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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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 29 JUNE 2020;  
APPOINTMENT OF DIRECTORS;  
CHANGE OF COMPOSITION OF BOARD COMMITTEES;  
APPOINTMENT OF SUPERVISORS;  
PAYMENT OF FINAL DIVIDEND; AND  
AMENDMENTS TO ARTICLES OF ASSOCIATION**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The Board is pleased to announce that all the resolutions proposed at the AGM were duly passed by the Shareholders by way of poll.

**APPOINTMENT OF DIRECTORS**

The Board further announces that each 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 was elected or re-elected as Director of the sixth session of the Board at the conclusion of the AGM. In addition, Mr. Wei Minghui was elected as the chairman of the sixth session of the Board and each of Mr. Cao Dong and Mr. Qi Yue was elected as a vice chairman of the sixth session of the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board further announces that the election of members of the committees of the Company were approved by the Board with effect from 29 June 2020: (1) audit committee: Mr. Li Zhiwei has been appointed as the chairman and Mr. Yuan Yi and Mr. LAW Man Tat have been appointed as members of the audit committee. (2) nomination and remuneration committee: Dr. Liu Chunyan has been appointed as the chairman and Mr. Cao Dong and Mr. Li Zhiwei have been appointed as members of the nomination and remuneration committee. (3) strategic development committee: Mr. Wei Minghui has been appointed as the chairman and Mr. Cao Dong and Mr. Sun Dequan have been appointed as members of the strategic development committee. (4) financial management committee: Mr. LAW Man Tat has been appointed as the chairman and Mr. Yuan Yi and Mr. Li Zhiwei have been appointed as members of the financial management committee.

## **APPOINTMENT OF SUPERVISORS**

It is further announced that Mr. Jia Wenjun, Mr. Jia Ming and Mr. Wang Zhifeng have been elected or re-elected as the Supervisors of the sixth session of the supervisory committee of the Company and Ms. Zhang Hong and Mr. Liu Xianfeng have been re-elected by the employee representatives of the Company as the Supervisors of the sixth session of the supervisory committee of the Company as their representatives.

## **PAYMENT OF FINAL DIVIDEND**

The Board hereby notifies the Shareholders of the details regarding the payment of the final dividend for the year ended 31 December 2019.

## **AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Board further announces that the amendments to the Articles of Association were approved at the AGM.

References are made to the circular dated 15 May 2020 (the “**Circular**”), the notice dated 15 May 2020 (the “**Notice**”), the supplemental circular dated 12 June 2020 (the “**Supplemental Circular**”) and the supplemental notice dated 12 June 2020 (the “**Supplemental Notice**”) in relation to annual general meeting (the “**AGM**”) of Dalian Port (PDA) Company Limited\* (the “**Company**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular, the Notice, the Supplemental Circular and the Supplemental Notice. The AGM was held 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 and chaired by Mr. Wei Minghui, the chairman of the Board.

## POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of Shares in issue was 12,894,535,999 (comprising 7,735,820,000 A Shares and 5,158,715,999 H Shares), which is the total number of the Shares entitling the Shareholders to attend and vote for or against the proposed resolutions at the AGM. The total number of Shares held by the Shareholders who attended the AGM was 9,703,725,109, representing approximately 75.254551% of the total number of the Share entitling the Shareholders to attend and vote at the AGM.

There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. The convening of the AGM was in compliance with the requirements of the Company Law and the Articles of Association.

The results of the resolutions passed by way of poll at the AGM were set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the annual report of the Company for the year ended 31 December 2019 (published on the Company's website: www.dlport.cn).	9,703,720,409 99.999952% among which, A Shares: 5,408,663,314 H Shares: 4,295,057,095	4,700 0.000048% among which, A Shares: 100 H Shares: 4,600	0 0% among which, A Shares: 0 H Shares: 0
2.	To consider and approve the report of the Board for the year ended 31 December 2019 (published on the Company's website: www.dlport.cn).	9,703,390,409 99.996551% among which, A Shares: 5,408,333,314 H Shares: 4,295,057,095	334,700 0.003449% among which, A Shares: 330,100 H Shares: 4,600	0 0% among which, A Shares: 0 H Shares: 0
3.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019 (published on the Company's website: www.dlport.cn).	9,703,390,409 99.996551% among which, A Shares: 5,408,333,314 H Shares: 4,295,057,095	334,700 0.003449% among which, A Shares: 330,100 H Shares: 4,600	0 0% among which, A Shares: 0 H Shares: 0

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
4.	To consider and approve the audited consolidated financial statements and the auditors' report of the Company for the year ended 31 December 2019 (details stated in the annual report of the Company for the year ended 31 December 2019).	9,703,390,409 99.996551% among which, A Shares: 5,408,333,314 H Shares: 4,295,057,095	334,700 0.003449% among which, A Shares: 330,100 H Shares: 4,600	0 0% among which, A Shares: 0 H Shares: 0
5.	To consider and approve the profit distribution plan for the year ended 31 December 2019, and to authorise the Board to delegate the authority to any one executive Director to deal with the matters in relation thereto according to the relevant laws, regulations and the Listing Rules.	9,703,719,409 99.999941% among which, A Shares: 5,408,663,314 H Shares: 4,295,056,095	5,700 0.000059% among which, A Shares: 100 H Shares: 5,600	0 0% among which, A Shares: 0 H Shares: 0
6.	To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the auditor of the Company for the year ending 31 December 2020 and to hold office until the conclusion of the next annual general meeting. The total fees payable for the audit services to the Group for the year of 2020 will be RMB4,180,000 (exclusive of tax), RMB3,080,000 of which is for the audit services to the Company.	9,703,389,409 99.996541% among which, A Shares: 5,408,333,314 H Shares: 4,295,056,095	335,700 0.003459% among which, A Shares: 330,100 H Shares: 5,600	0 0% among which, A Shares: 0 H Shares: 0
SPECIAL RESOLUTION		For	Against	Abstain
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.	9,683,437,057 99.790925% among which, A Shares: 5,390,080,362 H Shares: 4,293,356,695	20,283,452 0.209028% among which, A Shares: 18,583,052 H Shares: 1,700,400	4,600 0.000047% among which, A Shares: 0 H Shares: 4,600

ORDINARY RESOLUTIONS		Cumulative Number of Votes (%) For
8.	To consider and approve the election or re-election of the Directors:	
8.1	To re-elect Mr. Wei Minghui 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. 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.	9,701,887,699 99.981065% among which, A Shares: 5,406,830,604 H Shares: 4,295,057,095
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.	9,701,557,600 99.977663% among which, A Shares: 5,406,500,505 H Shares: 4,295,057,095
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.	9,701,783,294 99.979989% among which, A Shares: 5,406,726,199 H Shares: 4,295,057,095
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.	9,701,783,294 99.979989% among which, A Shares: 5,406,726,199 H Shares: 4,295,057,095

<b>ORDINARY RESOLUTIONS</b>		<b>Cumulative Number of Votes (%) For</b>
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.	9,700,983,794 99.971750% among which, A Shares: 5,405,926,699 H Shares: 4,295,057,095
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.	9,701,783,294 99.979989% among which, A Shares: 5,406,726,199 H Shares: 4,295,057,095
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.	9,703,237,011 99.994970% among which, A Shares: 5,408,179,916 H Shares: 4,295,057,095
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.	9,703,237,011 99.994970% among which, A Shares: 5,408,179,916 H Shares: 4,295,057,095
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.	9,701,664,894 99.978769% among which, A Shares: 5,406,645,799 H Shares: 4,295,019,095

ORDINARY RESOLUTIONS		Cumulative Number of Votes (%) For
10.	To consider and approve the election or re-election of 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.	9,702,804,111 99.990509% among which, A Shares: 5,407,747,016 H Shares: 4,295,057,095
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.	9,701,919,994 99.981398% among which, A Shares: 5,406,862,899 H Shares: 4,295,057,095
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.	9,703,567,010 99.998371% among which, A Shares: 5,408,509,915 H Shares: 4,295,057,095

As more than 50% of the total number of Shares held by the Shareholders who attended and voted on the ordinary resolutions at the AGM were cast in favour of each of these resolutions, and more than two-thirds of the total number of Shares held by the Shareholders who attended and voted on the special resolution at the AGM were cast in favour of this resolution, all the above resolutions were duly passed.

The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the AGM. Mr. Su Dunyuan of Jia Yuan Law Office, the PRC legal adviser of the Company, and Mr. Wang Shuanghua and Mr. Xia Peng, the representatives of the Shareholders, and Ms. Zhang Hong, a Supervisor, participated in the scrutiny of the poll results at the AGM. The convening of and the procedures for holding the AGM and the voting procedures at the AGM were in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company.

## **APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that each 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 was elected or re-elected as Director of the sixth session of the Board at the conclusion of the AGM. Their respective terms of office commence from the date of Shareholders' approval at the AGM until the expiry of the term of the sixth session of the Board.

As such, the sixth session of the Board comprises of Mr. Wei Minghui and Mr. Sun Dequan as executive Directors, Mr. Cao Dong, Mr. Qi Yue, Mr. Yuan Yi and Ms. Na Danhong as non-executive Directors, and Mr. Li Zhiwei, Dr. Liu Chunyan and Mr. Law Man Tat as independent non-executive Directors.

The Board is also pleased to announce that at the first extraordinary meeting for the year of 2020 of the sixth session of the Board held on 29 June 2020, Mr. Wei Minghui was elected as the chairman of the sixth session of the Board and each of Mr. Cao Dong and Mr. Qi Yue was elected as a vice chairman of the sixth session of the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board further announces that at the first extraordinary meeting for the year of 2020 of the sixth session of the Board held on 29 June 2020, the Board has approved the election of the members of the committees of the Company with effect from the conclusion of the Board meeting on 29 June 2020:

(1) Audit committee:

Mr. Li Zhiwei has been appointed as the chairman and Mr. Yuan Yi and Mr. LAW Man Tat have been appointed as members of the audit committee.

(2) Nomination and remuneration committee:

Dr. Liu Chunyan has been appointed as the chairman and Mr. Cao Dong and Mr. Li Zhiwei have been appointed as members of the nomination and remuneration committee.

(3) Strategic development committee:

Mr. Wei Minghui has been appointed as the chairman and Mr. Cao Dong and Mr. Sun Dequan have been appointed as members of the strategic development committee.

(4) Financial management committee:

Mr. LAW Man Tat has been appointed as the chairman and Mr. Yuan Yi and Mr. Li Zhiwei have been appointed as members of the financial management committee.

## **APPOINTMENT OF SUPERVISORS**

The Board is pleased to announce that each of Mr. Jia Wenjun, Mr. Jia Ming and Mr. Wang Zhifeng was elected or re-elected as Supervisors of the sixth session of the supervisory committee of the Company at the conclusion of the AGM. Ms. Zhang Hong and Mr. Liu Xianfeng were re-elected by the employee representatives of the Company as the employee representative Supervisors. The term of each of the above-mentioned Supervisors is three years effective as of 29 June 2020. Their biographical details are set out in the Supplemental Circular and the Company's announcement dated 29 June 2020.



## PAYMENT OF FINAL DIVIDEND

The Board wishes to notify the Shareholders of the details relating to the payment of the final dividend for the year ended 31 December 2019.

The declaration and payment of a final dividend of RMB0.21 (PRC withholding tax included) per ten (10) existing Shares for the year ended 31 December 2019 (“**Final Dividend**”) has been approved at the AGM.

The Final Dividend shall be made on Tuesday, 18 August 2020 to the holders of H Shares whose names appeared on the register of member for H Shares on Monday, 13 July (the “**Record Date**”). According to the Articles of Association, the Final Dividend will be denominated and declared in RMB. Dividends to be paid to the holders of H Shares of the Company will be paid in Hong Kong dollars. The relevant exchange rate will be the average rate of RMB to Hong Kong dollars as announced by the People’s Bank of China for the five business days immediately preceding 29 June 2020, being the date of approving the distribution of the Final Dividend by the Shareholders at the AGM, which is RMB0.9133 to HK\$1.00. Accordingly, the amount of Final Dividend payable per H Share is HK\$0.02299.

Pursuant to the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) and its implementing rules, the Company is required to withhold and pay enterprise income tax at a tax rate of 10% when distributing the Final Dividend to its non-PRC resident corporate shareholders whose names appeared on the H Share Register on the Record Date, including HKSCC Nominees Limited. As such, the Company will distribute the Final Dividend to such Shareholders after deducting the aforementioned enterprise income tax.

Pursuant to Cai Shui Zi [1994] No.20 2, (8) (《財稅字[1994] 20號二、(八)》), the Company is not required to withhold and pay the individual income tax when distributing the Final Dividend to foreign individual Shareholders holding its H Shares and whose names appear on the H Share Register on the Record Date as the Company has been recognized as a foreign-invested enterprise under the PRC laws.

All investors are requested to read this announcement and the Circular carefully. Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H Shares for the PRC, Hong Kong and other tax effects involved. The Company assumes no liability and will not deal with any dispute over enterprise income tax withholding triggered by failure to submit proof materials within the stipulated time frame.

The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent of the H Shareholders of the Company in Hong Kong (the “**Receiving Agent**”) and will pay through such Receiving Agent the Final Dividend declared to be paid to the H Shareholders. The relevant cheques will be dispatched on or before Tuesday, 18 August 2020 to H Shareholders entitled to receive such dividend by ordinary post at their own risk.

The Company will make separate arrangements regarding the payment of the Final Dividend to the A Shareholders.

## AMENDMENTS TO ARTICLES OF ASSOCIATION

The special resolution in relation to the proposed amendments to the Articles of Association was approved by the Shareholders at the AGM. The amendments to the Articles of Association will become effective upon the approvals by relevant authorities.

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  
29 June 2020

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

*Executive Directors:* WEI Minghui and SUN Dequan

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

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

\* *The Company is registered as Non-Hong Kong company under Part XI of the previous Hong Kong Companies Ordinance (equivalent to Part 16 of the Hong Kong Companies Ordinance with effect from 3 March 2014) under the English name “Dalian Port (PDA) Company Limited”.*

\* *For identification purposes only*