meeting.</u></p> <p>In determining the commencement date of the period, the Company shall not include the date on which the meeting is held.</p>	<p>Article 84</p> <p>When the Company convenes <u>an annual</u> general meeting, written notice of the meeting shall be given <u>twenty</u> days before the date of the meeting, <u>and when the Company convenes an extraordinary general meeting, written notice of the meeting shall be given fifteen days before the date of the meeting</u> to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting.</p> <p>In determining the commencement date of the period, the Company shall not include the date on which the meeting is held.</p>
<p>Article 87</p> <p>The Company shall, based on <u>the written replies received twenty days before the date of the general meeting from the shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half of the Company's total voting shares, the Company may convene the general meeting; if not, then the Company shall, within five days, notify the shareholders again by announcement of the matters to be considered at, the place and date for, the meeting. The Company may then convene the meeting after such announcement made.</u></p>	<p>Article 87</p> <p>The Company shall, based on <u>the written replies received within the period specified in Article 84 of the Articles of Association, calculate the number of voting shares represented by the shareholders who intend to attend the meeting.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 88</p> <p>No changes may be made once the registration date is confirmed.</p>	<p>Article 88</p> <p><u>The interval between the registration date and the date of the meeting shall not be more than 7 working days.</u> No changes may be made once the registration date is confirmed.</p>
<p>Article 90</p> <p>Notice of general meeting shall be served on the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members. For the holders of Domestic Shares, notice of meetings may be issued by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published <u>in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between forty-five days and fifty days before the date of the meeting</u>; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The Company should, when serving the notice convening the general meeting to shareholders, ensure the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.</p>	<p>Article 90</p> <p>Notice of general meeting shall be served on the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members. For the holders of Domestic Shares, notice of meetings may be issued by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published <u>on the website of the stock exchange and the media that meet the requirements prescribed by the CSRC and other regulatory authorities (for domestic shareholders only)</u>; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The Company should, when serving the notice convening the general meeting to shareholders, ensure the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 106</p> <p>In the case of voting at general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Save and except for Article 110 hereof, each share shall have one vote. Shares of the Company are without voting rights and such shares shall not be taken in the total number of voting shares represented at the meeting.</p> <p>Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p> <p>The review and consideration of the connected transactions or continuing connected transactions at the general meeting shall be subject to laws, administrative regulations and regulatory requirements of the place(s) where the Company’s shares are listed, including the Listing Rules amended from time to time by SEHK. If required by the listing rules of the stock exchange on which the Company’s shares are listed, the shareholders associated with such transactions should abstain from voting and the number of voting shares represented by them shall not be taken in the total number of valid voting. The announcement on the resolutions at the general meeting should contain a complete disclosure of the voting details of non-associated shareholders.</p>	<p>Article 106</p> <p>In the case of voting at general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Save and except for Article 110 hereof, each share shall have one vote. Shares of the Company are without voting rights and such shares shall not be taken in the total number of voting shares represented at the meeting.</p> <p>Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p> <p>The review and consideration of the connected transactions or continuing connected transactions at the general meeting shall be subject to laws, administrative regulations and regulatory requirements of the place(s) where the Company’s shares are listed, including the Listing Rules amended from time to time by SEHK. If required by the listing rules of the stock exchange on which the Company’s shares are listed, the shareholders associated with such transactions should abstain from voting and the number of voting shares represented by them shall not be taken in the total number of valid voting. The announcement on the resolutions at the general meeting should contain a complete disclosure of the voting details of non-associated shareholders.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>The Board, independent directors <u>and shareholders who meet the relevant requirements may solicit the voting rights from other shareholders. For such solicitation, information such as the specific voting intention shall be fully disclosed to the shareholders to be solicited.</u> No payment or other form of de facto payment shall be made to the shareholders for such <u>solicitation.</u> The Company shall not impose any limitation related to minimum shareholding on the collection of voting rights.</p>	<p>The Board, independent directors, <u>shareholders holding more than 1% of voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the CSRC may, as the caller, by themselves or entrusting securities company, securities service agency, publicly request the shareholders of the Company to entrust them to attend the general meeting and to exercise the shareholders’ rights such as proposal right and voting rights on their behalf.</u></p> <p><u>Where it solicits for rights of Shareholders in accordance with the preceding paragraph, the caller shall disclose the soliciting documents and the Company shall cooperate.</u> No payment or other form of de facto payment shall be made to the shareholders for such <u>public solicitation.</u> The Company shall not impose any limitation related to minimum shareholding on the collection of voting rights. <u>Where the public soliciting of shareholders’ rights is in violation of laws, administrative regulations or relevant rules of the CSRC and causes damages to the Company or its shareholders, it shall assume liability for compensation in accordance with the laws.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 122</p> <p>The list of candidates for directors and supervisors shall be submitted to shareholders for voting by way of a proposal.</p> <p>When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. <u>A cumulative voting system shall be implemented for the election of directors or supervisors when the controlling shareholder of the Company holds more than 30% of the shares of the Company.</u></p> <p>The “cumulative voting system” as mentioned in the preceding paragraph means that each share has the voting right for the number of directors or supervisors to be elected, and the voting right owned by the shareholders may be cumulatively used when the directors or supervisors are elected at the general meeting. The Board shall simultaneously provide shareholders with the bibliographical details and basic information about the candidates for directors and supervisors.</p>	<p>Article 122</p> <p>The list of candidates for directors and supervisors shall be submitted to shareholders for voting by way of a proposal.</p> <p><u>The election of directors or supervisors shall fully reflect the opinions of minority shareholders.</u> When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. <u>Where a single shareholder and parties acting in concert with him hold equity interests of 30% or above, the cumulative voting system shall be adopted.</u></p> <p>The “cumulative voting system” as mentioned in the preceding paragraph means that each share has the voting right for the number of directors or supervisors to be elected, and the voting right owned by the shareholders may be cumulatively used when the directors or supervisors are elected at the general meeting. The Board shall simultaneously provide shareholders with the bibliographical details and basic information about the candidates for directors and supervisors.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 144</p> <p>The Company shall issue a written notice to all class shareholders whose names appear in the share register forty-five days before the class meeting is convened. The notice shall contain the matters to be considered at such meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve a written reply to the Company twenty days before the meeting is convened.</p> <p>In the event that the number of shares (carrying voting rights) held by shareholders who intend to attend the meeting reaches one-half of the total class shares with voting rights at the meeting, the Company may convene the class meeting; if not, the Company shall issue a public announcement to inform shareholders of matters to be considered at the meeting and the date and place of the meeting within five days. The Company may then convene the class meeting after issuing such public announcement.</p>	<p>Article 144</p> <p><u>When the Company convenes a class meeting, it shall issue a written notice within the time limit for the notice of convening a general meeting under Article 84 of the Articles of Association to all class shareholders whose names appear in the share register. The notice shall contain the matters to be considered at such meeting and the date and place of the meeting.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 147</p> <p>Directors shall be elected at the shareholders meeting. The term of office shall be three years from the date of election. Directors may be re-appointed upon election. However, the first session of the Board shall be elected at the inaugural meeting and its term of office shall end at the close of the third annual general meeting. Directors shall retire by rotation.</p> <p><u>The written notice of the intention to propose a candidate for election as a director, notice of acceptance by such candidate of his willingness to be nominated shall be served to the Company after the notice of the general meeting convened for election of such director and seven days prior to the date of convening the meeting.</u></p> <p>The Chairman and Vice Chairman shall be elected and removed by more than one half of all the members of the Board. The term of their office shall be three years, and renewable upon re-election.</p> <p>The general meeting may, by ordinary resolution, remove any director before the expiration of his term of office (but without prejudice to such director’s right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.</p>	<p>Article 147</p> <p>Directors shall be elected <u>or changed</u> at the shareholders meeting. The term of office shall be three years from the date of election. Directors may be re-appointed upon election. However, the first session of the Board shall be elected at the inaugural meeting and its term of office shall end at the close of the third annual general meeting. Directors shall retire by rotation.</p> <p><u>The Company shall disclose the details of the candidate(s) for director(s) before the general meeting to facilitate the shareholders to have sufficient understanding of the candidate(s). Candidate(s) should make a written commitment before the announcement of the general meeting, agree to accept the nomination, promise that the publicly disclosed materials are true, accurate and complete, and guarantee to effectively perform the duties of directors after being elected.</u></p> <p><u>The intention to propose a candidate for election as a director shall be served to the Company seven days prior to the date of convening the meeting.</u></p> <p>The Chairman and Vice Chairman shall be elected and removed by more than one half of all the members of the Board. The term of their office shall be three years, and renewable upon re-election.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Any person appointed by the directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election.</p> <p>The number of senior management member of the controlling shareholder (being the chairman and executive directors) holding concurrent office as the chairman and an executive director shall not be more than two.</p> <p>A director is not required to hold shares of the Company.</p>	<p>The general meeting may, by ordinary resolution, remove any director before the expiration of his term of office (but without prejudice to such director’s right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.</p> <p>Any person appointed by the directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election.</p> <p>The number of senior management member of the controlling shareholder (being the chairman and executive directors) holding concurrent office as the chairman and an executive director shall not be more than two.</p> <p>A director is not required to hold shares of the Company.</p>
<p>Article 162</p> <p>(18) to receive the work report and to check the work of the general manager of the Company;</p> <p>(19) such other powers conferred by the laws, administrative regulations, departmental rules, shareholder’s general meeting or the Articles of Association.</p>	<p>Article 162</p> <p>(18) to receive the work report and to check the work of the general manager of the Company;</p> <p><u>(19) to decide compliance management objective of the Company to improve its compliance cultural construction and to urge the Company to address problems in the compliance management;</u></p> <p>(20) such other powers conferred by the laws, administrative regulations, departmental rules, shareholder’s general meeting or the Articles of Association.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 167</p> <p>The Chairman of the Board shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to preside over the general meeting, and to convene and preside over the meetings of the Board; (2) to check the implementation of board resolutions; (3) to sign the securities issued by the Company; (4) to exercise other powers vested by the Board. <p>The Vice Chairman of the Company shall assist the Chairman in his performing his duties. If the Chairman is unable or fails to perform his duties, the two Vice Chairmen shall negotiate and determine one of them to perform such duties. If the two Vice Chairmen are unable to reach an unanimous agreement, one of the two Vice Chairmen to be elected by more than one half of the directors shall perform duties of the Chairman; if the two Vice Chairmen are unable or fail to perform such duties, a director elected by more than one half of the directors shall perform such duties.</p>	<p>Article 167</p> <p>The Chairman of the Board shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to preside over the general meeting, and to convene and preside over the meetings of the Board; (2) to supervise and check the implementation of board resolutions; (3) to sign the securities issued by the Company; (4) to exercise other powers vested by the Board. <p>The Vice Chairman of the Company shall assist the Chairman in his performing his duties. If the Chairman is unable or fails to perform his duties, the two Vice Chairmen shall negotiate and determine one of them to perform such duties. If the two Vice Chairmen are unable to reach an unanimous agreement, one of the two Vice Chairmen to be elected by more than one half of the directors shall perform duties of the Chairman; if the two Vice Chairmen are unable or fail to perform such duties, a director elected by more than one half of the directors shall perform such duties.</p>
<p>Article 185</p> <p><u>A personnel holding other duties other than a directorship in the Company’s controlling shareholder and persons exercising de facto control over the Company shall not hold the office of a senior management members of the Company.</u></p>	<p>Article 185</p> <p><u>A personnel holding administrative positions other than directors and supervisors in the controlling shareholder over the Company shall not hold the office of a senior management member of the Company.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 186</p> <p>The general manager shall be accountable to the Board and exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be in charge of the Company’s production, operation and management and to organise the implementation of the resolutions of the Board, and report the work to the Board; (2) to organise the implementation of the Company’s annual business plans and investment plans; (3) to draft plans for the establishment of the Company’s internal management structure; (4) to draft the Company’s basic management system; (5) to formulate basic rules and regulations for the Company; (6) to propose the appointment or dismissal of the Company’s deputy general manager(s) and financial controller; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board; (8) such other powers conferred by the Articles of Association and the Board. 	<p>Article 186</p> <p>The general manager shall be accountable to the Board and exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be in charge of the Company’s production, operation and management and to organise the implementation of the resolutions of the Board, and report the work to the Board; (2) to organise the implementation of the Company’s annual business plans and investment plans; (3) to draft plans for the establishment of the Company’s internal management structure; (4) to draft the Company’s basic management system; (5) to formulate basic rules and regulations for the Company; (6) to propose the appointment or dismissal of the Company’s deputy general manager(s) and financial controller; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board; (8) <u>to be responsible for the construction of legal and compliance management system of the Company;</u> (9) such other powers conferred by the Articles of Association and the Board.

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 196</p> <p>Each director, general manager and <u>financial controller</u> of the Company may not hold the office of a supervisor concurrently.</p>	<p>Article 196</p> <p>Each director, general manager and <u>other senior management member</u> of the Company may not hold the office of a supervisor concurrently.</p>
<p>Article 202</p> <p>A meeting of the Supervisory Committee shall be convened at least twice a year, and shall be held at least once every six months in each year.</p> <p>An extraordinary <u>general</u> meeting should be convened within 10 days by the Supervisory Committee upon occurrence of any of the following circumstances:</p>	<p>Article 202</p> <p>A meeting of the Supervisory Committee shall be convened at least twice a year, and shall be held at least once every six months in each year.</p> <p><u>Supervisors may propose to convene an extraordinary meeting of the Supervisory Committee.</u> An extraordinary meeting should be convened within 10 days by the Supervisory Committee upon occurrence of any of the following circumstances:</p>
<p>Sub-clause 1 of Article 203</p> <p>The Supervisory Committee is accountable to the general meeting, and shall exercise the following functions and powers pursuant to the laws:</p> <p>(1) to review and express its view in writing on regular reports prepared by the Board;</p>	<p>Sub-clause 1 of Article 203</p> <p>The Supervisory Committee is accountable to the general meeting, and shall exercise the following functions and powers pursuant to the laws:</p> <p>(1) to review and express its view in writing on <u>securities issuance documents and</u> regular reports prepared by the Board;</p>
<p>Article 210</p> <p>The supervisors shall faithfully discharge their supervisory responsibilities in accordance with the laws, administrative regulations and the Articles of Association.</p>	<p>Article 210</p> <p>The supervisors shall faithfully discharge their supervisory responsibilities in accordance with the laws, administrative regulations and the Articles of Association, <u>not to abuse their official powers to accept bribes or other unlawful income, and not to expropriate the Company's property.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Sub-clause 4 of Article 214</p> <p>(4) <u>to</u> sign on the Company’s regular reports for written confirmation in order to ensure the truthfulness, accuracy and completeness of the information disclosed by the Company within their duties;</p>	<p>Sub-clause 4 of Article 214</p> <p>(4) <u>the directors, senior management members and supervisors shall</u> sign on the Company’s <u>securities issuance documents and</u> regular reports for written confirmation in order to ensure the <u>timely and fair disclosure of information and the</u> truthfulness, accuracy and completeness of the information disclosed by the Company within their duties; <u>if it is impossible to guarantee the authenticity, accuracy, completeness or approval of the contents of the securities issuance documents and regular reports, the Company shall express its opinions and state the reasons in the written confirmation and disclose it. If the Company does not disclose it, the directors, supervisors and senior management members may disclose it directly;</u></p>
<p>Article 265</p> <p>The Company implements the system of appointment for all levels of management personnel and a contract system for ordinary employees. The Company may decide by itself on personnel deployment, <u>and is entitled to recruit by itself management personnel as well as workers and staff and dismiss them according to the laws and regulations in the contract.</u></p>	<p>Article 265</p> <p>The Company implements the system of appointment for all levels of management personnel and a contract system for ordinary employees. The Company may decide by itself on personnel deployment, <u>and is entitled to recruit by itself management personnel as well as workers and staff and dismiss them according to the laws and regulations in the contract.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Article 267</p> <p>The Company arranges <u>medical insurance, retirement insurance and unemployment insurance</u> for its management personnel and other employees in accordance with relevant administrative regulations of the Chinese government and local government, as well as implements the laws, stipulations and relevant regulations regarding the labor insurance for retired and <u>unemployed</u> workers.</p>	<p>Article 267</p> <p>The Company arranges <u>social insurance</u> for its management personnel and other employees in accordance with relevant administrative regulations of the Chinese government and local government, as well as implements the laws, stipulations and relevant regulations regarding the labor insurance for retired and workers <u>awaiting job assignment.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
	<p style="text-align: center;"><u>CHAPTER XIX PARTY COMMITTEE</u></p> <p style="text-align: center;"><u>Article 268 In accordance with the “Constitution of the Communist Party of China”, the Company shall establish the organization of the Communist Party of China. The Party organizations shall play the core leadership and core political role of providing direction, managing the overall situation and ensuring the implementation. The Company shall also establish the working organs of the Party, which shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organizations.</u></p> <p style="text-align: center;"><u>Article 269 The Company shall establish a Party Committee consisting of a secretary and several other committee members. Eligible members of the Party Committee are entitled to be admitted to the Board, the Supervisory Committee, and the management according to legal provisions and procedures and eligible Party members from the Board, the Supervisory Committee, and the management are entitled to be admitted to the Party Committee according to legal provisions and procedures. Meanwhile, the Commission for Discipline Inspection will be established in accordance with the regulations, including a secretary and several members.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
	<p><u>Article 270 The establishment of the Party organization and the staff arrangement shall be incorporated into the administrative organs and organization of the Company. A Party Committee work department shall be established, which shall be equipped with full-time party affairs staff at a proportion of not less than 1.5% of the total number of employees in service. The work funds of the Party organization shall be included in the enterprise management expenses, shall be drawn in proportion according to the relevant requirements, and shall be uniformly managed and used by the Party Committee.</u></p> <p><u>Article 271 The research and discussion of the Party Committee is the pre-procedure for the Board and management to study and decide on major issues such as “major decision, major personnel appointment and removal, major project arrangements and significant funds utilization”.</u></p> <p><u>Article 272 The Party Committee shall discharge its following duties in accordance with the “Constitution of the Communist Party of China” as well as other intra-Party laws and regulations:</u></p> <p><u>(1) to guarantee and supervise the implementation of policies and guidelines of the Party and the State in the Company, implement material strategic decisions of the Party Central Committee and the State Council and make arrangements for the relevant material works of the superior units and the Party organization.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
	<p>(2) <u>to insist on the combination of the principles of management of cadres by the Party and the selection of operation managers by the Board according to laws and execution of the right of employment by the operation managers. The Party Committee shall consider and propose opinions and suggestions on the candidates as nominated by the Board or general manager, or nominate candidates to the Board or general manager; conduct investigation on the candidates to be appointed and collective research to raise opinions and suggestions; manage and supervise the standards and procedures for the selection and employment of personnel; be responsible for the construction of the reserve cadre team of the Company.</u></p> <p>(3) <u>to study and discuss reform, development and stability, material operation and management issues and other material issues involving staff's immediate interests of the Company, and propose guiding opinions and suggestions thereon.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
	<p><u>(4) to shoulder the main responsibility for the overall strictness in administering the Party, lead the Company in terms of ideological and political work, united front work, spiritual civilization construction, enterprise cultural construction and the work of labor union, the Communist Youth League and others, and lead the construction of the Party conduct and of an honest and clean government and support the Commission for Discipline Inspection in practical performance of oversight responsibility.</u></p> <p><u>Article 273 Members of the Party Committee who join the Board and management should fully express their opinions and suggestions on the research decisions of the Party Committee when making decisions, so that the research decisions can be reflected and implemented in legal decisions.</u></p> <p><u>Article 274 Work and construction of the Party organizations shall be carried out in accordance with the “Constitution of the Communist Party of China” as well as other relevant provisions.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p><u>Article 268</u></p> <p>The Company’s employees are entitled to organise a trade union and carry out its activities in accordance with the Trade Union Law of the People’s Republic of China. <u>The trade union shall organize activities out of the normal business hours, unless otherwise specified by the Board.</u></p>	<p><u>Article 275</u></p> <p>The Company’s employees are entitled to organise a trade union and carry out its activities in accordance with the Trade Union Law of the People’s Republic of China. <u>The Company provides necessary funds and venues for normal trade union activities.</u></p>
<p><u>Article 269</u></p> <p>For the Company’s merger or separation, the Board of the Company should submit a proposal. After its adoption in the procedure specified in the Articles of Association, relevant procedures for examination and approval will be handled according to the laws. Shareholders against the proposal for the Company’s merger or separation are entitled to request the Company or the shareholders that agree to such proposal to purchase its stock at a fair price. The contents of the Company’s resolutions on the merger or separation should form a special <u>document</u> for inspection by the shareholders.</p> <p>In respect of the holders of H Shares, the aforesaid <u>document</u> should also be dispatched to the shareholders by mail at the address as shown on the register of members.</p>	<p><u>Article 276</u></p> <p>For the Company’s merger or separation, the Board of the Company should submit a proposal. After its adoption in the procedure specified in the Articles of Association, relevant procedures for examination and approval will be handled according to the laws. Shareholders against the proposal for the Company’s merger or separation are entitled to request the Company or the shareholders that agree to such proposal to purchase its stock at a fair price. The contents of the Company’s resolutions on the merger or separation should form a special <u>document</u> for inspection by the shareholders.</p> <p>In respect of the holders of H Shares, the aforesaid <u>document</u> should also be dispatched to the shareholders by mail at the address as shown on the register of members.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p><u>Article 271</u></p> <p>Upon separation of the Company, its property shall be split correspondingly.</p> <p>For the separation of the Company, all the parties involved in the separation should sign an agreement on the separation, and formulate a balance sheet and lists of property. The Company shall inform the creditors in 10 days after the date of making the resolution for such separation, and make at least 3 times of newspaper announcements in 30 days as provided for by the applicable laws, administrative regulations or the regulatory provisions of the place where the Company's shares are listed.</p> <p><u>Debts incurred by the Company before its separation shall be borne by the companies after the separation according to the agreement reached.</u></p>	<p><u>Article 278</u></p> <p>Upon separation of the Company, its property shall be split correspondingly.</p> <p>For the separation of the Company, all the parties involved in the separation should sign an agreement on the separation, and formulate a balance sheet and lists of property. The Company shall inform the creditors in 10 days after the date of making the resolution for such separation, and make at least 3 times of newspaper announcements in 30 days as provided for by the applicable laws, administrative regulations or the regulatory provisions of the place where the Company's shares are listed.</p> <p><u>The companies after the separation shall assume the joint liability for the debts incurred by the Company before its separation except where the Company before the separation and its creditors have otherwise reached a written agreement on repayment of the debts.</u></p>
<p><u>Article 276</u></p> <p>The liquidation committee shall notify all creditors within 10 days after its establishment and shall make at least 3 newspaper announcements within 60 days. Creditors should, within 30 days from the date of receipt of notice, or (if no written notice is received in person) within 90 days from the date of the first notice, claim for their creditors' rights to the liquidation group. Any overdue unclaimed creditors' rights shall be deemed as a waiver of the same. Creditors, when filing their claims, should illustrate those claim-related issues and provide supporting documentation thereon. The liquidation group should register such claims.</p>	<p><u>Article 283</u></p> <p>The liquidation committee shall notify all creditors within 10 days after its establishment and shall make at least 3 newspaper announcements within 60 days. Creditors should, within 30 days from the date of receipt of notice, or (if no written notice is received in person) within 90 days from the date of the first notice, claim for their creditors' rights to the liquidation group. Any overdue unclaimed creditors' rights shall be deemed as a waiver of the same. Creditors, when filing their claims, should illustrate those claim-related issues and provide supporting documentation thereon. The liquidation group should register such claims. <u>During the period when creditors declare their creditors' rights, the liquidation committee shall not pay off the debts to them.</u></p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p><u>Article 291</u></p> <p>In order to prove that such notices, documents, information or written statements have been already sent, evidence should be provided to prove that the notices, documents, information or written statements have been served within the prescribed time in the way prescribed by <u>Article 289</u> hereof; where a notice is served by hand, a confirmation of due receipt should be provided to the Company. Where a notice is served by a registered mail, evidence should be provided to prove that such notice should be sent by prepaid postage at the correct address of the Company.</p>	<p><u>Article 298</u></p> <p>In order to prove that such notices, documents, information or written statements have been already sent, evidence should be provided to prove that the notices, documents, information or written statements have been served within the prescribed time in the way prescribed by <u>Article 296</u> hereof; where a notice is served by hand, a confirmation of due receipt should be provided to the Company. Where a notice is served by a registered mail, evidence should be provided to prove that such notice should be sent by prepaid postage at the correct address of the Company.</p>
<p><u>Article 292</u></p> <p>Where a notice is served by the Company by way of public notice, after the publication of such public notice, all related parties shall be deemed to have received the relevant notice.</p> <p>In relation to the term “public announcement” as referred to in the Articles of Association, unless the context otherwise requires, in respect of a notice issued to the holders of Domestic Shares or a notice required to be served within the PRC according to the relevant regulations and the Articles of Association, it shall mean <u>an announcement to be published in newspapers in the PRC, which are designated by the PRC laws, administrative regulations or the securities regulatory authorities of the State Council</u>; in respect of an announcement issued to the holders of foreign investor shares or an announcement required to be made in Hong Kong according to the relevant regulations and the Articles of Association, it shall mean an announcement to be published at the related websites as requested by the relevant Listing Rules.</p>	<p><u>Article 299</u></p> <p>Where a notice is served by the Company by way of public notice, after the publication of such public notice, all related parties shall be deemed to have received the relevant notice.</p> <p>In relation to the term “public announcement” as referred to in the Articles of Association, unless the context otherwise requires, in respect of a notice issued to the holders of Domestic Shares or a notice required to be served within the PRC according to the relevant regulations and the Articles of Association, it shall mean <u>the announcement and information disclosure through the websites of stock exchanges and media that meet the requirements prescribed by the CSRC and other regulatory authorities</u>; in respect of an announcement issued to the holders of foreign investor shares or an announcement required to be made in Hong Kong according to the relevant regulations and the Articles of Association, it shall mean an announcement to be published at the related websites as requested by the relevant Listing Rules.</p>

ARTICLES OF ASSOCIATION	
Existing articles	Amended articles
<p>Except as otherwise provided in the Articles of Association, where a notice from the Company to holders of overseas listed foreign shares is served by way of a public announcement, the public announcement should be issued at the website of the SEHK and the website of the Company respectively on the same day in accordance with the requirements of the local listing rules.</p>	<p style="text-align: center;"><u>The Company may not disclose information through public media before such information is disclosed through designated websites and other designated media, and may not disclose information by way of press release or interview with reporters in lieu of the announcement.</u></p> <p style="text-align: center;"><u>The Board may change the websites and other media for information disclosure, but shall ensure that the designated websites and other media for information disclosure comply with the qualifications and conditions stipulated by CSRC, overseas regulatory authorities, domestic stock exchanges and other regulatory authorities.</u></p> <p>Except as otherwise provided in the Articles of Association, where a notice from the Company to holders of overseas listed foreign shares is served by way of a public announcement, the public announcement should be issued at the website of the SEHK and the website of the Company respectively on the same day in accordance with the requirements of the local listing rules.</p>
<p><u>Article 297</u></p> <p>Except for any resolutions of the Board and any resolutions of general meetings passed pursuant to <u>Article 296</u> hereof, the resolutions of the Company's general meetings and the Board, as well as the rules and regulations of the Company established therein that are inconsistency with the Articles of Association shall be null and void.</p>	<p><u>Article 304</u></p> <p>Except for any resolutions of the Board and any resolutions of general meetings passed pursuant to <u>Article 303</u> hereof, the resolutions of the Company's general meetings and the Board, as well as the rules and regulations of the Company established therein that are inconsistency with the Articles of Association shall be null and void.</p>

APPENDIX TO THE ARTICLE OF ASSOCIATION – PROCEDURAL RULES FOR BUSINESS DISCUSSION AT A GENERAL MEETING	
Existing articles	Amended articles
<p>Sub-clause 13 of Article 4</p> <p>(13) to consider the motions raised by shareholders who represent more than <u>5%</u> of the total number of voting shares of the Company;</p>	<p>Sub-clause 13 of Article 4</p> <p>(13) to consider the motions raised by shareholders who represent more than 3% of the total number of voting shares of the Company;</p>
<p>Article 15</p> <p>Where the shareholders require the holding of a class meeting, it shall be performed in accordance with the following procedures:</p> <p>(1) <u>two or more shareholders holding in aggregate 10% or more of the shares carrying the right to vote at the meeting to be held shall sign one or more counterpart requisitions stating the objectives of the meeting and requiring the Board to convene a shareholders’ extraordinary general meeting or a class meeting. The Board shall as soon as possible proceed to convene the extraordinary general meeting or a class meeting after receiving such written requisition. The amount of shareholdings referred to above shall be calculated as at the date of the deposit of the requisition by the shareholders.</u></p>	<p>Article 15</p> <p>Where the shareholders require the holding of a class meeting, it shall be performed in accordance with the following procedures:</p> <p><u>two or more shareholders holding in aggregate more than 10% of the shares carrying the right to vote at the meeting to be held shall sign one or more counterpart requisitions stating the objectives of the meeting and requiring the Board to convene a shareholders’ extraordinary general meeting or a class meeting. For such proposal, the Board shall, in accordance with laws, administrative regulations and these Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of such proposal.</u></p>

APPENDIX TO THE ARTICLE OF ASSOCIATION – PROCEDURAL RULES FOR BUSINESS DISCUSSION AT A GENERAL MEETING	
Existing articles	Amended articles
<p><u>(2) if the Board fails to issue a notice of convening such a meeting within 30 days from the date of the receipt of such requisition in writing, the requisitor may themselves convene such a meeting with the procedures as similar as possible as that in which shareholders’ meetings are to be convened by the Board within four months from the date of receipt of the requisition by the Board.</u></p> <p><u>Any reasonable expenses incurred by shareholders’ convening and presiding over a meeting by reason of the failure of the Board to duly convene a meeting as requested above shall be borne by the Company and shall be set off against sums owed by the Company to the directors in default.</u></p>	<p><u>If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board is passed. Changes made to the original proposal in the notice shall be approved by the relevant shareholder.</u></p> <p><u>If the Board does not agree to convene the extraordinary general meeting, or fails to give a relevant notice within 10 days after the receipt of the request, shareholders, individually or jointly, holding more than 10% of the Company’s shares may request the Supervisory Committee to convene an extraordinary general meeting of shareholders, and such proposals shall be made to the Supervisory Committee in writing.</u></p> <p><u>If the Supervisory Committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the receipt of the request. Changes made to the original proposal in the notice shall be approved by the relevant shareholder.</u></p> <p><u>If the Supervisory Committee fails to give a relevant notice within the designated period, it shall be deemed that the Supervisory Committee fails to convene and preside over the shareholders’ general meeting. The shareholder(s) continuously holding for 90 days individually or collectively more than 10% of the shares of the Company may convene and preside over the meeting by himself/themselves.</u></p>

APPENDIX TO THE ARTICLE OF ASSOCIATION – PROCEDURAL RULES FOR BUSINESS DISCUSSION AT A GENERAL MEETING	
Existing articles	Amended articles
	<p>Any reasonable expenses incurred by shareholders’ convening and presiding over a meeting by reason of the failure of the Board <u>and the Supervisory Committee</u> to duly convene a meeting as requested above shall be borne by the Company and shall be set off against sums owed by the Company to the directors and <u>the supervisors</u> in default.</p>
<p>Article 21</p> <p>When the Company convenes a general meeting, written notice of the meeting shall be given <u>forty-five</u> days before the date of the meeting to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting. <u>Shareholders who intend to attend the meeting shall serve to the Company a written reply of their attendance twenty days before the date of the meeting.</u></p> <p>In determining the commencement date of the period, the Company shall not include the date on which the meeting is held.</p>	<p>Article 21</p> <p>When the Company convenes <u>an annual</u> general meeting, written notice of the meeting shall be given <u>twenty</u> days before the date of the meeting, <u>and when the Company convenes an extraordinary general meeting, written notice of the meeting shall be given fifteen days before the date of the meeting</u> to notify all shareholders whose names appear in the register of members of the matters to be considered at and the date and place of the meeting.</p> <p>In determining the commencement date of the period, the Company shall not include the date on which the meeting is held.</p>
<p>Article 22</p> <p>No changes may be made once the registration date is confirmed.</p>	<p>Article 22</p> <p><u>The interval between the registration date and the date of the meeting shall not be more than 7 working days.</u> No changes may be made once the registration date is confirmed.</p>

APPENDIX TO THE ARTICLE OF ASSOCIATION – PROCEDURAL RULES FOR BUSINESS DISCUSSION AT A GENERAL MEETING	
Existing articles	Amended articles
<p>Article 23</p> <p>The Company shall, based on <u>the written replies received twenty days before the date of the general meeting from the shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half of the Company’s total voting shares, the Company may convene the general meeting; if not, then the Company shall, within five days, notify the shareholders again by announcement of the matters to be considered at, the place and date for, the meeting. The Company may then convene the meeting after such announcement made.</u></p>	<p>Article 23</p> <p>The Company shall, based on <u>the written replies received within the period specified in Article 21 of the Articles of Association, calculate the number of voting shares represented by the shareholders who intend to attend the meeting.</u></p>
<p>Article 25</p> <p>Notice of general meeting shall be served on the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members. For the holders of Domestic Shares, notice of meetings may be issued by way of announcement.</p>	<p>Article 25</p> <p>Notice of general meeting shall be served on the shareholders (whether or not they are entitled to vote at the meeting), by hand or by prepaid mail at their addresses as shown in the register of members. For the holders of Domestic Shares, notice of meetings may be issued by way of announcement.</p>

APPENDIX TO THE ARTICLE OF ASSOCIATION – PROCEDURAL RULES FOR BUSINESS DISCUSSION AT A GENERAL MEETING	
Existing articles	Amended articles
<p>The announcement referred to in the preceding paragraph shall be published <u>in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between forty-five days and fifty days before the date of the meeting</u>; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The Company should, when serving the notice convening the general meeting to shareholders, ensure the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.</p>	<p>The announcement referred to in the preceding paragraph shall be published <u>on the website of the stock exchange and the media that meet the requirements prescribed by the CSRC and other regulatory authorities (for domestic shareholders only)</u>; after the publication of the announcement, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The Company should, when serving the notice convening the general meeting to shareholders, ensure the holders of foreign invested shares with their registered address in Hong Kong would have sufficient time to exercise their rights or act in accordance with the terms of the notice.</p>
<p>Article 50</p> <p>In the case of voting at general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Save and except for Article 110 hereof, each share shall have one vote. Shares of the Company are without voting rights and such shares shall not be taken in the total number of voting shares represented at the meeting.</p> <p>Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p>	<p>Article 50</p> <p>In the case of voting at general meetings, shareholders (including their proxies) may exercise their voting rights in accordance with the number of their voting shares. Save and except for Article 110 hereof, each share shall have one vote. Shares of the Company are without voting rights and such shares shall not be taken in the total number of voting shares represented at the meeting.</p> <p>Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p>

APPENDIX TO THE ARTICLE OF ASSOCIATION – PROCEDURAL RULES FOR BUSINESS DISCUSSION AT A GENERAL MEETING	
Existing articles	Amended articles
<p>The review and consideration of the connected transactions or continuing connected transactions at the general meeting shall be subject to laws, administrative regulations and regulatory requirements of the place(s) where the Company’s shares are listed, including the Listing Rules amended from time to time by SEHK. If required by the listing rules of the stock exchange on which the Company’s shares are listed, the shareholders associated with such transactions should abstain from voting and the number of voting shares represented by them shall not be taken in the total number of valid voting. The announcement on the resolutions at the general meeting should contain a complete disclosure of the voting details of non-associated shareholders.</p> <p>The Board, independent directors <u>and shareholders who meet the relevant requirements may solicit the voting rights from other shareholders. For such solicitation, information such as the specific voting intention shall be fully disclosed to the shareholders to be solicited.</u> No payment or other form of de facto payment shall be made to the shareholders for such <u>solicitation.</u> The Company shall not impose any limitation related to minimum shareholding on the collection of voting rights.</p>	<p>The review and consideration of the connected transactions or continuing connected transactions at the general meeting shall be subject to laws, administrative regulations and regulatory requirements of the place(s) where the Company’s shares are listed, including the Listing Rules amended from time to time by SEHK. If required by the listing rules of the stock exchange on which the Company’s shares are listed, the shareholders associated with such transactions should abstain from voting and the number of voting shares represented by them shall not be taken in the total number of valid voting. The announcement on the resolutions at the general meeting should contain a complete disclosure of the voting details of non-associated shareholders.</p> <p>The Board, independent directors, <u>shareholders holding more than 1% of voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the CSRC may, as the caller, by themselves or entrusting securities company, securities service agency, publicly request the shareholders of the Company to entrust them to attend the general meeting and to exercise the shareholders’ rights such as proposal right and voting rights on their behalf.</u></p>

APPENDIX TO THE ARTICLE OF ASSOCIATION – PROCEDURAL RULES FOR BUSINESS DISCUSSION AT A GENERAL MEETING	
Existing articles	Amended articles
	<p style="text-align: center;"><u>Where it solicits for rights of Shareholders in accordance with the preceding paragraph, the caller shall disclose the soliciting documents and the Company shall cooperate.</u> No payment or other form of de facto payment shall be made to the shareholders for such public solicitation. The Company shall not impose any limitation related to minimum shareholding on the collection of voting rights. <u>Where the public soliciting of shareholders’ rights is in violation of laws, administrative regulations or relevant rules of the CSRC and causes damages to the Company or its shareholders, it shall assume liability for compensation in accordance with the laws.</u></p>
<p>Article 60</p> <p>The list of candidates for directors and supervisors shall be submitted to shareholders for voting by way of a proposal.</p> <p>When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. <u>A cumulative voting system shall be implemented for the election of directors or supervisors when the controlling shareholder of the Company holds more than 30% of the shares of the Company.</u></p>	<p>Article 60</p> <p>The list of candidates for directors and supervisors shall be submitted to shareholders for voting by way of a proposal.</p> <p><u>The election of directors or supervisors shall fully reflect the opinions of minority shareholders.</u> When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. <u>Where a single shareholder and parties acting in concert with him hold equity interests of 30% or above, the cumulative voting system shall be adopted.</u></p>

APPENDIX TO THE ARTICLE OF ASSOCIATION – PROCEDURAL RULES FOR BUSINESS DISCUSSION AT A GENERAL MEETING	
Existing articles	Amended articles
<p>The “cumulative voting system” as mentioned in the preceding paragraph means that each share has the voting right for the number of directors or supervisors to be elected, and the voting right owned by the shareholders may be cumulatively used when the directors or supervisors are elected at the general meeting. The Board shall simultaneously provide shareholders with the bibliographical details and basic information about the candidates for directors and supervisors.</p>	<p>The “cumulative voting system” as mentioned in the preceding paragraph means that each share has the voting right for the number of directors or supervisors to be elected, and the voting right owned by the shareholders may be cumulatively used when the directors or supervisors are elected at the general meeting. The Board shall simultaneously provide shareholders with the bibliographical details and basic information about the candidates for directors and supervisors.</p>
<p>Article 82</p> <p>The Company <u>shall issue a written notice to all class shareholders whose names appear in the share register forty-five days before the class meeting is convened. The notice shall contain the matters to be considered at such meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve a written reply to the Company twenty days before the meeting is convened.</u></p> <p><u>In the event that the number of shares (carrying voting rights) held by shareholders who intend to attend the meeting reaches one-half of the total class shares with voting rights at the meeting, the Company may convene the class meeting; if not, the Company shall issue a public announcement to inform shareholders of matters to be considered at the meeting and the date and place of the meeting within five days. The Company may then convene the class meeting after issuing such public announcement.</u></p>	<p>Article 82</p> <p><u>When the Company convenes a class meeting, it shall issue a written notice within the time limit for the notice of convening a general meeting under Article 21 of the Rules to all class shareholders whose names appear in the share register. The notice shall contain the matters to be considered at such meeting and the date and place of the meeting.</u></p>



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 NOTICE OF ANNUAL GENERAL MEETING

References are made to the notice (the “**Notice**”) dated 15 May 2020 of the annual general meeting (the “**AGM**”) 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 Monday, 29 June 2020.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition, the AGM 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 Notice:

AS SPECIAL RESOLUTION

7. To consider and approve the proposed amendments to the articles of association of the Company and authorise the Board to apply for all necessary approvals and make all necessary filings and registrations with the relevant authorities in relation to such amendments.

AS ORDINARY RESOLUTIONS

8. To consider and approve the re-election of the directors of the Company (the “**Director**”):
 - 8.1 To re-elect Mr. Wei Minghui as an executive Director for the sixth session of the board of Directors of the Company (the “**Board**”) for a term of three years commencing from the date of approval at the AGM. During his term of service,

* *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*

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

the remuneration standard and total remuneration payable to Mr. Wei Minghui shall be determined in accordance with the Company's salary regulations and regulations on business performance appraisal. In addition, no other welfare or bonus shall be paid.

- 8.2 To re-elect Mr. Cao Dong as a non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.
 - 8.3 To elect Mr. Qi Yue as a non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.
 - 8.4 To re-elect Mr. Sun Dequan as an executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, the remuneration standard and total remuneration payable to Mr. Sun Dequan shall be determined in accordance with the Company's salary regulations and regulations on business performance appraisal. In addition, no other welfare or bonus shall be paid.
 - 8.5 To re-elect Mr. Yuan Yi as a non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.
 - 8.6 To elect Ms. Na Danhong as a non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to her for her service as a Director, and no other welfare or bonus shall be paid.
9. To consider and approve the election or re-election of the independent non-executive Directors:
 - 9.1 To elect Mr. Li Zhiwei as an independent non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. The Company shall pay him the remuneration of RMB200,000 before tax per year for his service as an independent Director. In addition, no other welfare or bonus shall be paid.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

- 9.2 To elect Dr. Liu Chunyan as an independent non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. The Company shall pay him the remuneration of RMB200,000 before tax per year for his service as an independent Director. In addition, no other welfare or bonus shall be paid.
- 9.3 To re-elect Mr. Law Man Tat as an independent non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. The Company shall pay him the remuneration of RMB250,000 before tax per year for his service as an independent Director. In addition, no other welfare or bonus shall be paid.
10. To consider and approve the re-election of the supervisors of the Company (the “Supervisors”):
- 10.1 To re-elect Mr. Jia Wenjun as a Supervisor for the sixth session of the supervisory committee of the Company for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Supervisor, and no other welfare or bonus shall be paid.
- 10.2 To elect Mr. Jia Ming as a Supervisor for the sixth session of the supervisory committee of the Company for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Supervisor, and no other welfare or bonus shall be paid.
- 10.3 To elect Mr. Wang Zhifeng as an independent Supervisor for the sixth session of the supervisory committee of the Company for a term of three years commencing from the date of approval at the AGM. The Company shall pay him the remuneration of RMB100,000 before tax per year for his service as an independent Supervisor of the Company. In addition, no other welfare or bonus shall be paid.

Save for the changes mentioned in this supplemental notice, the resolution contained in the 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

Dalian City, Liaoning Province, the PRC
12 June 2020

* For identification purposes only

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. The details in respect of the abovementioned ordinary resolutions and special resolution are set out in the supplemental circular of the Company dated 12 June 2020 (the “**Supplemental Circular**”).
2. A revised proxy form for use at the AGM 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 15 May 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 the details of the other resolutions originally proposed to the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.
4. The supplemental notice of AGM for the shareholders of A shares of the Company will be given separately.

As at the date of the supplemental 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