

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



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)

INSIDE INFORMATION OVERSEAS REGULATORY ANNOUNCEMENT PROPOSED MERGER AND PLACING OF A SHARES

This announcement is made by Dalian Port (PDA) Company Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) and Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provision (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Suspension of A Shares Trading

As the Company and Yingkou Port Liability Co., Ltd. (營口港務股份有限公司) are contemplating a proposed merger by absorption of Yingkou Port Liability Co., Ltd. by the Company and a related issue of new A shares by the Company to raise supporting funds (collectively the “**Transaction**”) which involves significant uncertainties, the Company has requested to suspend the trading of its A shares on the Shanghai Stock Exchange (the “**SSE**”) from 22 June 2020 in order to ensure fair information disclosure, protect the interest of investors and avoid unusual movements in share price. The Company will proactively carry out the work in relation to the Transaction pursuant to the relevant PRC rules and regulations. The proposed suspension of A shares trading of the Company is estimated not to exceed ten trading days and the Company will make further announcement in this regard.

During the period when trading of A shares is suspended, the Company will comply with its disclosure obligations in respect of the progress of the matter as and when required under relevant laws and regulations. Investors are advised to pay attention to the relevant announcements and beware of the investment risks involved. Such announcements will also be published on the websites of The Stock Exchange of Hong Kong Limited (“**SEHK**”) and the Company.

* *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*

Continuation of H Shares Trading

During the period when trading of the Company's A shares is suspended, the trading of the Company's H shares on SEHK shall continue.

Particulars of the Transaction

Please refer to the attached announcement which has been published by the Company on the SSE on 19 June 2020. It is expected that the Transaction, if proceeded with, may constitute a connected and very substantial acquisition and placing of new A shares of the Company under a specific mandate under the Listing Rules. Further details of the Transaction, if proceeded with, will be announced by the Company as and when required under applicable laws and regulations including the Listing Rules.

The board of directors of the Company wishes to emphasize that the detailed terms of the Transaction have not been finalized as of the date of this announcement and the Company will actively fulfill its disclosure obligations by making appropriate announcements on the progress of the Transaction. Meanwhile, the Transaction still has uncertainties and it may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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
19 June 2020

As at the date of this announcement, 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

Dalian Port (PDA) Company Limited***Announcement on Suspension of Trading in Relation to Material Asset Restructuring**

The board of directors and all directors of the Company confirm that the information in this announcement does not contain any false representation, misleading statement or material omission, and jointly and severally accept full responsibility for the truthfulness, accuracy and completeness of the contents herein.

I. Reasons for Suspension of Trading and Work Arrangement

Dalian Port (PDA) Company Limited* (hereinafter the “Company”) and Yingkou Port Liability Co., Ltd (hereinafter “Yingkou Port”) are planning to merge by way of issuing A shares by the Company to all shareholders of Yingkou Port (hereinafter the “Merger”) and raise supporting funds. The Merger is expected to constitute a material asset restructuring under the Measures for Administration of Material Asset Restructuring of Listed Companies (2020 revision) (《上市公司重大資產重組管理辦法》(2020年修訂)) and a connected transaction of the Company. The Merger will not result in a change of the de facto controller of the Company.

As the Merger is under planning and there are uncertainties, to ensure fair information disclosure, protect the interests of investors and avoid causing unusual fluctuations in the Company’s share price, upon application to the Shanghai Stock Exchange, trading of the Company’s A shares is expected to be suspended for no more than 10 trading days from the opening of the trading session of 22 June 2020 (Monday).

During trading suspension, the Company will fulfill its obligation of information disclosure in a timely manner based on the progress of the Merger. The Company will disclose the restructuring plan approved by the board of directors and apply for resumption of trading in accordance with the requirements of the Business Guide for Suspension and Resumption of Trading for Planning of Material Matters of Listing Companies (《上市公司籌劃重大事項停復牌業務指引》) of the Shanghai Stock Exchange and Rules No. 26 on Standards for Contents and Format of Information Disclosure by Companies Publicly Issuing Securities – Material Asset Restructuring of Listed Companies (2018 revision) (《公開發行證券的公司資訊披露內容與格式準則第 26 號—上市公司重大資產重組(2018年修訂)》) by China Securities Regulatory Commission.

II. Basic Information of the Restructuring

(I) Basic information of the merging party

Name of company: Dalian Port (PDA) Company Limited*

Unified social credit code: 91210200782451606Q

Date of establishment: 16 November 2005

Registered capital: RMB12,894,535,999

Legal representative: Wei Minghui

Registered address: Xingang Commercial Building, Dayao Bay, Dalian Free Trade Zone, Liaoning Province

Type of company: joint stock limited company (Sino-foreign joint venture, listed company)

Scope of business: provision of terminal business and logistics services such as international and domestic cargo loading and discharging, transportation, transshipment, storage and etc.; providing facilities and services for passenger waiting, embarking and disembarking; tallying services for vessels sailing on international and domestic lines; tugging services; port logistics and port information technology consultation services; engaged in crude oil storage in port area (operating with the permit); refined oil products storage (restricted to those applying for bonded qualification and those at port storage facilities); import and export of goods and technology (excluding distribution of imported goods and articles prohibited by relevant laws and regulations; import and export of articles restricted by laws and regulations may only conduct with the grant of license) (with capital contribution from foreign party of no more than 25%).(Projects subject to approval according to laws shall only be carried out after approval by relevant authorities.)

(II) Basic Information on the merged party

Name of company: Yingkou Port Liability Co., Ltd

Unified social credit code: 91210000716409709T

Date of establishment: 22 March 2000

Registered capital: RMB6,472,983,003

Legal representative: Yao Ping

Registered address: No. 1 Yinggang Road, Bayuquan District, Yingkou

Type of company: joint stock limited company (listed and state-controlled)

Scope of business: terminal and other port facilities services, cargo stevedoring, warehousing services, vessel port services, leasing and repair of port facilities, equipment and port machinery, structural steel works, processing and sale of parts, sale of port machinery, automobile accessories, steel, construction materials and rubber products, manufacture and sale of straw mats and labour protective products, production and sale of nylon cord, automobile repairs, production and sale of support wheels, manufacture, installation and sale of port hoisting and transporting machinery and equipment, manufacture, installation and sale of belt conveyor, bucket wheel machine and haul truck equipment, repair and maintenance of hoisting equipment, heat supply services, property management, sale of hardware and electrical appliance, water-heating equipment, daily necessities, office supplies, woodwork and chemical products (excluding hazardous articles), automobile rental and property leasing services, oil fence operations and ship waste recovery. (Projects subject to approval according to laws shall only be carried out after approval by relevant authorities.)

(III) Means of transaction

The Merger is conducted through means of the proposed issuance of A shares by the Company to all shareholders of Yingkou Port to merge with Yingkou Port by way of share swap and absorption and to raise supporting funds.

III. Document of Intent on the Merger

On 19 June 2020, the Company and Yingkou Port signed the Agreement of Intent on the Merger by Way of Absorption, major contents of which are as follows:

1. The Company intends to issue A shares to all shareholders of Yingkou Port to merge with Yingkou Port by way of share swap and absorption;

2. Upon signing this agreement, both parties will negotiate in respect of the detailed transaction plan, share swap price, settlement of creditors' rights and debts, staff settlement, protection mechanism for dissenting shareholders and other arrangements for the Merger; and both parties shall render active and necessary cooperation so as to proceed with the Merger in full swing and ensure the signing of a formal transaction agreement;

3. This agreement is only an initial agreement of intent between the two parties, and their detailed rights and duties and various arrangements for the Merger are subject to the final formal transaction agreement to be signed between the two parties;

4. The Merger and the formal transaction agreement to be signed shall be submitted to the respective board of directors and general meeting of the two parties for review, and shall be formally implemented upon approval by the competent regulatory authorities;

5. It is unanimously agreed by both parties that this agreement may be terminated in writing.

IV. Risk Notice

Up to now, the Merger is still at the stage of planning, and a formal transaction agreement is not yet entered into between the two parties with detailed transaction plan still under negotiation and discussion.

The Merger is still subject to necessary internal decision-making procedures and approval by the competent regulatory authorities before its formal implementation, which still involves uncertainties. Relevant information is all subject to the announcements published on the media designated by the Company for information disclosure. Investors are advised to pay attention to the subsequent announcements and the investment risks.

This announcement is hereby given.

Documents available for inspection:

(I) The application for suspension of trading signed by the chairman of the board and affixed with the company seal

(II) The Agreement of Intent on the Merger by Way of Absorption

Board of Directors of
Dalian Port (PDA) Company Limited*

19 June 2020