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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)

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board (“**Board**”) of directors (“**Director(s)**”) of Liaoning Port Co., Ltd. (the “**Company**”) proposes to amend the existing articles of association of the Company (the “**Articles**”) in order to reflect the changes in the total issued share capital of the Company.

The full text of the proposed amendments of the Articles is set out as below.

Existing Articles	Revised Articles
<p><b>Article 21</b></p> <p>…Upon approval by the competent securities authorities of the State Council, the Company merged 营口港务股份有限公司(Yingkou Port Liability Co., Ltd.) by additionally issuing 9,728,893,454 A shares, and upon the completion of the merger, the total share capital increased from 12,894,535,999 shares to 22,623,429,453 shares, of which 17,464,713,454 A Shares were held by holders of domestic listed shares, representing 77.20% of the total number of issued ordinary shares of the Company; and 5,158,715,999 H shares were held by holders of the overseas listed foreign invested shares, representing 22.80% of the total number of issued ordinary shares of the Company.</p>	<p><b>Article 21</b></p> <p>…Upon approval by the competent securities authorities of the State Council, the Company merged 营口港务股份有限公司(Yingkou Port Liability Co., Ltd.) by additionally issuing 9,728,893,454 A shares, and upon the completion of the merger, the total share capital increased from 12,894,535,999 shares to 22,623,429,453 shares, of which 17,464,713,454 A Shares were held by holders of domestic listed shares, representing 77.20% of the total number of issued ordinary shares of the Company; and 5,158,715,999 H shares were held by holders of the overseas listed foreign invested shares, representing 22.80% of the total number of issued ordinary shares of the Company.</p>

Existing Articles	Revised Articles
<p>The restricted A Shares, unrestricted A Shares and H Shares as mentioned above shall rank pari passu in respect of entitlements to dividends and other forms of distributions without priority or seniority.</p>	<p><b>Upon approval by the competent securities authorities of the State Council, the Company non-publicly issued 1,363,636,363 A Shares. The total share capital of the Company increased from 22,623,429,453 shares to 23,987,065,816 shares, of which 18,828,349,817 A Shares were held by holders of domestic listed shares, representing 78.49% of the total number of issued ordinary shares of the Company; and 5,158,715,999 H shares were held by holders of the overseas listed foreign invested shares, representing 21.51% of the total number of issued ordinary shares of the Company.</b></p> <p>The restricted A Shares, unrestricted A Shares and H Shares as mentioned above shall rank pari passu in respect of entitlements to dividends and other forms of distributions without priority or seniority.</p>
<p><b>Article 25</b></p> <p>The registered capital of the Company shall be RMB22,623,429,453.</p>	<p><b>Article 25</b></p> <p>The registered capital of the Company shall be RMB23,987,065,816.</p>

The proposed amendments are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company (“AGM”). A circular of the AGM containing, among other matters, details of the proposed amendments to the Articles, together with a notice of the AGM will be despatched to the shareholders of the Company in due course.

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  
29 March 2022

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

*Executive Directors:* WANG Zhixian 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*