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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 Liaoning Port Co., Ltd.\*, you should at once hand this circular, together with the accompanying 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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**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 GRANT OF THE EXTENDED A SHARE SPECIFIC MANDATE

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Capitalised terms used in this cover shall have the same meaning as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 5 to 12 of this circular.

A notice convening the EGM and H Shareholders Class meetings to be held at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian, Liaoning, the PRC on Thursday, 2 September 2021 at 9:00 a.m. is set out on pages EGM-1 to HCM-3 of this circular. Forms of proxy for use at the EGM and the H Shareholders Class Meeting are enclosed. Whether or not you are able to attend the meetings, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM, respective class meetings or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM or respective class meetings and, in such event, the form of proxy shall be deemed to be revoked. The Company strongly recommends you to monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the EGM and respective class meetings in person.

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\* *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*

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## DEFINITIONS

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

“A Share(s)”	A Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on the Shanghai Stock Exchange;
“A Share Specific Mandate”	the specific mandate approved by the Shareholders on 25 September 2020 to issue not more than 3,868,360,799 new A Shares to not more than 35 specific investors with a value of not more than RMB2,100,000,000;
“A Shareholders Class Meeting”	means the Shareholders’ meeting to be convened for the holders of A Shares on 2 September 2021, or any adjournment thereof, to consider, and if thought fit, approve the Extended A Share Specific Mandate and related transactions;
“Announcement”	means the announcement dated 13 August 2021 of the Company in relation to the proposed grant of the Extended A Share Specific Mandate;
“Articles of Association”	means the articles of association of the Company;
“associates”	has the meaning ascribed thereto under the Listing Rules;
“average trading price”	means the average price which is calculated by dividing (i) the aggregated daily turnover of the shares on the relevant trading day(s) by (ii) the aggregated daily trading volume of the shares on the relevant trading day(s);
“Board”	means the board of directors of the Company;
“Broadford”	means Broadford Global Limited, a company incorporated in Hong Kong with limited liability and is directly wholly owned by China Merchants Holdings (HK) and ultimately wholly-owned by CMG;
“China Merchants Holdings (HK)”	means China Merchants Holdings (Hong Kong) Company Limited, a company incorporated in Hong Kong with limited liability and is ultimately wholly-owned by CMG;

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## DEFINITIONS

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“China Merchants Port Holdings”	means China Merchants Port Holdings Company Limited (招商局港口控股有限公司), a limited liability company incorporated in Hong Kong whose shares are listed on the Main Board of the Stock Exchange (stock code: 144) and is an indirectly owned subsidiary of CMG;
“CMG”	means China Merchants Group Limited (招商局集團有限公司), a state wholly-owned enterprise established under the laws of the PRC under the direct control of the SASAC;
“Company”	means Liaoning Port Co., Ltd. (遼寧港口股份有限公司), a joint stock limited company established in the PRC whose H Shares and A Shares are listed on the Main Board of the Stock Exchange (stock code: 2880) and the Shanghai Stock Exchange (stock code: 601880) respectively;
“connected person”	has the meaning ascribed thereto under the Listing Rules;
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules;
“CSRC”	means the China Securities Regulatory Commission;
“daily average trading price”	means the average price which is calculated by dividing (i) the daily turnover of the shares on the relevant trading day by (ii) the daily trading volume of the shares on the relevant trading day;
“Directors”	means the directors of the Company;
“EGM”	means the extraordinary general meeting of the Company to be convened on 2 September 2021, or any adjournment thereof, to consider, and if thought fit, approve the proposed grant of the Extended A Share Specific Mandate;
“Extended A Share Specific Mandate”	the grant of extended mandate to the Board to issue not more than 3,868,360,799 new A Shares to not more than 35 specific investors with a value of not more than RMB2,100,000,000;
“Group”	the Company and its subsidiaries;

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## DEFINITIONS

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“H Share(s)”	H Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on the Stock Exchange;
“H Shareholders Class Meeting”	means the Shareholders’ meeting to be convened for the holders of H Shares on 2 September 2021, or any adjournment thereof, to consider, and if thought fit, approve the proposed grant of the Extended A Share Specific Mandate;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;
“Independent Shareholders”	means the shareholders of the Company, other than CMG and its associates;
“Latest Practicable Date”	means 13 August 2021, being the latest practicable date prior to the despatch of this circular for ascertaining certain information contained in this circular;
“Liaoning Gangwan”	means Liaoning Gangwan Financial Holding Group Co., Ltd. (遼寧港灣金融控股集團有限公司), a limited liability company established in the PRC;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Merger”	means the absorption of Yingkou Port Liability Co., Ltd. (營口港務股份有限公司) by the Company through the issue of A Shares by the Company, which had been completed on 29 January 2021;
“PDA”	Dalian Port Corporation Limited* (大連港集團有限公司), a limited liability company established in the PRC on 1 January 1951;
“PRC” or “China”	means the People’s Republic of China;
“RMB”	means Renminbi, the lawful currency of the PRC;

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\* For identification purposes only

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## DEFINITIONS

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“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC;
“Shares”	means A Shares and H Shares;
“Shareholders”	means the shareholders of the Company;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules;
“Team Able”	means Team Able International Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of China Merchants Port Holdings;
“trading day”	with respect to A shares, means a day on which the Shanghai Stock Exchange is open for dealing or trading in securities; and with respect to H shares, means a day on which the Stock Exchange is open for dealing or trading in securities;
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

**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

18 August 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GRANT OF THE EXTENDED A SHARE SPECIFIC MANDATE IN  
RELATION TO ISSUANCE OF NEW A SHARES;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING  
AND H SHAREHOLDERS CLASS MEETING**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 13 August 2021 (the “**Announcement**”) in relation to, among other things, the proposed grant of the Extended A Share Specific Mandate.

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\* *For identification purposes only*

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, *inter alia*, (i) further information on the proposed grant of the Extended A Share Specific Mandate; (ii) the notice of EGM and the H Shareholders Class Meeting to consider and, if thought fit, to approve resolutions in relation to, among other things, the proposed grant of the Extended A Share Specific Mandate; and (iii) other information as required under the Listing Rules.

### 2. THE EXTENDED A SHARE SPECIFIC MANDATE

#### 2.1 Background

The Company published an announcement on 7 July 2020 and a circular on 10 September 2020 in relation to the A Share Specific Mandate (among other things). On 4 February 2021, the Company issued 9,728,893,454 A Shares to the shareholders of Yingkou Port Liability Co., Ltd.. Upon the completion of the Merger, the Company has 17,464,713,454 A Shares and 5,158,715,999 H Shares.

On 25 September 2020, the A Share Specific Mandate was approved by the general meeting and respective class meetings of the Company. For the purpose of the A Share Specific Mandate, the investors to be identified will be independent third parties of the Company within the meaning of the Listing Rules and shall include securities investment fund management companies, securities companies, financial companies, asset management companies, insurance institutional investors, trust companies, qualified overseas institutional investors, other domestic legal and natural persons in line with the regulations of CSRC.

The A Share Specific Mandate has been granted to the Board, during the Relevant Period (as defined hereafter), an unconditional specific mandate to issue not more than 3,868,360,799 new A Shares with a value of not more than RMB2,100,000,000, by way of non-public offering, to not more than 35 specific investors, and to determine the exact number of new A Shares to be issued and the price of new A Shares which, subject to the results of the price sounding-out process as required by CSRC, shall not be less than 80% of the average trading price of A Shares for 20 trading days before the issuance of new A Shares.

In the event the number of specific investors is less than six, the Company will comply with relevant requirements under Rule 13.28(7).

For the purposes of the A Share Specific Mandate, “**Relevant Period**” means a period of 12-month commencing from 25 September 2020, when the A Share Specific Mandate was first approved by the general meeting and respective class meetings of the Company.

If any issue pursuant to the A Share Specific Mandate is not completed within 12 months from the date of such approvals, and the Company should continue to proceed with such issue, then the Company will obtain Shareholders’ approval(s) for extending the validity of the initial Shareholders’ approvals.



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## LETTER FROM THE BOARD

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The Company has been conducting the stock recommendation roadshow and investor communication procedures and expects that further time will be required to utilize the A Share Specific Mandate which will be conducted after 25 September 2021 (if at all). As such, the Company has proposed to seek the Extended A Share Specific Mandate from its shareholders, for a period up to 30 December 2021.

### 2.2 Information of the Extended A Share Specific Mandate

- Conditions: The Extended A Share Specific Mandate is conditional upon: obtaining the approvals for the extension from the Board and the Shareholders at the general meeting and the respective class meetings of the Company convened for such purpose.
- Minimum Price: The price of each new A Share issued pursuant to the Extended A Share Specific Mandate shall not be less than:
- (i) 80% of the average trading price of A Shares for 20 trading days before the issuance of new A Shares; or
  - (ii) the net assets price per A share of the Company as at the last day of the latest issued financial results of the Company (e.g. RMB1.57 per A Share as at 31 March 2021). In case of ex-right or ex-dividend issues occur, the net assets value per A share may also be adjusted correspondingly.
- Use of Proceeds: The proceeds are intended to be used to supplement the working capital, improve liquidity, repay the interest bearing debts of the Company and to settle professional fees and charges incurred in connection with the Merger.
- Lock Up Arrangement: The new A Shares to be subscribed for by the independent investors shall not be disposed of within six months from the date of the issuance of the respective new A Shares. Upon completion of the issuance, the subscribers shall also abide by the lock-up arrangement for the additional Shares caused by the Company. If the lock-up arrangement is inconsistent with the latest regulatory opinions of the securities regulatory authorities, it shall be adjusted accordingly.

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## LETTER FROM THE BOARD

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Ranking:	The new A Shares issued pursuant to the Extended A Share Specific Mandate will rank, upon allotment and issue, pari passu in all respects among themselves and with other Shares in issue of the Company.
Period:	The Extended A Share Specific Mandate will be valid from the Shareholders' approval until 30 December 2021.

### 2.3 General Information of the Company

The Group is principally engaged in oil/liquefied chemical terminal and the related logistics services (oil segment); container terminal and related logistics services (container segment); automobile terminal and related logistics services (automobile terminal segment); bulk and general cargo terminal and related logistics services (bulk and general cargo segment); bulk grain terminal and related logistics services (bulk grain segment); passenger and roll-on, roll-off terminal and related logistics services (passenger and ro-ro segment) and value-added and ancillary port operations (value-added services segment).

The audited consolidated financial statements of the Group for each of the three years ended 31 December 2018, 31 December 2019 and 31 December 2020 respectively are published on both the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.dlport.cn>):

- the annual report of the Company for the year ended 31 December 2018 published on 24 April 2019 (pages 112 to 126) at <https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0424/ltm20190424476.pdf>;
- the annual report of the Company for the year ended 31 December 2019 published on 27 April 2020 (pages 103 to 118) at <https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0427/2020042700607.pdf>; and
- the annual report of the Company for the year ended 31 December 2020 published on 26 April 2021 (pages 102 to 118) at <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0426/2021042600634.pdf>

### 2.4 Listing Rules Implications

The issue of A Shares under the Extended A Share Specific Mandate constitute a variation of class rights of the holders of A Shares and the holders of H Shares under the Articles of Association. Pursuant to Rule 14.06(5), Rule 19A.38 of the Listing Rules and the Articles of Association, the Extended A Share Specific Mandate is required to be approved by the Shareholders at a general meeting and separate class meetings. No Shareholder is required to abstain from voting at any Shareholder's meeting to approve the Extended A Share Specific Mandate.

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## LETTER FROM THE BOARD

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No Director attending the board meeting has a material interest in or is required to abstain from voting on the Extended A Share Specific Mandate.

### 2.5 Directors' Views

The Directors (including the independent non-executive Directors) are of the view that the Extended A Share Specific Mandate is determined after arm's length negotiation, and the transactions contemplated thereunder are conducted in the ordinary and usual course of business of the Company and are on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

### 2.6 Effect of the Extended A Share Specific Mandate

As of the Latest Practicable Date, the shareholding structure of the Company was as set out below:

No.	Shareholder	Number of Shares	Shareholding Percentage (%)	Total Number of Shares
<i>A Shares</i>				
1	Yingkou Port Group Corporation Limited	6,916,185,012	30.571	
2	PDA	5,310,255,162	23.472	17,464,713,454
3	Liaoning Gangwan	67,309,590	0.297	
4	Public Shareholders	5,170,963,690	22.857	
<i>H Shares</i>				
1	Broadford	856,346,695	3.785	
2	PDA	722,166,000	3.192	5,158,715,999
3	Public Shareholders	865,467,304	3.826	
4	Team Able	2,714,736,000	12.000	
	<b>Total</b>	<b>22,623,429,453</b>	<b>100.000</b>	

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## LETTER FROM THE BOARD

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Immediately after the completion of the Extended A Share Specific Mandate (assuming the Extended A Share Specific Mandate will be issued to the maximum extent of RMB2,100,000,000 at the price of RMB1.57 per A Share, representing the net assets price per share of the Company as at 31 March 2021):

No.	Shareholder	Number of Shares	Shareholding Percentage (%)	Total Number of Shares
<i>A Shares</i>				
1	Yingkou Port Group Corporation Limited	6,916,185,012	28.864	
2	PDA	5,310,255,162	22.162	
3	Liaoning Gangwan	67,309,590	0.281	18,802,293,071
4	Public Shareholders	6,508,543,307	27.163	
<i>H Shares</i>				
1	Broadford	856,346,695	3.574	
2	PDA	722,166,000	3.014	5,158,715,999
3	Public Shareholders	865,467,304	3.612	
4	Team Able	2,714,736,000	11.330	
<b>Total</b>		<b>23,961,009,070</b>	<b>100.000</b>	

For the avoidance of doubt, if there is any discrepancy between the total number and the final number of each item, it is caused by rounding.

### 2.7 Securities of the Company

As at the Latest Practicable Date, the Company has 22,623,429,453 Shares in issue, comprising 17,464,713,454 A Shares and 5,158,715,999 H Shares. Save for the aforesaid, the Company has no other outstanding shares, options, warrants, derivatives or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) that carry a right to subscribe for or which are convertible into shares of the Company.

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## LETTER FROM THE BOARD

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### 2.8 Fund Raising Activities in the Past 12 Months

The Company has not conducted any equity fund raising activity in the past 12 months immediately preceding the date of the Announcement.

### 2.9 Attention

**The Extended A Share Specific Mandate may or may not be proceeded with or become unconditional or effective. There is no assurance that all the conditions precedents of the Extended A Share Specific Mandate can be satisfied. Investors and potential investors should exercise care, and should only rely on information published by the Company, when dealing, or contemplating dealing, in the Shares.**

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities in the Company.

### 3. EGM

The Company will convene the EGM and class meetings for the Shareholders to consider and, if thought fit, to approve the proposed grant of the Extended A Share Specific Mandate. Details of the EGM and the H Shareholders Class Meeting and resolutions to be considered in these meetings are set out in the Notice of EGM and Notice of H Shareholders Class Meeting dated Wednesday, 18 August 2021.

#### Book closure

As disclosed in the Announcement, holders of H Shares whose names appear on the register of members of the Company at the close of business on Friday, 27 August 2021 will be entitled to attend the EGM and the H Shareholders Class Meeting upon completion of the necessary registration procedures. The H Shares register of members will be closed from Monday, 30 August 2021 to Thursday, 2 September 2021, both days inclusive, during which period no transfer of H Shares will be effected.

Where applicable, holders of the H Shares intending to attend the EGM and the H Shareholders Class Meeting are therefore required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by 4:30 p.m. on Friday, 27 August 2021.

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## LETTER FROM THE BOARD

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### **Proxy forms**

Whether or not you intend to attend the EGM or the class meetings, you are requested to complete and return the relevant proxy form(s) in accordance with the instructions thereon. The proxy form should be returned as soon as possible and in any event not later than 24 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the relevant meetings should you so wish.

### **4. RECOMMENDATION OF THE BOARD**

The Directors believe that the proposed grant of the Extended A Share Specific Mandate is fair and reasonable and in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM and the relevant class meetings.

### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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 THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 second extraordinary general meeting (the “EGM”) of Liaoning Port Co., Ltd. (the “**Company**”) will be held on Thursday, 2 September 2021 at 9:00 a.m. at Room 109, Liaoning Port 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 18 August 2021 (the “**Circular**”)

#### AS SPECIAL RESOLUTIONS

1. THAT, the Extended A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.
2. THAT, the proposal to authorize the Board to issue new A Shares under the Extended A Share Specific Mandate by the Shareholders’ meeting, A Shareholders Class Meeting and H Shareholders Class Meeting be and is hereby approved, ratified and confirmed.
3. THAT, the Board and its authorized person are authorized to handle all matters related to the Extended A Share Specific Mandate and related transactions.

By Order of the Board  
**Liaoning Port Co., Ltd.\***

**WANG Huiying      LEE, Kin Yu Arthur**  
*Joint Company Secretaries*

Dalian City, Liaoning Province, the PRC  
18 August 2021

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\* *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*

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*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 Monday, 30 August 2021 to Thursday, 2 September 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 at the close of business on Friday, 27 August 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 Friday, 27 August 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 9899/8759 9900/8759 9901  
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



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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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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 THE FIRST H SHAREHOLDERS CLASS MEETING IN 2021

**NOTICE IS HEREBY GIVEN** that a class meeting of Shareholders holding H Shares (“**H Shareholders Class Meeting**”) will be held at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC immediately following the conclusion of the extraordinary general meeting and the first A Shareholders class meeting in 2021 of the Company on Thursday, 2 September 2021. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 18 August 2021.

#### AS SPECIAL RESOLUTIONS

1. THAT, the Extended A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.
2. THAT, the proposal to authorize the Board to issue new A Shares under the Extended A Share Specific Mandate by the Shareholders’ meeting, A Shareholders Class Meeting and H Shareholders Class Meeting be and is hereby approved, ratified and confirmed.

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

18 August 2021

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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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*Notes:*

1. Pursuant to Rule 13.39(4) of the Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the Shareholders at the H Shareholders Class Meeting shall be taken by poll.
2. Any Shareholder entitled to attend and vote at the H Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf at the H Shareholders Class Meeting. 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 H Shareholders Class Meeting, the H Share registers of members of the Company shall be closed from Monday, 30 August 2021 to Thursday, 2 September 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 at the close of business on Friday, 27 August 2021 are entitled to attend the H Shareholders Class Meeting. In order to be entitled to attend and vote at the H Shareholders Class Meeting, 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 27 August 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 7 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 H Shareholders Class Meeting 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 9899/8759 9900/8759 9901  
Facsimile No.: 86 411 8759 9854

7. Shareholders or their proxies attending the H Shareholders Class Meeting shall be responsible for their own transportation and accommodation expenses.
8. 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.

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\* *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*

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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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As at the date of this notice, the board of directors of the Company 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