



# 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)

### PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 15 JUNE 2023

To: Liaoning Port Co., Ltd.\*

I/We<sup>1</sup> \_\_\_\_\_

of (address) \_\_\_\_\_

being the Shareholder(s) of Liaoning Port Co., Ltd.\* (the "Company") holding \_\_\_\_\_ H Shares<sup>2</sup>, hereby

appoint the chairman of the meeting or<sup>3</sup> \_\_\_\_\_

as my/our proxy to attend and vote for and on my/our behalf in respect of the resolutions set out in the notice of the annual general meeting of the Company 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 or at any adjournment thereof (the "AGM"), as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
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).			
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).			
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).			
4.	To consider and approve the audited consolidated financial statements and the auditors' report of the Company for the year ended 31 December 2022 (details stated in the annual report of the Company for the year ended 31 December 2022).			
5.	To consider and approve the profit distribution plan for the year ended 31 December 2022.			
6.	To consider and approve the appointment of Ernst & Young Hua Ming LLP as the auditor of the Company for the year ending 31 December 2023 and to hold office until the conclusion of the next annual general meeting of the Company. The total fees payable for the audit services to the Group for the year of 2023 will be RMB5.08 million (inclusive of value added tax), RMB3.20 million of which is for the audit services to the Company.			
7.	To consider and approve the election or re-election of the Directors:	<b>Cumulative Voting<sup>5-6</sup></b> (Please insert the number of votes)		
7.1	To re-elect Mr. Wang Zhixian as an executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
7.2	To re-elect Mr. Wei Minghui as an executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, the remuneration standard of Mr. Wei shall be determined in accordance with the Company's salary rules and regulations and the management rules governing the operational performance appraisals. In addition, no other welfare or bonus shall be paid.			
7.3	To re-elect Mr. Zhou Qinghong as a non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
7.4	To elect Dr. Xu Xin as a non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
7.5	To re-elect Dr. Xu Song as a non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
7.6	To re-elect Mr. Yang Bing as a non-executive Director for the seventh session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, no remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
8.	To consider and approve the election or re-election of independent non-executive Directors:	<b>Cumulative Voting<sup>5-6</sup></b> (Please insert the number of votes)		
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:	<b>Cumulative Voting<sup>5-6</sup></b> (Please insert the number of votes)		
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.			

Details of the above resolutions were set out in the circular dated 25 May 2023 (the "Circular") and the notice of the AGM dated 25 May 2023 (the "Notice") of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature(s)<sup>7</sup> \_\_\_\_\_

Notes:

1. Full name(s) (in Chinese or English) and address(es) as shown in the register of members of the Company to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
3. If you wish to appoint any person other than the chairman of the AGM as your proxy, please delete the words "the chairman of the meeting or" and insert the name and address of the proxy you duly appointed. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on your behalf. A proxy needs not be a member of the Company. Any alterations made in this proxy form should be initialled by the person who signs it.
4. **IMPORTANT:** Please indicate with a "✓" in the appropriate box under the column marked "For" if you wish to vote in favor of a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Abstain" if you wish to abstain from voting on a resolution, and the Shares abstained will be counted in the calculation of the required majority. Failure to tick the box will entitle your proxy to cast your vote at his discretion. The proxy is also entitled to vote at his discretion on any other resolution duly submitted to the AGM in addition to those set out in the notice of the AGM.
5. **Each of the Shares held by you shall carry the same number of votes corresponding to the number of the directors/supervisors to be elected in respect of resolutions No. 7, 8 and 9. You may exercise your voting rights by casting all your votes represented by your Shares on each director/supervisor candidate in equal numbers, or casting all your votes represented by your Shares on one or a few director/supervisor candidate(s) only.** For example, if you hold 100 Shares, you will be entitled to a total of 600 votes, 300 votes and 300 votes in respect of each of resolutions No. 7, 8 and 9. Out of the relevant number of votes, you can either cast 100 votes for each director/supervisor candidate, or cast all your relevant number of votes for one or a few of the director/supervisor candidate(s). If you have cast all your votes represented by each of your Shares corresponding to the number of the directors/supervisors to be elected on one of the director/supervisor candidates, you shall have no right to vote on other director/supervisor candidates, i.e., the total number of the votes cast on all director/supervisor candidates shall not exceed the total number of the votes represented by all the Shares held by you.  
**Please note with particular attention that, if the total number of votes cast by you on one or all of the director/supervisor candidate(s) exceeds the total number of the votes carried by all your Shares, all the votes cast by you shall be invalid and you shall be deemed to be abstained from voting; if the total number of votes cast by you on one or all of the director/supervisor candidate(s) is less than the total number of the votes carried by all your Shares, the votes cast by you shall be valid and the votes not cast shall be deemed to have been waived by you.** A director/supervisor candidate who has received favorable votes exceeding half of the number of Shares carrying voting rights (assuming the cumulative voting has not been applied) represented by the Shareholders attending the AGM shall be elected as a Director/Supervisor.
6. **Please note with particular attention that the Shares held by you carrying voting rights (assuming the cumulative voting has not been applied) will be counted towards the number of Shares carrying voting rights represented by the Shareholders attending this AGM.**
7. This proxy form must be signed by you or your attorney duly authorised in writing, or under the common seal or under the hand of a Director or a duly authorised attorney in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorisation document giving such authorisation shall be notarised.
8. In cases of joint holders of a Share, any one of such holders is entitled to vote at the AGM, by himself or by proxy, as if he is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such Share shall be accepted if more than one joint holder attend the AGM personally or by proxy.
9. To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be) at the H Share Registrar, at the address of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the Shareholders holding H Shares of the Company.
10. Shareholders attending the AGM in person or by proxy shall be responsible for their own transportation and accommodation expenses.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the H Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the H Share Registrar.

\* *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*