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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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Liaoning Port Co., Ltd. (the “**Company**”) will be held at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian, Liaoning, the PRC at 9:00 a.m. on Thursday, 15 June 2023 (the “**AGM**”) (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 25 May 2023 (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. To consider and approve the annual report of the Company for the year ended 31 December 2022 (published on the Company’s website: [www.liaoganggf.cn](http://www.liaoganggf.cn)).
2. To consider and approve the report of the Board for the year ended 31 December 2022 (published on the Company’s website: [www.liaoganggf.cn](http://www.liaoganggf.cn)).
3. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022 (published on the Company’s website: [www.liaoganggf.cn](http://www.liaoganggf.cn)).
4. To consider and approve the audited consolidated financial statements and the auditors’ report of the Company for the year ended 31 December 2022 (details stated in the annual report of the Company for the year ended 31 December 2022).
5. To consider and approve the profit distribution plan for the year ended 31 December 2022.

6. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the auditor of the Company for the year ending 31 December 2023 and to hold office until the conclusion of the next annual general meeting of the Company. The total fees payable for the audit services to the Group for the year of 2023 will be RMB5.08 million (inclusive of value added tax), RMB3.20 million of which is for the audit services to the Company.
  
7. To consider and approve the election or re-election of Directors (by cumulative voting):
  - 7.1. To re-elect Mr. Wang Zhixian as an executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.
  
  - 7.2. To re-elect Mr. Wei Minghui as an executive Director for the seventh 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 of Mr. Wei shall be determined in accordance with the Company's salary rules and regulations and the management rules governing the operational performance appraisals. In addition, no other welfare or bonus shall be paid.
  
  - 7.3. To re-elect Mr. Zhou Qinghong as a non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.
  
  - 7.4. To elect Dr. Xu Xin as a non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.
  
  - 7.5. To re-elect Dr. Xu Song as a non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.
  
  - 7.6. To re-elect Mr. Yang Bing as a non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.

8. To consider and approve the election or re-election of independent non-executive Directors (by cumulative voting):
- 8.1. To re-elect Dr. Liu Chunyan as an independent non-executive Director for the seventh 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 Company shall pay him the remuneration of RMB200,000 before tax per year for his service as an independent non-executive Director. In addition, no other welfare or bonus shall be paid.
- 8.2. To re-elect Ms. Cheng Chaoying as an independent non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During her term of service, the Company shall pay her the remuneration of RMB200,000 before tax per year for her service as an independent non-executive Director. In addition, no other welfare or bonus shall be paid.
- 8.3. To elect Mr. Chan Wai Hei as an independent non-executive Director for the seventh 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 Company shall pay him the remuneration of RMB250,000 before tax per year for his service as an independent non-executive Director. In addition, no other welfare or bonus shall be paid.
9. To consider and approve the election or re-election of Supervisors (by cumulative voting):
- 9.1. To re-elect Mr. Li Shichen as a Supervisor for the seventh session of the Supervisory Committee for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Supervisor, and no other welfare or bonus shall be paid.
- 9.2. To re-elect Mr. Yuan Yi as a Supervisor for the seventh session of the Supervisory Committee for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Supervisor, and no other welfare or bonus shall be paid.
- 9.3. To elect Mr. Ding Kai as an independent Supervisor for the seventh session of the Supervisory Committee for a term of three years commencing from the date of approval at the AGM. During his term of service, the Company shall pay him the remuneration of RMB100,000 before tax per year for his service as an independent Supervisor. In addition, no other welfare or bonus shall be paid.

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  
25 May 2023

*Notes:*

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. On a poll, votes may be given either personally or by proxy. Any Shareholder who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies to attend and vote on his/her behalf at the AGM. A proxy need not be a Shareholder.
2. In the case of joint holders, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, whether in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the H Share Registrar, at the address of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H shares not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude Shareholder from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The transfer books and register of members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 9 June 2023.

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

*Executive Directors:* WANG Zhixian and WEI Minghui

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

*Independent non-executive Directors:* LIU Chunyan, LAW Man Tat and Cheng Chaoying

\* *For identification purposes only*