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**辽宁港口股份有限公司**  
**LIAONING PORT CO., LTD.\***

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

**(Stock Code: 2880)**

## **NOTICE OF 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, 27 June 2024 (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 6 June 2024 (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. To consider and approve the annual report of the Company for the year ended 31 December 2023 (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 2023 (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 2023 (published on the Company’s website: [www.liaoganggf.cn](http://www.liaoganggf.cn)).
4. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2023 (details stated in the annual report of the Company for the year ended 31 December 2023).
5. To consider and approve the profit distribution plan for the year ended 31 December 2023.

6. To consider and approve the appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company for the year ending 31 December 2024 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 2024 will be no more than RMB4.66 million (inclusive of value-added tax), RMB2.86 million of which is for the audit services to the Company.
7. To consider and approve the election of Mr. Wang Zhu as a non-executive Director of the seventh session of the Board for a term commencing from the date of approval at the AGM to the expiration of the term of office of the seventh session of the Board. 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 exempting PDA Group from the constraints of complying with certain non-competition undertakings.

#### **SPECIAL RESOLUTION**

9. To consider and approve the proposed amendments to the Articles of Association.

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  
6 June 2024

*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. To be valid, a form of proxy must be deposited at the H Share Registrar, at the address of 17th 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 register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period no Share transfers can be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H Share Registrar, 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, 21 June 2024.

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

*Executive Directors:* WANG Zhixian and WEI Minghui

*Non-executive Directors:* LI Guofeng, LI Yubin and YANG Bing

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

\* *For identification purposes only*