

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in any doubt as to any aspect of this circular or as to what action to take, you should consult your licensed securities dealer, 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 to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



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

**(Stock Code: 2880)**

**PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR THE  
YEAR ENDED 31 DECEMBER 2021;  
APPOINTMENT OF THE AUDITOR;  
PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION;  
PROPOSED AMENDMENTS TO THE  
MEASURES FOR MANAGING RAISED FUND;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 4 to 8 of this circular. A notice convening the AGM to be held at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian, Liaoning, the PRC on Wednesday, 29 June 2022 at 9:00 a.m. is set out on pages AGM-1 to AGM-3 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, 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 AGM 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 AGM 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 AGM in person.**

\* *The Company is registered as Non-Hong Kong Company under Part XI of the previous Companies Ordinance (equivalent to Part 16 of the Companies Ordinance with effect from 3 March 2014) under the English name "Liaoning Port Co., Ltd."*

\* *For identification purposes only*

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>EXPECTED TIMETABLE</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I - PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b> .....	I-1
<b>APPENDIX II - PROPOSED AMENDMENTS TO THE MEASURES FOR MANAGING RAISED FUND</b> .....	II-1
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	AGM-1

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall 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;
“AGM”	the annual general meeting of the Company to be held on Wednesday, 29 June 2022;
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“associate”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Cash Dividend”	proposed cash dividend of RMB0.27 (PRC withholding tax included) per ten (10) Shares to the A Shareholders and H Shareholders whose names appear on the registers of members of the Company on the respective record dates;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Company”	Liaoning Port Co., Ltd.* (遼寧港口股份有限公司), a joint stock limited company incorporated in the PRC;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“H Share(s)”	H Share(s) of RMB1.00 each in the capital of the Company which is/are listed and traded on Hong Kong Stock Exchange;
“H Share Registrar”	Computershare Hong Kong Investor Services Limited;
“H Shareholder(s)”	holder(s) of H Share(s);
“HKSCC”	Hong Kong Securities Clearing Company Limited;

---

## DEFINITIONS

---

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	6 June 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Measures”	the measures for managing raised fund of the Company (《遼寧港口股份有限公司募集資金管理辦法》);
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC;
“Share(s)”	A Share(s) and/or H Share(s);
“Shareholders”	the shareholders of the Company;
“Stock Exchange”	the Stock Exchange of Hong Kong Limited;
“subsidiary”	has the meaning ascribed to it under the Listing Rules;
“%”	per cent.

\* *For identification purposes only*

---

## EXPECTED TIMETABLE

---

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

2022

A Shareholder's record date for the AGM .....	Monday, 20 June
Latest time for lodging transfers of the H Shares to qualify for entitlement to attend the AGM .....	4:30 p.m., Thursday, 23 June
H Shareholders' register closed for the AGM.....	Friday, 24 June to Wednesday, 29 June (both days inclusive)
Latest time for lodging form of proxy for the AGM.....	9:00 a.m., Tuesday, 28 June
H Shareholder's record date for the AGM .....	Friday, 24 June
AGM .....	9:00 a.m., Wednesday, 29 June
After H Shareholder's record date for the AGM, H Shareholders' register re-opens.....	Thursday, 30 June
Last day of dealings in the H Shares cum-entitlement basis.....	Monday, 4 July
First day of dealings in the H Shares ex-entitlement basis .....	Tuesday, 5 July
Latest time for lodging transfers of the H Shares to qualify for entitlement to the Cash Dividend .....	4:30 p.m., Wednesday, 6 July
H Shareholders' register closed for the Cash Dividend.....	Thursday, 7 July to Tuesday, 12 July (both days inclusive)
H Share record date for the Cash Dividend .....	Tuesday, 12 July
After H Share record date for the Cash Dividend, H Shareholders' register re-opens.....	Wednesday, 13 July
A Share record date for the Cash Dividend .....	Tuesday, 19 July
Payment of Cash Dividend for A Shares .....	Wednesday, 20 July
Expected payment date of Cash Dividend for H Shares .....	On or before Friday, 26 August

---

## LETTER FROM THE BOARD

---



**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)**

*Executive Directors:*

Wang Zhixian  
Wei Minghui

*Non-executive Directors:*

Zhou Qinghong  
Si Zheng  
Xu Song  
Yang Bing

*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 PRC:*

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

8 June 2022

*To the Shareholders*

Dear Sir or Madam,

**PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR THE  
YEAR ENDED 31 DECEMBER 2021;  
APPOINTMENT OF THE AUDITOR;  
PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION;  
PROPOSED AMENDMENTS TO THE  
MEASURES FOR MANAGING RAISED FUND;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### **1. INTRODUCTION**

Reference is made to the announcements of the Company dated 29 March 2022 and 28 April 2022 in relation to the proposed amendments to the Articles of Association.

The purpose of this circular is to give you notice of the AGM and to provide you with information in relation to certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

## LETTER FROM THE BOARD

### 2. PROPOSED DISTRIBUTION PLAN OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2021

#### Proposed Distribution of Cash Dividend

On 29 March 2022, the Board has proposed the profit distribution plan for the year ended 31 December 2021 to distribute a Cash Dividend of RMB0.27 (PRC withholding tax included) per ten (10) existing Shares, in a total amount of RMB647,650,777.03 based on 23,987,065,816 Shares in issue. According to the Articles of Association, Cash Dividend will be denominated and declared in RMB. Cash Dividend on A Shares will be paid in RMB and Cash Dividend on H Shares will be paid in Hong Kong dollars. Payment of the Cash Dividend is subject to the approval of the Shareholders at the AGM.

It is proposed to authorize the Board to delegate the authority to any executive Director to deal with the matters in relation to the proposed distribution of Cash Dividend according to the relevant laws, regulations and Listing Rules.

#### Tax

According to the State Administration of Taxation of the PRC, the taxation regarding conversion of capital reserve is exempted, and no relevant taxation shall be withheld and paid. In respect of conversion of surplus reserve and unallocated profits and cash dividend, different taxation laws shall be applied based on different situations, details of which are set out in the following table:

Category	Recipients	Investors	Type of tax	Income Tax Rate	Payment Method	Laws
Cash dividend, conversion of surplus reserve and unallocated profits	A Shares (other than Northbound Trading, PDA Group and Yingkou Port Group)	Individuals	Individual Income Tax	Exempted	Withhold and pay	Cai Shui [2015] No. 101
		Securities Investment Funds	Individual Income Tax	Exempted	Withhold and pay	Cai Shui [2015] No. 101 and Cai Shui [2012] No. 85
		QFII	Corporate Income Tax	10%	Withhold and pay	Guo Shui Han [2009] No. 47
		Resident Enterprise	Corporate Income Tax	Tax Exemption		Corporate Income Tax Law and Implementation Rules
	A Shares (Northbound Trading)	Individuals	Individual Income Tax	10%	Withhold and pay	Cai Shui [2014] No. 81 2, (2)

---

## LETTER FROM THE BOARD

---

Category	Recipients	Investors	Type of tax	Income Tax Rate	Payment Method	Laws
		Enterprises	Corporate Income Tax	10%	Withhold and pay	Cai Shui [2014] No. 81 2, (2)
	A Shares (PDA Group and Yingkou Port Group)	Enterprises	Corporate Income Tax	Tax Exemption		Corporate Income Tax Law and Implementation Rules
	H Shares (other than Southbound Trading)	Individuals	Individual Income Tax	Tax Exemption		Cai Shui [1994] No. 20 2, (8)
		Enterprises	Corporate Income Tax	10%	Withhold and pay	Corporate Income Tax Law and Implementation Rules
	H Shares (Southbound Trading)	Individuals	Individual Income Tax	20%	Withhold and pay	Cai Shui [2014] No. 81 1, (3)
		Enterprises	Corporate Income Tax	Tax Exemption if holding shares for 12 months	Self-declaration	Cai Shui [2014] No. 81 1, (4)
		Securities Investment Funds	Individual Income Tax	20%	Withhold and pay	Cai Shui [2014] No. 81 1, (3)
	H Shares	Enterprises	Corporate Income Tax	Tax Exemption		Cai Shui [2008] No. 136
Share Transfers (conversion of capital reserve-share premium)		Individuals	Individual Income Tax	Tax Exemption		Guo Shui Fa [1997] No. 198
		Resident Enterprise	Corporate Income Tax	Tax Exemption		Guo Shui Han [2010] No. 79



---

## LETTER FROM THE BOARD

---

### 3. APPOINTMENT OF THE AUDITOR

The Board recommended the appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the auditor of the Company for the year ending 31 December 2022 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 2022 will be RMB5.48 million (inclusive of value added tax), RMB3.40 million of which is for the audit services to the Company.

### 4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To reflect the changes in the total issued share capital of the Company and to bring the Articles of Association in line with the latest amendments to the relevant PRC regulations, a special resolution will be proposed at the AGM for the proposed amendments to the Articles of Association.

The proposed amendments to the Articles of Association are subject to the Shareholders' approval at the AGM and will become effective upon approval by the relevant regulatory bodies. It is proposed that the Board shall be authorised to apply for all necessary approvals and make all necessary filings and registrations with the relevant authorities in relation to such amendments. Details of the proposed amendments are set out in Appendix I to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Articles of Association comply with the requirements of the Listing Rules and the legal advisers to the Company as to the PRC laws have confirmed that the proposed amendments to the Articles of Association are not inconsistent with the laws of the PRC. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association.

### 5. PROPOSED AMENDMENTS TO THE MEASURES FOR MANAGING RAISED FUND

An ordinary resolution will be proposed at the AGM to consider and approve the proposed amendments to the Measures, details of which are set out in Appendix II to this circular.

### 6. AGM

A notice convening the AGM to be held at 9:00 a.m. on Wednesday, 29 June 2022 at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC is set out on pages AGM-1 to AGM-3 of this circular.

In order to determine the list of H Shareholders who are entitled to attend the AGM, the Company's register of members will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022, both days inclusive, during which period no transfer of Shares will be effected. H Shareholders whose names appear on the Company's register of members on Friday, 24 June 2022 are entitled to attend the AGM. In order to attend and vote at the AGM, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar at or before 4:30 p.m. on Thursday, 23 June 2022. The address of the transfer office of the H Share Registrar is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

---

## LETTER FROM THE BOARD

---

A Shareholders whose names appear on the Company's register of members on Monday, 20 June 2022 are entitled to attend the AGM.

Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

A form of proxy for use at the AGM is enclosed and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.liaoganggf.cn](http://www.liaoganggf.cn)). Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

### 7. VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, resolutions of the AGM shall be determined by poll.

### 8. RECOMMENDATION

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the resolutions to be proposed at the AGM as set out in the notice of the AGM.

### 9. 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.

### 10. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

\* For identification purposes only

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 營口港務股份有限公司 (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>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 21</b></p> <p>... Upon approval by the competent securities authorities of the State Council, the Company merged 營口港務股份有限公司 (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><u>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.</u></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 RMB<b><u>23,987,065,816</u></b>.</p>

Existing Articles	Revised Articles
<p><b>Article 162</b></p> <p>The Board shall be responsible to the general meeting and shall exercise the following functions and powers: ...</p> <p>(11) to establish the Company’s basic management system; ...</p> <p>Save and except for the resolutions of the Board in respect of the matters specified in Subclauses (6), (7) and (12) of this Article which shall be passed by more than two-thirds of all directors, resolutions of the Board in respect of all other matters may be passed by more than one half of all directors.</p>	<p><b>Article 162</b></p> <p>The Board shall be responsible to the general meeting and shall exercise the following functions and powers: ...</p> <p>(11) to establish the Company’s basic management system, <b><u>including the work plan for the selection and appointment of the members of the management, the business performance assessment measures of the members of the management, and the remuneration management measures for the members of the management; to formulate management measures for total wages of employees; to formulate management systems for guarantees, liabilities, public donation and charity services, etc.;</u></b> ...</p> <p>Save and except for the resolutions of the Board in respect of the matters specified in Subclauses (6), (7) and (12) of this Article which shall be passed by more than two-thirds of all directors, resolutions of the Board in respect of all other matters may be passed by more than one half of all directors.</p>

Existing Articles	Revised Articles
<p><b>Article 1</b></p> <p>This Measures are enacted in order to regulate the use and management of the raised fund of Dalian Port (PDA) Company Limited (hereinafter referred to as the “Company”), improve the efficiency and outcome of the raised fund, protect the investors’ benefits to the best, secure the safety of the raised fund and protect the lawful rights and interests of the Company, shareholders, creditors and all employees.</p>	<p><b>Article 1</b></p> <p>This Measures are enacted in order to regulate the use and management of the raised fund of <u>Liaoning Port Co., Ltd.</u> (hereinafter referred to as the “Company”), improve the efficiency and outcome of the raised fund, protect the investors’ benefits to the best, secure the safety of the raised fund and protect the lawful rights and interests of the Company, shareholders, creditors and all employees.</p>
<p><b>Article 2</b></p> <p>This Measures are provided in accordance with “Company Law of the People’s Republic of China” (“Company Law”), “Law of the People’s Republic of China on Securities” (“Securities Law”), “Administrative Measures for Initial Public Offering and Listing of Shares”, “Measures for the Administration of Issuance of Securities by Listed Companies”, “Guidelines for the Regulation over Listed Companies No. 2 – Regulatory Requirements on the Management and Use of Funds Raised by Listed Companies”, “Listing Rules of the Shanghai Stock Exchange” (“SSE Listing Rules”), “Rules Governing the Listing of Securities on the Stock of Hong Kong Limited” (“HKEX Listing Rules”), other laws, administrative regulations, regulatory documents and the article of associations.</p>	<p><b>Article 2</b></p> <p>This Measures are provided in accordance with “Company Law of the People’s Republic of China” (“Company Law”), “Law of the People’s Republic of China on Securities” (“Securities Law”), “Administrative Measures for Initial Public Offering and Listing of Shares”, “Measures for the Administration of Issuance of Securities by Listed Companies”, “Guidelines for the Regulation over Listed Companies No. 2 – Regulatory Requirements on the Management and Use of Funds Raised by Listed Companies”, “Listing Rules of the Shanghai Stock Exchange” (“SSE Listing Rules”), “Rules Governing the Listing of Securities on the Stock of Hong Kong Limited” (“HKEX Listing Rules”), other laws, administrative regulations, regulatory documents and the article of associations, <u>the Company’s Financial Management Measures and other measures.</u></p>

Existing Articles	Revised Articles
<p><b>Article 9</b>                      The special saving system for raised fund is established for the use of raised fund and supervision of the use. To establish a special account for the management of the raised fund by the Company (hereinafter referred to as the “Special Account”) shall be approved by the board of directors. The Special Account shall not be deposited with non-raised fund or used for any other purposes.                      ...</p>	<p><b>Article 9</b>                      The special saving system for raised fund is <b><u>shall be</u></b> established for the use of raised fund and supervision of the use. <b><u>Subject to the approval of the board of directors, a special account shall be opened for the management of proceeds at a prudently selected commercial bank</u></b> (hereinafter referred to as the “Special Account”). The Special Account shall not be deposited with non-raised fund or used for any other purposes.                      ...</p>
<p><b>Article 37</b>                      In the event that this Measures is in conflict with state laws, administrative regulations or regulatory documents as well as the articles of associations, state laws, administrative regulations or regulatory documents as well as the articles of associations shall prevail.</p>	<p><b>Article 37</b>                      In the event that this Measures is in conflict with state laws, administrative regulations or regulatory documents as well as the articles of associations <b><u>or there are matters not mentioned in this Measures, the latest</u></b> state laws, administrative regulations or regulatory documents as well as the articles of associations shall prevail.</p>
<p><b>Article 38</b>                      Matters not mentioned in this Measures shall be carried out in accordance with relevant state laws, administrative regulations or regulatory documents as well as the articles of associations.</p>	<p><del><b>Article 38</b>                      Matters not mentioned in this Measures shall be carried out in accordance with relevant state laws, administrative regulations or regulatory documents as well as the articles of associations.</del></p>
<p><b>Article 39</b>                      The board of directors of the Company is responsible for the interpretation of this Measures.</p>	<p><b>Article 38</b>                      The board of directors of the Company is responsible for the interpretation of this Measures.</p>

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 Wednesday, 29 June 2022 (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 8 June 2022 (the “**Circular**”).

#### ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for the year ended 31 December 2021 (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 2021 (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 2021 (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 2021 (details stated in the annual report of the Company for the year ended 31 December 2021).
5. To consider and approve the profit distribution plan for the year ended 31 December 2021, and to authorize the Board to delegate the authority to any executive director of the Company to deal with the matters in relation thereto according to the relevant laws, regulations and the Listing Rules.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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 2022 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 2022 will be RMB5.48 million (inclusive of value added tax), RMB3.40 million of which is for the audit services to the Company.
  
7. To consider and approve the proposed amendments to the Measures as set out in the Circular.

### SPECIAL RESOLUTION

8. To consider and approve the proposed amendments to the Articles of Association as set out in the Circular.

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

Dalian City, Liaoning Province, the PRC  
8 June 2022



---

## NOTICE OF ANNUAL GENERAL MEETING

---

*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. **The Company strongly recommends you to monitor the development of the situation with the novel coronavirus pneumonia (COVID-19) and to assess, based on the social distancing policies, the necessity for attending the AGM in person, and the board of directors of the Company respectfully requests that, for the same reason, the Shareholders to appoint the chairman of the AGM as their proxy rather than a third party to attend and vote on their behalf at the AGM (or any adjournment thereof).**
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 Friday, 24 June 2022 to Wednesday, 29 June 2022, 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 Thursday, 23 June 2022.
5. Taking into account of the recent development of the epidemic caused by COVID-19, the Company will implement the following prevention and control measures at the above meeting against the epidemic to protect the Shareholders from the risk of infection:
  - (i) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to access to the meeting venue;
  - (ii) every Shareholder or proxy is required to wear surgical face mask throughout the meeting;
  - (iii) no souvenirs will be provided; and
  - (iv) no refreshments will be served.

As at the date of this notice, 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

\* *For identification purposes only*