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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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*(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 2022;  
APPOINTMENT OF THE AUDITOR;  
PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS;  
PROPOSED ELECTION AND RE-ELECTION OF SUPERVISORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 9 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 Thursday, 15 June 2023 at 9:00 a.m. is set out on pages AGM-1 to AGM-4 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 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*

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## DEFINITIONS

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*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 Thursday, 15 June 2023;
“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 RMB0.174 (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;
“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);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	19 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PDA Group”	Dalian Port Corporation Limited;
“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;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
“Share(s)”	A Share(s) and/or H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	the Stock Exchange of Hong Kong Limited;
“subsidiary”	has the meaning ascribed to it under the Listing Rules;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“Yingkou Port Group”	Yingkou Port Group Corporation Limited; and
“%”	per cent.

\* *For identification purposes only*

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## EXPECTED TIMETABLE

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2023

A Shareholder's record date for the AGM .....Wednesday, 7 June

Latest time for lodging transfers of the H Shares  
to qualify for entitlement to attend the AGM.....4:30 p.m., Friday, 9 June

H Shareholders' register closed for the AGM .....Monday, 12 June to  
Thursday, 15 June  
(both days inclusive)

Latest time for lodging form of proxy for the AGM .....9:00 a.m.,  
Wednesday, 14 June

H Shareholder's record date for the AGM .....Monday, 12 June

AGM .....9:00 a.m.,  
Thursday, 15 June

After H Shareholder's record date for the AGM,  
H Shareholders' register re-opens .....Friday, 16 June

Last day of dealings in the H Shares cum-entitlement basis .....Monday, 19 June

First day of dealings in the H Shares ex-entitlement basis.....Tuesday, 20 June

Latest time for lodging transfers of the H Shares  
to qualify for entitlement to the Cash Dividend .....4:30 p.m., Wednesday, 21 June

H Shareholders' register closed for the Cash Dividend .....Thursday, 22 June to  
Tuesday, 27 June  
(both days inclusive)

H Share record date for the Cash Dividend .....Tuesday, 27 June

After H Share record date for the Cash Dividend,  
H Shareholders' register re-opens .....Wednesday, 28 June

A Share record date for the Cash Dividend .....Tuesday, 4 July

Payment of Cash Dividend for A Shares .....Wednesday, 5 July

Expected payment date of Cash Dividend for H Shares .....On or before Monday,  
14 August

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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)**

*Executive Directors:*

Wang Zhixian

Wei Minghui

*Non-executive Directors:*

Zhou Qinghong

Xu Song

Yang Bing

*Independent non-executive Directors:*

Liu Chunyan

Law Man Tat

Cheng Chaoying

*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

25 May 2023

*To the Shareholders*

Dear Sir or Madam,

**PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR  
THE YEAR ENDED 31 DECEMBER 2022;  
APPOINTMENT OF THE AUDITOR;  
PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS;  
PROPOSED ELECTION AND RE-ELECTION OF SUPERVISORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcements of the Company dated 27 April 2023 and 15 May 2023 in relation to the proposed election and re-election of Directors and Supervisors.

The purpose of this circular is to give you the 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. PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2022

#### Proposed Distribution of Cash Dividend

On 30 March 2023, the Board has proposed the profit distribution plan for the year ended 31 December 2022 to distribute a Cash Dividend of RMB0.174 (PRC withholding tax included) per ten (10) existing Shares, in a total amount of RMB417,374,945.20 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.

#### 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

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**LETTER FROM THE BOARD**

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Category	Recipients	Investors	Type of tax	Income Tax Rate	Payment Method	Laws
	A Shares (Northbound Trading)	Individuals	Individual Income Tax	10%	Withhold and pay	Cai Shui [2014] No. 81 2, (2)
		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)
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



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## LETTER FROM THE BOARD

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### 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 2023 and to hold office until the conclusion of the next annual general meeting of the Company. The total fees payable for the audit services to the Group for the year of 2023 will be RMB5.08 million (inclusive of value added tax), RMB3.20 million of which is for the audit services to the Company.

### 4. ELECTION AND RE-ELECTION OF DIRECTORS

As the term of the sixth session of the Board will expire soon, the Board has resolved to propose the appointment of members of the seventh session of the Board pursuant to the Company Law of the PRC and the requirements of Articles of Association, subject to approval by the Shareholders at the AGM. The incumbent Directors shall continue to perform their duties until the members of the new session of the Board have been elected by the Shareholders at the AGM. The term of each Director proposed to be appointed will be three years commencing from the date of approval of the appointment by the Shareholders.

Mr. Wang Zhixian and Mr. Wei Minghui have been nominated for re-election as executive Directors, Mr. Zhou Qinghong, Dr. Xu Song and Mr. Yang Bing have been nominated for re-election as non-executive Directors, Dr. Xu Xin has been nominated for election as non-executive Director, Dr. Liu Chunyan and Ms. Cheng Chaoying have been nominated for re-election as independent non-executive Directors, and Mr. Chan Wai Hei has been nominated for election as independent non-executive Director, for the seventh session of the Board. Biographical details of the Director candidates are set out in Appendix I to this circular.

During their term of service, the remuneration standard of Mr. Wei Minghui shall be determined in accordance with the Company's salary rules and regulations and the management rules governing the operational performance appraisals. During their term of service, no remuneration shall be paid by the Company to Mr. Wang Zhixian, Mr. Zhou Qinghong, Dr. Xu Song, Mr. Yang Bing and Dr. Xu Xin for their service as Directors. During their term of service, the Company shall pay remuneration to Dr. Liu Chunyan, Ms. Cheng Chaoying and Mr. Chan Wai Hei of RMB200,000 per year (tax inclusive), RMB200,000 per year (tax inclusive) and RMB250,000 per year (tax inclusive), respectively.

Save as disclosed above, no other benefits or bonus shall be paid to the Director candidates in connection with their respective appointment as Directors.

Subject to the approval of the Shareholders on the proposed election or re-election of the Directors (as the case may be) at the AGM, the Company will enter into a service contract with each of the Directors, respectively, in respect of his/her services to the Company to agree on, among other things, the annual remuneration (if any) and the length of service.

The election or re-election of Directors will be individually voted on by the Shareholders at the AGM.

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## LETTER FROM THE BOARD

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### 5. ELECTION AND RE-ELECTION OF SUPERVISORS

As the term of the sixth session of the Supervisory Committee will expire soon, the Supervisory Committee has resolved to propose the appointment of shareholder representative Supervisors and an independent Supervisor of the seventh session of the Supervisory Committee pursuant to the Company Law of the PRC and the requirements of the Articles of Association, subject to approval by the Shareholders at the AGM. The term of office of each Supervisor candidate proposed to be appointed will be three years commencing from the date of approval of the appointment by the Shareholders.

Mr. Li Shichen and Mr. Yuan Yi have been nominated for re-election as shareholder representative Supervisors of the seventh session of the Supervisory Committee, while Mr. Ding Kai has been nominated for election as an independent Supervisor of the seventh session of the Supervisory Committee. The biographical details of the Supervisor candidates are set out in Appendix II to this circular.

During their term of office, no remuneration shall be paid by the Company to Mr. Li Shichen and Mr. Yuan Yi for their roles as shareholder representative Supervisors. During his term of office, the Company shall pay remuneration of RMB100,000 per year (pre-tax) to Mr. Ding Kai for his role as an independent Supervisor.

Save as disclosed above, no other benefits or bonus shall be paid to the shareholder representative Supervisors and the independent Supervisor.

Subject to the approval of the Shareholders on the proposed election or re-election of the Supervisors (as the case may be) at the AGM, the Company will enter into a service contract with each of the Supervisors, respectively, in respect of his services to the Company to agree on, among other things, the annual remuneration (if any) and the length of service.

The election or re-election of Supervisors will be individually voted on by the Shareholders at the AGM.

### 6. AGM

A notice convening the AGM to be held at 9:00 a.m. on Thursday, 15 June 2023 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-4 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 Monday, 12 June 2023 to Thursday, 15 June 2023, 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 Monday, 12 June 2023 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 Friday, 9 June 2023. 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.

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## LETTER FROM THE BOARD

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A Shareholders whose names appear on the Company's register of members after market close on Wednesday, 7 June 2023 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 and LEE, Kin Yu Arthur**  
*Joint Company Secretaries*

\* For identification purposes only

**EXECUTIVE DIRECTORS**

Mr. Wang Zhixian (王志賢), born in 1965, a Chinese national, served as a manager of the sales department of Hempel Coatings Ltd. (海虹老人牌塗料公司), a general manager of corporate planning department of China Merchants Holdings (International) Company Limited (招商局國際有限公司), a deputy general manager of Shenzhen Mawan Harbor Affairs Co., Ltd. (深圳媽灣港務有限公司), the chairman and CEO of Ningbo Daxie Merchants International Terminals Limited (寧波大榭招商國際碼頭有限公司), a deputy general manager of China Merchants Holdings (International) Company Limited (招商局國際有限公司), the Secretary of the Party Committee and the chairman of China Nanshan Development (Group) Inc. (中國南山開發(集團)股份有限公司) and a director of China International Marine Containers (Group) Co., Ltd.. From February 2016 to June 2022, Mr. Wang served as an executive director of China Merchants Port Holdings Company Limited (招商局港口控股有限公司) (whose shares are listed on the Stock Exchange, stock code: 144). Mr. Wang currently serves as the Secretary of the Party Committee and CEO of Liaoning Port Group Limited (遼寧港口集團有限公司), and the chairman and executive director of the Company. Mr. Wang obtained a bachelor's degree of the Major of Polymer Material from Tianjin University, a master's degree of the Major of Polymer Material from Shanghai Jiaotong University and a master's degree of business administration from Peking University Guanghua School of Management.

Mr. Wei Minghui (魏明暉), born in 1969, a Chinese national, was the general manager of the Automotive Logistics Division of Dalian Port (PDA) Company Limited (the Company's former name) (大連港股份有限公司), the general manager and branch secretary of the Party Committee of Dalian Automobile Terminal Co., Ltd (大連汽車碼頭有限公司), the director of Dalian Port Corporation Limited (大連港集團有限公司), the general manager of Dalian Port (PDA) Company Limited, and the Chairman and executive director of the Company. He currently serves as an executive director and the general manager of the Company, and the secretary of the Party Committee and director of Dalian Port Corporation Limited. Mr. Wei obtained a bachelor's degree in engineering of Transportation Management from Wuhan University of Technology and a master's degree in engineering of Transportation Planning and Management from Dalian Maritime University.

**NON-EXECUTIVE DIRECTORS**

Mr. Zhou Qinghong (周擎紅), born in 1963, a Chinese national, was the general manager of South China Operations Centre of China Merchants Port (招商港口華南運營中心), the general manager of She Kou Container Terminals Ltd. (蛇口集裝箱碼頭有限公司), a deputy general manager and a member of the Party Committee of China Merchants Port Holdings Company Limited (招商局港口控股有限公司), a member of the Party Committee and a senior director of China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司), an executive deputy general manager and a member of the Party Committee of Liaoning Port Group Limited (遼寧港口集團有限公司). Mr. Zhou currently serves as a deputy secretary of the Party Committee, the chief operating officer and general manager of Liaoning Port Group Limited (遼寧港口集團有限公司), the chairman of Dalian Port Corporation Limited (大連港集團有限公司), the chairman of Yingkou Port Group Corporation Limited (營口港務集團有限公司) and a non-executive director of the Company. Mr. Zhou obtained a bachelor's degree in economics from the department of water transport management of Shanghai Maritime College and a master's degree of engineering in traffic planning and transport management from Shanghai Maritime College.

Dr. Xu Xin (徐鑫), born in 1982, a Chinese national, was the international credit manager of China Merchants Bank Co., Ltd. (Shenzhen Branch), and the deputy financial planning officer, financial planning officer, assistant to the section head and director of the capital division of China Merchants Group (招商局集團有限公司), deputy general manager of China Merchants International Finance Company Limited (招商局國際財務有限公司), chief financial officer of China Merchants Finance Holdings Co., Ltd. (招商局金融集團有限公司), a member (Executive) of the Executive Committee of the China Merchants Financial Services Business Group/Platform (招商局金融事業群/平台) and the deputy general manager (and head of finance division) of China Merchants Financial Holding Co., Ltd. (招商局金融控股有限公司). Dr. Xu served as a director of China Great Wall Securities Co., Ltd. (長城證券股份有限公司) (whose shares are listed on the Shenzhen Stock Exchange, stock code: 002939) from August 2017 to October 2020. Dr. Xu currently serves as the chief financial officer of Liaoning Port Group Limited (遼寧港口集團有限公司). Dr. Xu has obtained a bachelor's degree in finance from Zhongnan University of Economics and Law, a master's degree of business administration from Shanghai University of Finance and Economics and a doctor's degree in finance from Renmin University of China. He is also a certified management accountant in the United States.

Dr. Xu Song (徐頌), born in 1972, a Chinese national, was a director, the general manager and a deputy secretary of the Party Committee of Dalian Port Corporation Limited (大連港集團有限公司), the chairman and a non-executive director of Dalian Port (PDA) Company Limited (the Company's former name) (大連港股份有限公司) and a deputy general manager and a member of the Party Committee of Liaoning Port Group Limited (遼寧港口集團有限公司). Dr. Xu currently serves as a deputy secretary of the Party Committee, director, chief operating officer and general manager of China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司), an executive director and general manager of China Merchants Port Holdings Company Limited (招商局港口控股有限公司), a director of Zhanjiang Port (Group) Co., Ltd. (湛江港(集團)股份有限公司) and a non-executive director of the Company. Dr. Xu has obtained a bachelor's degree from Huazhong University of Science and Technology majoring in material management, a master's degree from Dongbei University of Finance and Economics majoring in business administration, a master's degree from Coventry University majoring in international business management and a doctorate degree from Dalian Maritime University majoring in the transportation planning and management.

Mr. Yang Bing (楊兵), born in 1970, a Chinese national, was a deputy director of the planning and development department and deputy director of Vanadium and Titanium industry office of Pangang Group Co., Ltd. (攀鋼集團有限公司), the director of Panzhihua branch of Anshan Steel Asset Management Centre (鞍鋼資產經營中心), and a deputy general manager and a deputy director of the industrial development department of Pangang Group Co., Ltd. (攀鋼集團有限公司). Mr. Yang currently serves as the general manager of the industrial development department of Pangang Group Co., Ltd. (攀鋼集團有限公司) and a non-executive director of the Company. Mr. Yang obtained his bachelor's degree of engineering in metal pressure processing from the metallurgical department of East China Metallurgical Institute.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

Dr. Liu Chunyan (劉春彥), born in 1967, a Chinese national, currently serves as an associate professor of faculty of law and an instructor of master's degree candidates of civil and commercial law at Tongji University, a certified lawyer in Beijing Jincheng Tongda & Neal Law Firm (Shanghai branch) and an independent non-executive director of the Company. Dr. Liu served as an independent director of Hangjin Technology Co., Ltd. (航錦科技股份有限公司) (whose shares are listed on the Shenzhen Stock Exchange, stock code: 000818) from July 2016 to March 2021. From December 2018 to January 2022, he served as an independent director of Fujian Oriental Silver Star Investment Co., Ltd. (福建東方銀星投資股份有限公司) (currently known as Gengxing Energy Group Co., Ltd. (庚星能源集團股份有限公司), whose shares are listed on the Shanghai Stock Exchange, stock code: 600753), and from January 2019 to March 2023, he served as an independent director of Zhejiang Yilida Ventilator Co., Ltd. (浙江億利達風機股份有限公司) (whose shares are listed on the Shenzhen Stock Exchange, stock code: 002686). Since April 2021, he has served as an independent director of Conch (Anhui) Energy Saving and Environment Protection New Material Co., Ltd. (海螺(安徽)節能環保新材料股份有限公司) (whose shares are listed on the Shenzhen Stock Exchange, stock code: 000619), since December 2021, he has served as an independent director of Hangzhou Fortune Gas Cryogenic Group Co., Ltd. (杭州福斯達深冷裝備股份有限公司) (whose shares are listed on the Shanghai Stock Exchange, stock code: 603173), and since November 2022, he has served as an independent director of Chuangyuan Futures Co., Ltd. (創元期貨股份有限公司) (whose shares are listed on the NEEQ, stock code: 832280). Dr. Liu obtained a bachelor's degree in law from Liaoning Normal University, a master's degree in law from Shanghai Jiao Tong University and a doctorate in management from Tongji University.

Ms. Cheng Chaoying (程超英), born in 1958, a Chinese national, was a vice president of China Construction Bank Jilin Branch, a deputy secretary of the Party Committee and vice president of China Construction Bank Dalian Branch. She currently serves as an independent non-executive director of the Company. Ms. Cheng obtained a bachelor's degree in infrastructure finance and credit from Northeast University of Finance and Economics.

Mr. Chan Wai Hei (陳維曦), born in 1957, a Chinese (Hong Kong) national, was a partner of Messrs. Li, Tang, Chen & Co., Certified Public Accountants (Practicing), and currently serves as a senior consultant of Roger K.C. Tou & Co. and he is a senior chartered accountant (including being a fellow member of The Institute of Chartered Accountants in England and Wales and a fellow member of The Association of Chartered Certified Accountants). Mr. Chan graduated from Hong Kong Shue Yan College majoring in accounting. Mr. Chan served as an independent non-executive director of Vanke Property (Overseas) Limited (萬科海外投資控股有限公司) (whose shares are listed on the Stock Exchange, stock code: 1036) from September 2012 to May 2021, and an independent non-executive director of Shandong Hi-Speed Holdings Group Limited (山高控股集團有限公司) (whose shares are listed on the Stock Exchange, stock code: 412) since May 2020.

Save as disclosed above, as at the Latest Practicable Date, none of above candidates for Directors holds any directorships in any listed companies in the past three years, nor do they have any other relationship with any director, supervisor, and senior management of the Company or substantial or controlling Shareholders.

As at the Latest Practicable Date, save as disclosed above, none of above candidates for Directors has any interests in the Company's Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders in relation to the proposed election of Directors.

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## APPENDIX II      BIOGRAPHICAL DETAILS OF SUPERVISOR CANDIDATES

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Mr. Li Shichen, born in 1965, a Chinese national, was the office director of the Party Committee and a vice chairman of the labour union of Sinotrans & CSC Holdings Co., Ltd. (中國外運長航集團有限公司), the secretary of Communist Party Committee of Intra-Organizational Departments of Sinotrans & CSC Holdings Co., Ltd. (中國外運長航集團有限公司), the office director of Sinotrans & CSC Holdings Co., Ltd. (中國外運長航集團有限公司), the general office director of Sinotrans & CSC Holdings Co., Ltd. (中國外運長航集團有限公司), an assistant to the general manager of Sinotrans & CSC Holdings Co., Ltd. (中國外運長航集團有限公司), and an assistant to the minister of the transportation and logistics division/headquarters in Beijing of China Merchants Group Limited (招商局集團有限公司). Mr. Li currently serves as a member of the Party Committee and the secretary of the Discipline Inspection Committee of Liaoning Port Group Limited (遼寧港口集團有限公司) and the chairman of the Supervisory Committee of the Company. Mr. Li obtained a bachelor's degree of arts in philosophy from the department of philosophy of Jilin University and a master's degree of business administration from China Europe International Business School.

Mr. Yuan Yi, born in 1965, a Chinese national, was a deputy general manager of Dalian Port Corporation Limited (大連港集團有限公司), the chairman of labor union of Liaoning Port Group Limited (遼寧港口集團有限公司) and the chairman of labor union of Dalian Port Corporation Limited. Mr. Yuan served as a non-executive director of the Company from June 2019 to November 2021. He currently serves as a senior consultant of Liaoning Port Group Limited and a Supervisor of the Company. Mr. Yuan obtained a bachelor's degree in economic management from the Correspondence College of the Central Party School and a master's degree in business administration from the Party School of Liaoning Provincial Party Committee.

Mr. Ding Kai, born in 1967, a Chinese national, currently serves as a partner and lawyer of Chong Guang Law Office of Beijing (北京市重光律師事務所). Mr. Ding holds a bachelor's degree in law and a master's degree in law from Peking University.

As at the Latest Practicable Date, save as disclosed above, the above Supervisor candidates didn't hold any directorships in any listed companies in the past three years, and they don't have any other relationships with any Directors, Supervisors and senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, save as disclosed above, none of the above Supervisor candidates has any interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information required to be disclosed under Rule 13.51(2) of the Listing Rules, nor is there any matter relating to the proposed election of Supervisors that needs to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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

**(Stock Code: 2880)**

### NOTICE OF ANNUAL GENERAL MEETING

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

#### ORDINARY RESOLUTIONS

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

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## NOTICE OF ANNUAL GENERAL MEETING

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

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## NOTICE OF ANNUAL GENERAL MEETING

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

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

Dalian City, Liaoning Province, the PRC  
25 May 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

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

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

*Executive Directors:* WANG Zhixian and WEI Minghui

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

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

\* *For identification purposes only*