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大連港股份

大連港股份有限公司

**Dalian Port (PDA) Company Limited\***

*(a sino-foreign joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 2880)**

## **REGISTRATION AND EXERCISE OF BUY-BACK ALTERNATIVE**

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

The Company hereby announces the details in relation to the registration and exercise of the Buy-back Alternative as follows:

### **1. Buy-back Alternative Declaring Period**

The Buy-back Alternative Declaring Period shall be 9:30 a.m. to 11:30 a.m. and 1:00 p.m. to 3:00 p.m. from Friday, 15 January 2021 to Tuesday, 19 January 2021 (trading days only), Hong Kong time.

### **2. Conditions to the entitlement of the Buy-back Alternative**

As stated in the Circular, the entitlement of a Dalian Port Dissenting Shareholder to the Buy-back Alternative shall be subject to the conditions that such Shareholder:

- (i) has made effective dissenting votes at the Shareholders' general meetings or respective class meetings of the Company convened for the purpose of approving the Possible Merger;
- (ii) continuously holds the Shares representing the above-mentioned effective dissenting votes until the Buy-back Alternative Exercise Day; and
- (iii) has, within the Buy-back Alternative Declaring Period, duly declared the above-mentioned effective dissenting votes that enable them to exercise the Buyback Alternative,

and excluding:

- (i) any Shares with restrictions on rights, e.g. any Shares subject to pledge or third parties' rights or any Shares that are frozen as a result of judicial proceedings;
- (ii) any Shareholder who has committed in writing to the Company that he/she will not elect to accept the Buy-back Alternative; and
- (iii) any Shares that are not permitted to elect the Buy-back Alternative pursuant to applicable laws and regulations.

### 3. Registration procedure

Any Dalian Port Dissenting Shareholders holding H Shares who satisfy all the above conditions and wish to exercise the Buy-back Alternative must register their election to exercise the Buy-back Alternative with the Company at Room 2609, Xingang Commercial Building, Jingang Road, Dalian International Logistic Park Zone during the Buy-back Alternative Declaring Period by sending a notice of exercise of Buy-back Alternative in form and substance to the satisfaction of the Company by fax to 86-411-87599854 or in person.

Buy-back Alternative will not be granted to those Dalian Port Dissenting Shareholders who have not registered during the Buy-back Alternative Declaring Period or do not satisfy the above conditions for whatever reasons. Registration of the Buy-back Alternative by Dalian Port Dissenting Shareholders is irrevocable. All valid H Shares held by Dalian Port Dissenting Shareholders entitled to and having elected for the Buy-back Alternative will be transferred to the Buy-back Alternative Provider at the price of HK\$0.65 per Share ("**Registered Shares**"). Stamp duty and other tax and expenses (if any) payable on the transfer of the Registered Shares shall be paid by the relevant Dalian Port Dissenting Shareholder holding such Registered Shares and Broadford (as the Buy-back Alternative Provider for the H Shares).

### 4. Actions after registration

The Company expects to announce the number of the Registered Shares on 20 January 2021. Thereafter, registered Dalian Port Dissenting Shareholders and Buy-back Alternative Provider will execute (or cause to execute) the necessary documents and go through the necessary procedures to complete the transfer of the Registered Shares, further details of which are set out in the section headed "Time-table" below. Broadford will inform Registered Dalian Port Dissenting Shareholders as soon as reasonable to collect the cheque made payable to them in the amounts representing the consideration for the transfer of the Registered Shares at HK\$0.65 per share less the stamp duty and the transfer expenses payable by the registered Dalian Port Dissenting Shareholders from the office of Broadford located at 38th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

## 5. Time-table

Set out below for reference is a time-table setting out certain key dates in relation to, among other things, registration of the exercise of the Buy-back Alternative and settlement for the transfer of the Registered Shares:

<b>Date</b>	<b>Actions/Events</b>
14 January 2021	Company to issue the first reminder announcement reminding the Dalian Port Dissenting Shareholders holding H Shares to register the exercise of the Buy-back Alternative during the Buy-back Alternative Declaring Period.
18 January 2021	Company to issue the second reminder announcement reminding the Dalian Port Dissenting Shareholders holding H Shares to register the exercise of the Buy-back Alternative during the Buy-back Alternative Declaring Period.
15 January 2021 – 19 January 2021 (trading days only)	(9:30 a.m. to 11:30 a.m. and 1:00 p.m. to 3:00 p.m.) Dalian Port Dissenting Shareholders holding H Shares to send notice of exercise of the Buy-back Alternative to the Company.
20 January 2021	<ul style="list-style-type: none"><li>• Company to announce the results of the registration of Buy-back Alternative.</li><li>• (before 12:00 noon) Registered Dalian Port Dissenting Shareholders to deliver (i) the original of the duly executed instrument of transfer and contract note and (ii) the original of the share certificate(s) representing the Registered Shares to the office of Broadford located at 38th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for Broadford to proceed with the stamping required under the Stamp Duty Ordinance (Cap. 117).</li><li>• Broadford to apply to the branch registrar of the Company in Hong Kong for registration as a shareholder of the Registered Shares.</li></ul>

6. Others

Any Dalian Port Dissenting Shareholders whose H Shares are held by nominees or trustees (e.g. any H Shares held through the Central Clearing and Settlement System (“CCASS”) operated by Hong Kong Securities Clearing Company Limited by any CCASS broker/custodian participant) and the nominees or trustees who had voted against the Possible Merger, A Share Specific Mandate and related transactions at the EGM and planned to exercise the Buy-back Alternative should give instructions to, and arrange with, their nominees or trustees so that such nominees or trustees can register the exercise of the Buy-back Alternative during the Buy-back Alternative Declaring Period.

**The Dalian Port Dissenting Shareholders holding H Shares are cautioned to be careful in considering whether to elect the exercise of the Buy-back Alternative.**

**The Dalian Port Dissenting Shareholders holding H Shares may contact Mr. Miao Cheng of the Company at 86-411-87599901 for details on the Buy-back Alternative.**

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  
11 January 2021

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

*Executive Directors:* WEI Minghui, SUN Dequan and QI Yue

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

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

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

\* *For identification purposes only*