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(a sino-foreign joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 2880)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary 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 Friday, 15 December 2023 (the “**EGM**”) (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 27 November 2023.

ORDINARY RESOLUTIONS

1. To consider and approve the election of Directors (by cumulative voting):
 - 1.1 To elect Dr. Li Guofeng as non-executive Director for the seventh session of the Board for a term commencing from the date of approval at the EGM to the expiration of the term of office of the seventh session of the Board. During his term of service, no emolument shall be paid to him for his service as a Director, and no other benefit or bonus shall be paid.
 - 1.2 To elect Dr. Li Yubin as non-executive Director for the seventh session of the Board for a term commencing from the date of approval at the EGM to the expiration of the term of office of the seventh session of the Board. During his term of service, no emolument shall be paid to him for his service as a Director, and no other benefit or bonus shall be paid.
2. To consider and approve the election of Supervisors (by cumulative voting):
 - 2.1 To elect Mr. Kuang Zhiguo as a Supervisor for the seventh session of the Supervisory Committee for a term commencing from the date of approval at the EGM to the expiration of the term of office of the seventh session of the Supervisory Committee. During his term of service, no emolument shall be paid to him for his service as a Supervisor, and no other benefit or bonus shall be paid.

- 2.2 To elect Mr. Cui Beiqiang as a Supervisor for the seventh session of the Supervisory Committee for a term commencing from the date of approval at the EGM to the expiration of the term of office of the seventh session of the Supervisory Committee. During his term of service, no emolument shall be paid to him for his service as a Supervisor, and no other benefit or bonus shall be paid.
3. To consider and approve the proposed amendments to the Policy and Rules of Work for Independent Directors.
4. To review the entering into the agreements of the Company in relation to the continuing connected transactions with Liaoning Port Group, the continuing connected transactions with CMG Finance and the continuing connected transactions with China Merchants Bank for the year of 2024, 2025 and 2026 and the annual caps.
 - 4.01 The Purchase of Goods and Services Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Purchase of Goods and Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
 - 4.02 The Supply of Goods and Services Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Supply of Goods and Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
 - 4.03 The Financial Services Agreement dated 26 October 2023 entered between the Company and CMG Finance (including the annual caps under the Financial Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.

- 4.04 The Terminal Facilities Design and Construction Services Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Terminal Facilities Design and Construction Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 4.05 The Construction Management and Supervision Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Construction Management and Supervision Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 4.06 The Lease Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Lease Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.
- 4.07 The Bank Financial Services Agreement dated 26 October 2023 entered into between the Company and China Merchants Bank (including the annual caps under the Bank Financial Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.

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

27 November 2023

Notes:

1. A shareholder entitled to attend and vote at the EGM 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 of the Company. 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 EGM. On a poll, votes may be given either personally or by proxy. Any Shareholder who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company.
2. In the case of joint holders, any one of such joint holders may vote at the EGM, 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 EGM, 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 EGM or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company 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 Tuesday, 12 December 2023 to Friday, 15 December 2023, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting the EGM, 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 Monday, 11 December 2023.

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

Executive Directors: WANG Zhixian and WEI Minghui

Non-executive Directors: XU Xin and YANG Bing

Independent non-executive Directors: LIU Chunyan, CHENG Chaoying and CHAN Wai Hei

* *For identification purposes only*