
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dalian Port (PDA) Company Limited*, you should at once hand this circular, together with the accompanying revised proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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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)

**PROPOSED CHANGE OF COMPANY NAME;
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

Capitalized terms used on this cover shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A notice convening the EGM to be held at Room 109, Liaoning Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC at 9:00 a.m. on Wednesday, 27 January 2021 was set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM is also enclosed in this circular. Such proxy form is also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>).

Whether or not you are able to attend the meeting, please complete and return the proxy form in accordance with the instructions printed thereon as soon as practicable and in any event not later than 24 hours before the time designated for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

* *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*

11 January 2021

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company (including its appendixes)
“Board”	the board of Directors
“Company”	Dalian Port (PDA) Company Limited* (大連港股份有限公司), a joint stock limited company incorporated in the PRC
“Director(s)”	the directors of the Company
“EGM” or “2021 First Extraordinary General Meeting”	the 2021 first extraordinary general meeting of the Company to be held at Room 109, Liaoning Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC at 9:00 a.m. on Wednesday, 27 January 2021 to consider and, if thought fit, to approve the resolutions contained in the EGM Notice or any adjournment thereof
“EGM Notice”	the notice convening the EGM set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries
“HK Dollars”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	ordinary shares in the share capital of the Company
“Shareholder(s)”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Directors:

Executive Directors:

Wei Minghui
Sun Dequan
Qi Yue

Non-executive Directors:

Cao Dong
Yuan Yi
Na Danhong

Independent Non-executive Directors:

Li Zhiwei
Liu Chunyan
Law Man Tat

Registered Office:

Xingang Commercial Building
Dayao Bay
Dalian Free Trade Zone
PRC

Place of Business in the PRC:

Xingang Commercial Building
Jingang Road
Dalian International Logistic Park Zone
Liaoning Province
PRC

11 January 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME;
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with the EGM Notice and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

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LETTER FROM THE BOARD

B. PROPOSED CHANGE OF COMPANY NAME

A special resolution for change of Company name will be proposed at the EGM for consideration and approval by Shareholders.

The Board proposed to change the English name of the Company from “Dalian Port (PDA) Company Limited” to “Liaoning Port Co., Ltd.” and the Chinese name of the Company from “大連港股份有限公司” to “遼寧港口股份有限公司” (the “**Proposed Change of Company Name**”) subject to confirming by the Stock Exchange and relevant PRC authorities.

The Board believes that the Proposed Change of Company Name will better reflect the Company’s business strategy after acquisition of Yingkou Port Liability Co., Ltd. (營口港務股份有限公司).

The Proposed Change of Company Name is subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (2) any necessary approval of the relevant authorities in the PRC in relation to the Proposed Change of Company Name being obtained.

The relevant filing with the relevant authorities in the PRC will be made after the passing of the relevant resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of completion of the registration of change in Company name with the relevant authorities in the PRC. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and/or financial position. All existing certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company. In addition, the stock code for trading in the shares of the Company will not be changed after the Proposed Change of Company Name becomes effective.

LETTER FROM THE BOARD

C. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution for proposed amendments to the Articles of Associations (the “**Proposed Amendments**”) will be proposed at the EGM for consideration and approval by Shareholders.

Details of the Proposed Amendments are as follows:

Article number	Existing article	Amended article
Article 1	Article 1 The Articles of Association are formulated in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “The Mandatory Provisions for the Articles of Association of Companies Listed Overseas” (hereinafter referred to as the “Mandatory Provisions”), “Special Regulations of the State Council on the Overseas Share Offering and Listing by Joint-stock Limited Liability Companies”, “The Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of shareholders and Other Matters Applicable to the Companies Listed Abroad”, “Letter of Opinions on Supplements and Amendments to Articles of Association of Companies to be Listed in Hong Kong” (hereinafter referred to as the “Letter of Opinions”), “Guidelines to Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines to Articles of Association”), “Guidance on Establishment of Independent Director System for Listed Companies” (hereinafter referred to as the “Guidance on Independent Director”), “Notice on the Standardization of the Security provided to third parties of Listed Companies” (hereinafter referred to as the “Security provided to third parties”), “Code of Corporate Governance for Listed Companies” and other relevant provisions, with an aim to safeguard the lawful rights and interests of the Dalian Port (PDA) Company Limited (hereinafter referred to as the “Company”) and its shareholders and creditors, and to standardize the organization and activities of the Company.	Article 1 The Articles of Association are formulated in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “The Mandatory Provisions for the Articles of Association of Companies Listed Overseas” (hereinafter referred to as the “Mandatory Provisions”), “Special Regulations of the State Council on the Overseas Share Offering and Listing by Joint-stock Limited Liability Companies”, “The Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of shareholders and Other Matters Applicable to the Companies Listed Abroad”, “Letter of Opinions on Supplements and Amendments to Articles of Association of Companies to be Listed in Hong Kong” (hereinafter referred to as the “Letter of Opinions”), “Guidelines to Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines to Articles of Association”), “Guidance on Establishment of Independent Director System for Listed Companies” (hereinafter referred to as the “Guidance on Independent Director”), “Notice on the Standardization of the Security provided to third parties of Listed Companies” (hereinafter referred to as the “Security provided to third parties”), “Code of Corporate Governance for Listed Companies” and other relevant provisions, with an aim to safeguard the lawful rights and interests of the Liaoning Port Co., Ltd. (hereinafter referred to as the “Company”) and its shareholders and creditors, and to standardize the organization and activities of the Company.

LETTER FROM THE BOARD

Article number	Existing article	Amended article
Article 4	<p>The registered name of the Company is:</p> <p>In Chinese: 大連港股份有限公司</p> <p>In English: Dalian Port (PDA) Company Limited</p>	<p>The registered name of the Company is:</p> <p>In Chinese: <u>遼寧港口股份有限公司</u></p> <p>In English: <u>Liaoning Port Co., Ltd.</u></p>
	Appendix to Articles of Association – Rules of Procedure for Shareholders’ Meetings	
Article number	Existing article	Amended article
Article 1	<p>This rule (hereinafter referred to as “the Rule”) is formulated in order to standardize the behavior of Dalian Port (PDA) Company Limited (hereinafter referred to as “the Company”) and guarantee the shareholders’ general meeting to exercise its functions and powers in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), and the Rules of Shareholders’ Meeting of Listed Companies (hereinafter referred to as the “Rules of Shareholders’ Meeting”) of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the articles of association of Dalian Port (PDA) Company Limited (hereinafter referred to as the “Articles of Association”) and other relevant regulations.</p>	<p>This rule (hereinafter referred to as “the Rule”) is formulated in order to standardize the behavior of <u>Liaoning Port Co., Ltd.</u> (hereinafter referred to as “the Company”) and guarantee the shareholders’ general meeting to exercise its functions and powers in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), and the Rules of Shareholders’ Meeting of Listed Companies (hereinafter referred to as the “Rules of Shareholders’ Meeting”) of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the articles of association of <u>Liaoning Port Co., Ltd.</u> (hereinafter referred to as the “Articles of Association”) and other relevant regulations.</p>

LETTER FROM THE BOARD

Appendix to Articles of Association – Rules of Procedure for Board Meetings		
Article number	Existing article	Amended article
Article 1	<p>In order to further standardize the procedure and decision-making process of board of directors of Dalian Port (PDA) Company Limited (hereinafter referred to as “the Company”) and to enable the directors and the board of directors to effectively perform their duties and improve the standardized operation and scientific decision-making ability of the board of directors, this rule is formulated in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “Code of Corporate Governance for Listed Companies” of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), “Listing Rules of Shanghai Stock Exchange” and other relevant regulations. This rule is an appendix to the articles of association of the Company and shall be drafted by the board of directors and approved by the general meeting of shareholders.</p>	<p>In order to further standardize the procedure and decision-making process of board of directors of Liaoning Port Co., Ltd. (hereinafter referred to as “the Company”) and to enable the directors and the board of directors to effectively perform their duties and improve the standardized operation and scientific decision-making ability of the board of directors, this rule is formulated in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “Code of Corporate Governance for Listed Companies” of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), “Listing Rules of Shanghai Stock Exchange” and other relevant regulations. This rule is an appendix to the articles of association of the Company and shall be drafted by the board of directors and approved by the general meeting of shareholders.</p>

LETTER FROM THE BOARD

Appendix to Articles of Association – Rules of Procedure for Board of Supervisors		
Article 1	Existing article	Amended article
	<p>In order to further standardize the procedure and decision-making process of board of supervisors of Dalian Port (PDA) Company Limited (hereinafter referred to as “the Company”) and to enable the supervisors and the board of supervisors to effectively perform their duties and improve the corporate governance structure of the Company, this rule is formulated in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “Code of Corporate Governance for Listed Companies” of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), “Listing Rules of Shanghai Stock Exchange” and other relevant regulations. This rule is an appendix to the articles of association of the Company and shall be drafted by the board of supervisors and approved by the general meeting of shareholders.</p>	<p>In order to further standardize the procedure and decision-making process of board of supervisors of <u>Liaoning Port Co., Ltd.</u> (hereinafter referred to as “the Company”) and to enable the supervisors and the board of supervisors to effectively perform their duties and improve the corporate governance structure of the Company, this rule is formulated in accordance with “The Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), “The Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), “Code of Corporate Governance for Listed Companies” of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), “Listing Rules of Shanghai Stock Exchange” and other relevant regulations. This rule is an appendix to the articles of association of the Company and shall be drafted by the board of supervisors and approved by the general meeting of shareholders.</p>

LETTER FROM THE BOARD

Appendix to Articles of Association – Working System of Independent Directors		
Article 1	Existing article	Amended article
	<p>In order to further improve the corporate governance structure of Dalian Port (PDA) Company Limited (hereinafter referred to as “the Company”), promote the standardized operation of the Company, and effectively protect the interests of all shareholders, especially minority shareholders of the Company, this working system of independent directors (hereinafter referred to as the “Provision”) is formulated according to the “Guiding Opinions on the Establishment of Independent Director System in Listed Companies” (hereinafter referred to as “the Guiding Opinions”), “Code of Corporate Governance for Listed Companies” and “Provisions on Strengthening the Protection of the Rights and Interests of the Public Shareholders ”of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), “Listing Rules of Shanghai Stock Exchange” and other laws, regulations, relevant regulatory documents and articles of association of the Company.</p>	<p>In order to further improve the corporate governance structure of <u>Liaoning Port Co., Ltd.</u> (hereinafter referred to as “the Company”), promote the standardized operation of the Company, and effectively protect the interests of all shareholders, especially minority shareholders of the Company, this working system of independent directors (hereinafter referred to as the “Provision”) is formulated according to the “Guiding Opinions on the Establishment of Independent Director System in Listed Companies” (hereinafter referred to as “the Guiding Opinions”), “Code of Corporate Governance for Listed Companies” and “Provisions on Strengthening the Protection of the Rights and Interests of the Public Shareholders” of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), “Listing Rules of Shanghai Stock Exchange” and other laws, regulations, relevant regulatory documents and articles of association of the Company.</p>

Save for the Proposed Amendments, content of other provisions of the Articles of Association remain unchanged. The Proposed Amendments are subject to the approval by the Shareholders by way of a special resolution at the EGM. In addition, the Proposed Amendments are subject to and conditional upon the passing of the Proposed Change of Company Name.

LETTER FROM THE BOARD

D. EGM

The EGM is to be held at 9:00 a.m. on Wednesday, 27 January 2021 at Room 109, Liaoning Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC, at which resolutions will be proposed to consider and, if thought fit, to approve the Proposed Change of Company Name and Proposed Amendments.

As at the date of this circular, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolutions at the EGM.

The proxy form of the EGM is also enclosed in this circular.

In order to determine the holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Friday, 22 January 2021 to Wednesday, 27 January 2021 (both days inclusive), during which no transfer of H Shares will be effected. Holders of H Shares whose names appear on the H Shares register of members on Wednesday, 27 January 2021 are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, instruments of transfer accompanied by share certificates and other appropriate documents in respect of transfer of H Shares must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 21 January 2021.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, the votes of the Shareholders at the EGM shall be taken by poll.

E. RECOMMENDATION

The Board considers that the proposed resolutions in relation to the Proposed Change of Company Name and Proposed Amendments at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolutions at the EGM.

Yours faithfully,
By Order of the Board
Dalian Port (PDA) Company Limited*
WANG Huiying LEE, Kin Yu Arthur
Joint Company Secretaries

* For identification purposes only

NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “EGM”) of Dalian Port (PDA) Company Limited (the “Company”) will be held on Wednesday, 27 January 2021 at 9:00 a.m. at Room 109, Liaoning Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the People's Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions. Unless otherwise defined, capitalised terms used herein shall have the same meaning as ascribed to them in the circular of the Company dated 11 January 2021 (the “Circular”)

AS SPECIAL RESOLUTIONS

1. To consider and approve the Proposed Change of Company Name as set out in the Circular.
2. Conditional upon the passing of the special resolution numbered 1, to consider and approve the Proposed Amendments as set out in the Circular.

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

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NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The details in respect of the abovementioned special resolutions are set out in the Circular.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf at the EGM. A proxy need not be a Shareholder. Shareholders shall have one vote for each Share that they hold.
3. In order to determine the holders of H Shares who are entitled to attend the EGM, the H Share registers of members of the Company shall be closed from Friday, 22 January 2021 to Wednesday, 27 January 2021 (both days inclusive), during which no transfer of H Shares will be registered. Holders of H Share whose names appear on the registers of members on Wednesday, 27 January 2021 are entitled to attend the EGM. In order to be entitled to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall lodge the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 21 January 2021.
4. The instruments appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.
5. The proxy form together with the power of attorney or other authorization document (if any) must be deposited at the office of Board, at the address as stated in Note 6 below for holders of the A Shares and at the H Share registrar, Computershare Hong Kong Investor Services Limited at the address as stated in Note 3 above for holders of the H Shares, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meeting should such Shareholders so wish.
6. The contact details of the office of the Board are as follows:

26/F Xingang Commercial Building
Jingang Road
Dalian International Logistic Park Zone
Liaoning Province
PRC
Postal Code: 116601
Telephone No.: 86 411 8759 8729
Facsimile No.: 86 411 8759 9854
7. The meeting is expected to be concluded within a day. Shareholders (in person or by proxy) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce the identity documents.

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

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