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**辽宁港口股份有限公司**  
**LIAONING PORT CO., LTD.\***

*(a sino-foreign joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 2880)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL  
MEETING HELD ON 11 NOVEMBER 2021;  
APPOINTMENT OF DIRECTORS AND CHANGE OF THE CHAIRMAN OF  
THE BOARD;  
CHANGE OF COMPOSITION OF BOARD COMMITTEES;  
CHANGE OF SENIOR MANAGEMENT;  
APPOINTMENT OF SUPERVISORS AND THE CHAIRMAN OF  
THE SUPERVISORY COMMITTEE;  
CHANGE OF EMPLOYEE REPRESENTATIVE SUPERVISOR;  
AMENDMENTS TO ARTICLES OF ASSOCIATION;  
AND  
AMENDMENTS TO TERMS OF REFERENCE**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

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

**APPOINTMENT OF DIRECTORS AND CHANGE OF THE CHAIRMAN OF THE BOARD**

The Board further announces that each of Dr. Zhang Yi, Mr. Zhou Qinghong, Mr. Si Zheng, Dr. Xu Song and Mr. Yang Bing was elected as a Director of the sixth session of the Board. Dr. Zhang Yi has been appointed as the chairman of the sixth session of the Board. Mr. Wei Minghui has resigned as the chairman of the Board from the date of this announcement.

## **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 11 November 2021:

- (i) Strategic development committee: Dr. Zhang Yi has been appointed as the chairman and Mr. Zhou Qinghong, Mr. Si Zheng and Dr. Xu Song have been appointed and Mr. Wei Minghui has been re-designated as members of the strategic development committee.
- (ii) Nomination and remuneration committee: Dr. Zhang Yi has been appointed as a member of the nomination and remuneration committee.
- (iii) Audit committee: Mr. Zhou Qinghong has been appointed as a member of the audit committee.
- (iv) Financial management committee: Mr. Wei Minghui has been appointed as a member of the financial committee.

## **CHANGE OF SENIOR MANAGEMENT**

Mr. Wei Minghui has been appointed as the general manager of the Company and Mr. Cao Yingfeng has been appointed as the executive deputy general manager of the Company. Mr. Sun Dequan has ceased to serve as the general manager of the Company with effect from 11 November 2021.

## **APPOINTMENT OF SUPERVISORS AND THE CHAIRMAN OF THE SUPERVISORY COMMITTEE**

The Supervisory Committee hereby announces that each of Mr. Li Shichen and Mr. Yuan Yi was elected as a Supervisor of the sixth session of the Supervisory Committee. Mr. Li Shichen has been appointed by the Supervisory Committee as the chairman of the sixth session of the Supervisory Committee.

## **CHANGE OF EMPLOYEE REPRESENTATIVE SUPERVISOR**

Mr. Liu Xianfeng has ceased to serve as an employee representative Supervisor with effect from 11 November 2021. Ms. Ma Yingzi has been elected as the employee representative Supervisor of the sixth session of the Supervisory Committee.

## **AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Board further announces that the Proposed Amendments were approved at the EGM.

## **AMENDMENTS TO TERMS OF REFERENCE**

The Board resolved to approve the amendments to terms of reference of strategic development committee, nomination and remuneration committee, audit committee and financial management committee.

References are made to the announcement dated 18 October 2021 (the “**Announcement**”), the notice of the extraordinary general meeting dated 22 October 2021 (the “**EGM Notice**”) and the circular dated 22 October 2021 (the “**Circular**”) in relation to extraordinary general meeting (the “**EGM**”) of Liaoning Port Co., Ltd. (the “**Company**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular. The EGM was held on Thursday, 11 November 2021 at Room 109, Liaoning Port Group Building, No.1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC and chaired by Mr. Wei Minghui, the then chairman of the Board.

## **POLL RESULTS OF THE EGM**

As at the date of the EGM, the total number of Shares in issue was 22,623,429,453 (comprising 17,464,713,454 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 resolutions at the EGM. To the best knowledge of the Board, none of the Shareholders was required to abstain from voting at the EGM pursuant to Rule 13.40 of the Listing Rules and there were no Shares entitling the Shareholders to attend and vote only against the resolutions at the EGM, nor had any of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.

The total number of Shares entitling the Shareholders who attended and voted for or against the resolutions at the EGM was 17,166,621,838 (representing approximately 75.879839% of the total issued share capital of the Company as at the date of the EGM).

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

SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposed amendments to the Articles of Association as set out in the Circular.	17,164,238,002 99.986114% among which, A Shares: 12,866,194,307 H Shares: 4,298,043,695	2,383,786 0.013886% among which, A Shares: 2,379,186 H Shares: 4,600	50 0.000000% among which, A Shares: 50 H Shares: 0

ORDINARY RESOLUTIONS		Cumulative Number of Votes (%) For
2.00	To consider and approve the election of the Directors:	
2.01	To elect Dr. Zhang Yi as an executive Director for the sixth session of the Board from the date of approval at the EGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.	17,161,801,817 99.971922% among which, A Shares: 12,863,761,722 H Shares: 4,298,040,095
2.02	To elect Mr. Zhou Qinghong as a non-executive Director for the sixth session of the Board from the date of approval at the EGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.	17,160,867,419 99.966479% among which, A Shares: 12,862,827,724 H Shares: 4,298,039,695
2.03	To elect Mr. Si Zheng as a non-executive Director for the sixth session of the Board from the date of approval at the EGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.	17,160,867,321 99.966478% among which, A Shares: 12,862,827,626 H Shares: 4,298,039,695
2.04	To elect Dr. Xu Song as a non-executive Director for the sixth session of the Board from the date of approval at the EGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.	17,160,864,066 99.966459% among which, A Shares: 12,862,824,371 H Shares: 4,298,039,695
2.05	To elect Mr. Yang Bing as a non-executive Director for the sixth session of the Board from the date of approval at the EGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.	17,160,867,124 99.966477% among which, A Shares: 12,862,827,429 H Shares: 4,298,039,695

	<b>ORDINARY RESOLUTIONS</b>	<b>Cumulative Number of Votes (%) For</b>
3.00	To consider and approve the election of the Supervisors:	
3.01	To elect Mr. Li Shichen as a Supervisor for the sixth session of the supervisory committee from the date of approval at the EGM. No remuneration shall be paid to him for his service as a Supervisor, and no other welfare or bonus shall be paid.	17,161,183,719 99.968322% among which, A Shares: 12,863,254,024 H Shares: 4,297,929,695
3.02	To elect Mr. Yuan Yi as a Supervisor for the sixth session of the supervisory committee from the date of approval at the EGM. No remuneration shall be paid to him for his service as a Supervisor, and no other welfare or bonus shall be paid.	17,162,389,219 99.975344% among which, A Shares: 12,864,349,524 H Shares: 4,298,039,695

As more than two-thirds of the total number of Shares held by the Shareholders who attended and voted on the special resolution and more than 50% of the total number of Shares held by the Shareholders who attended and voted on the ordinary resolutions at the EGM were cast in favour of each of these resolutions, 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 EGM. Attorney Zhang Zhou and Attorney Li Xueying of Jia Yuan Law Office, the PRC legal advisers of the Company, and Mr. Xia Peng and Ms. Cui Yanni, the representatives of the Shareholders, and Ms. Zhang Hong, a Supervisor, participated in the scrutiny of the poll results at the EGM. The convening of and the procedures for holding the EGM and the voting procedures at the EGM were in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

#### **APPOINTMENT OF DIRECTORS AND CHANGE OF THE CHAIRMAN OF THE BOARD**

The Board is pleased to announce that each of Dr. Zhang Yi, Mr. Zhou Qinghong, Mr. Si Zheng, Dr. Xu Song and Mr. Yang Bing was elected as a Director of the sixth session of the Board at the conclusion of the EGM. Their respective terms of office commence from the date of Shareholders' approval at the EGM until the expiry of the term of the sixth session of the Board.

The Board is also pleased to announce that at the Board meeting held on 11 November 2021, Dr. Zhang Yi was elected as the chairman of the sixth session of the Board.

Mr. Wei Minghui has tendered his resignation as the chairman of the Board from the date of this announcement due to work rearrangement. Mr. Wei has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation of the aforesaid position(s) that needs to be brought to the attention of the Shareholders. He will remain as an executive Director.

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

The Board further announces that at the Board meeting held on 11 November 2021, 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 11 November 2021:

- (i) Strategic development committee: Dr. Zhang Yi has been appointed as the chairman and Mr. Zhou Qinghong, Mr. Si Zheng and Dr. Xu Song have been appointed and Mr. Wei Minghui has been re-designated as members of the strategic development committee.
- (ii) Nomination and remuneration committee: Dr. Zhang Yi has been appointed as a member of the nomination and remuneration committee.
- (iii) Audit committee: Mr. Zhou Qinghong has been appointed as a member of the audit committee.
- (iv) Financial management committee: Mr. Wei Minghui has been appointed as a member of the financial management committee.

## **CHANGE OF SENIOR MANAGEMENT**

The Board further announces that at the Board meeting held on 11 November 2021, the Board has approved the appointment of Mr. Wei Minghui as the general manager of the Company and Mr. Cao Yingfeng as the executive deputy general manager of the Company. Their appointment commence from the date of the Board meeting until the expiry of the term of the sixth session of the Board.

Each of Mr. Wei and Mr. Cao's remuneration will be determined in accordance with the relevant internal regulations and by-laws of the Company.

The Biographical details of Mr. Cao Yingfeng are set out as below:

Mr. Cao Yingfeng, born in 1968, Chinese, served as a deputy chief economist of Ying Kou Port Group Corporation Limited (營口港務集團有限公司), a deputy secretary of the Party committee, the general manager and chairman of the trade union of Suizhong Port Group Co., Ltd. (綏中港集團有限公司), a deputy chief economist and the general manager of the comprehensive business department of Liaoning Port Group Limited (遼寧港口集團有限公司), a deputy secretary of the Party committee and general manager of Yingkou Port Liability Co., Ltd. (營口港務股份有限公司). Mr. Cao received a bachelor's degree in economics from Shanghai Maritime University.

Mr. Sun Dequan has tendered his resignation as the general manager of the Company with effect from 11 November 2021 due to work rearrangement. Mr. Sun has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

## **APPOINTMENT OF SUPERVISORS AND THE CHAIRMAN OF THE SUPERVISORY COMMITTEE**

The Supervisory Committee hereby announces that each of Mr. Li Shichen and Mr. Yuan Yi was elected as a Supervisor of the sixth session of the Supervisory Committee at the conclusion of the EGM. Their respective terms of office commence from the date of Shareholders' approval at the EGM until the expiry of the term of the sixth session of the Supervisory Committee.

The Supervisory Committee is also pleased to announce that at the meeting of the Supervisory Committee held on 11 November 2021, Mr. Li Shichen has been appointed as the chairman of the sixth session of the Supervisory Committee.

## **CHANGE OF EMPLOYEE REPRESENTATIVE SUPERVISOR**

Mr. Liu Xianfeng has ceased to serve as an employee representative Supervisor with effect from 11 November 2021 due to work arrangement. Mr. Liu has confirmed that he has no disagreement with the Board and the Supervisory Committee and no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

Ms. Ma Yingzi has been elected as the employee representative Supervisor of the sixth session of the Supervisory Committee. Her term of office shall commence from 11 November 2021 and end on the date on which the term of the sixth session of the Supervisory Committee expires. The election of Ms. Ma Yingzi does not require the approval of the Shareholders in a general meeting.

Ms. Ma Yingzi, born in 1968, Chinese, served as a deputy general manager of joint venture management department of Ying Kou Port Group Corporation Limited (營口港務集團有限公司), the manager of joint venture management department of Ying Kou Port Group Corporation Limited (營口港務集團有限公司) and the manager of legal affairs department of Ying Kou Port Group Corporation Limited (營口港務集團有限公司), a deputy director of legal department of Liaoning Port Group Limited (遼寧港口集團有限公司) and a director of the legal compliance department/risk control department of Yingkou Port Liability Co., Ltd. (營口港務股份有限公司).

Ms. Ma was graduated from the department of law of from Liaoning University.

Ms. Ma will not receive any remuneration for serving as an employee representative Supervisor.

Save as disclosed above, as of the date of this announcement, (i) Ms. Ma does not hold any directorship(s) in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Ms. Ma does not have any other relationships with any directors, supervisors, senior management or substantial or controlling shareholders of the Company; and (iii) as at the date of this announcement, Ms. Ma does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any matters that need to be brought to the attention of the Shareholders in relation to the election of Ms. Ma as an employee representative Supervisor.



## AMENDMENTS TO ARTICLES OF ASSOCIATION

The special resolution in relation to the proposed amendments to the Articles of Association (the “**Proposed Amendments**”) was approved by the Shareholders at the EGM. The Proposed Amendments will become effective upon the approvals by relevant authorities.

## AMENDMENTS TO TERMS OF REFERENCE

At the Board meeting held on 11 November 2021, the Board resolved to approve the below amendments to terms of reference of strategic development committee, nomination and remuneration committee, audit committee and financial management committee in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong, the Articles of Association and other relevant provisions.

<b>Terms of Reference of the Strategic Development Committee of the Board</b>	
<b>Original Article</b>	<b>Revised Article</b>
<b>Article 1</b> To standardize and strengthen the scientificity of the Company’s investment decision-making procedures, improve the efficiency and quality of major investment decisions, and enhance the Company’s governance structure, these terms of reference are formulated in accordance with the Company Law of the People’s Republic of China, the Corporate Governance Standards for Listed Companies, the Articles of Association of Dalian Port (PDA) Company Limited (the “Articles”) and other relevant provisions.	<b>Article 1</b> To standardize and strengthen the scientificity of investment decision-making procedures of <b>Liaoning Port Co., Ltd. (the “Company”)</b> , improve the efficiency and quality of major investment decisions, and enhance the Company’s governance structure, these terms of reference are formulated in accordance with the Company Law of the People’s Republic of China, the Corporate Governance Standards for Listed Companies, the Articles of Association of <b>Liaoning Port Co., Ltd.</b> (the “Articles”) and other relevant provisions.
<b>Article 4</b> Members of the Strategic Development Committee shall be elected by the Board, comprising three (3) Directors.	<b>Article 4</b> Members of the Strategic Development Committee shall be elected by the Board, comprising <b>at least</b> three (3) Directors.



<b>Terms of Reference of the Nomination and Remuneration Committee of the Board</b>	
<b>Original Article</b>	<b>Revised Article</b>
<p><b>Article 1</b> In order to optimize the composition of the Company’s board of directors (the “Board”), regulate the composition of its senior management of the Company, further establish a sound remuneration management system of its Directors and senior management, and enhance the corporate governance structure of the Company, these terms of reference (the “Terms of Reference”) of the nomination and remuneration committee (the “Nomination and Remuneration Committee” or “Committee”) are formulated in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Articles of Association of Dalian Port (PDA) Company Limited (the “Articles”) and other relevant regulations.</p>	<p><b>Article 1</b> In order to optimize the composition of board of directors (the “Board”) of <b>Liaoning Port Co., Ltd. (the “Company”)</b>, regulate the composition of its senior management of the Company, further establish a sound remuneration management system of its Directors and senior management, and enhance the corporate governance structure of the Company, <b>these terms of reference</b> are formulated in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Articles of Association of <b>Liaoning Port Co., Ltd.</b> (the “Articles”) and other relevant regulations.</p>
<b>Terms of Reference of Audit Committee of the Board</b>	
<b>Original Article</b>	<b>Revised Article</b>
<p><b>Article 1</b> In order to improve the Company’s corporate governance structure and enhance its efficiency and standard of scientific decision-making, these terms of reference (the “Terms of Reference”) of the audit committee (the “Audit Committee” or “Committee”) are formulated in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Rules Governing the Listing of Shares on the Shanghai Stock Exchange (the “Shanghai Listing Rules”), the Corporate Governance Standards for Listed Companies, the Articles of Association of Dalian Port (PDA) Company Limited (the “Articles”) and other relevant regulations.</p>	<p><b>Article 1</b> In order to improve the corporate governance structure of <b>Liaoning Port Co., Ltd. (the “Company”)</b> and enhance its efficiency and standard of scientific decision-making, these terms of reference (the “Terms of Reference”) of the audit committee (the “Audit Committee” or “Committee”) are formulated in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules” <b>or the “Listing Rules”</b>), the Rules Governing the Listing of Shares on the Shanghai Stock Exchange (the “Shanghai Listing Rules” <b>or the “Listing Rules”</b>), the Corporate Governance Standards for Listed Companies, the Articles of Association of <b>Liaoning Port Co., Ltd.</b> (the “Articles”) and other relevant regulations.</p>

<b>Terms of Reference of Financial Management Committee of the Board</b>	
<b>Original Article</b>	<b>Revised Article</b>
<p><b>Article 1</b> To strengthen the financial management of Dalian Port (PDA) Company Limited (the “Company”) and to ensure the scientificity of the Company’s decision-making process which is conducive to the long-term development of the Company, these terms of reference are formulated in accordance with the Articles of Association of Dalian Port (PDA) Company Limited (the “Articles”), the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong, the Corporate Governance Standards for Listed Companies and other relevant regulations.</p>	<p><b>Article 1</b> To strengthen the financial management of <b>Liaoning Port Co., Ltd.</b> (the “Company”) and to ensure the scientificity of the Company’s decision-making process which is conducive to the long-term development of the Company, these terms of reference are formulated in accordance with the Articles of Association of <b>Liaoning Port Co., Ltd.</b> (the “Articles”), the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong, the Corporate Governance Standards for Listed Companies and other relevant regulations.</p>

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

Dalian City, Liaoning Province, the PRC  
11 November 2021

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

*Executive Directors:* ZHANG Yi and WEI Minghui

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

*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 “Liaoning Port Co., Ltd.”.*

\* *For identification purposes only*