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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING,
THE FIRST H SHAREHOLDERS CLASS MEETING IN 2024
AND THE FIRST A SHAREHOLDERS CLASS MEETING IN 2024
HELD ON 27 JUNE 2024;
APPOINTMENT OF DIRECTOR;
PAYMENT OF FINAL DIVIDEND; AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions proposed at the AGM were duly passed by the Shareholders by way of poll.

POLL RESULTS OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2024

The Board is pleased to announce that the resolution proposed at the H Shareholders Class Meeting was duly passed by the H Shareholders by way of poll.

POLL RESULTS OF THE FIRST A SHAREHOLDERS CLASS MEETING IN 2024

The Board is pleased to announce that the resolution proposed at the A Shareholders Class Meeting was duly passed by the A Shareholders by way of poll.

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that Mr. Wang Zhu was elected as a non-executive Director of the seventh session of the Board at the AGM 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.

PAYMENT OF FINAL DIVIDEND

The Board hereby notifies the Shareholders of the details regarding the payment of the final dividend for the year ended 31 December 2023.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board further announces that the amendments to the Articles of Association were approved at the AGM, the first H Shareholders Class Meeting in 2024 and the first A Shareholders Class Meeting in 2024.

References are made to the circular of Liaoning Port Co., Ltd.* (the “**Company**”) dated 6 June 2024 (the “**Circular**”) and the notice of the Company dated 6 June 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular. The AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting were held on Thursday, 27 June 2024 at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC and chaired by Mr. Wei Minghui, an executive Director of the Board.

POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of Shares in issue was 23,987,065,816 (comprising 18,828,349,817 A Shares and 5,158,715,999 H Shares), which is the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions No. 1 to No. 7 and resolution No. 9 at the AGM. China Merchants Group Limited, the de facto controller of the Company, together with its associates (including PDA Group, being a subsidiary owned by China Merchants (Liaoning) Port Development Company Limited with 51% equity interests and ultimately controlled by China Merchants Group Limited), collectively holding 16,586,998,459 Shares (comprising 12,293,749,764 A Shares and 4,293,248,695 H Shares) of the Company amounting to approximately 69.15% of the total issued share capital of the Company as at the date of the AGM, shall abstain, and have abstained from voting for or against resolution No. 8 at the AGM. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against resolution No. 8 at the AGM was 7,400,067,357 Shares (comprising 6,534,600,053 A Shares and 865,467,304 H Shares). Save as disclosed above and to the best knowledge of the Board, none of the Shareholders was required to abstain from voting at the AGM pursuant to Rule 13.40 of the Listing Rules and there were no Shares entitling the Shareholders to attend and vote only against the resolutions at the AGM, nor had the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the AGM.

The total number of Shares entitling the Shareholders who attended and voted for or against the resolutions No. 1 to No. 7 and resolution No. 9 at the AGM was 17,638,987,882 (representing approximately 73.535413% of the total issued share capital of the Company as at the date of the AGM), and the total number of Shares entitling the Independent Shareholders who attended and voted for or against resolution No. 8 at the AGM was 1,051,989,423 (representing approximately 4.385653% of the total issued share capital of the Company as at the date of the AGM).

The results of the resolutions passed by way of poll at the AGM were set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
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).	17,630,081,238 99.949506% among which, A Shares: 13,330,502,918 H Shares: 4,299,578,320	8,370,694 0.047456% among which, A Shares: 8,288,094 H Shares: 82,600	535,950 0.003038% among which, A Shares: 339,950 H Shares: 196,000
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).	17,629,669,738 99.947173% among which, A Shares: 13,330,091,418 H Shares: 4,299,578,320	8,770,694 0.049723% among which, A Shares: 8,688,094 H Shares: 82,600	547,450 0.003104% among which, A Shares: 351,450 H Shares: 196,000
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).	17,629,084,138 99.943853% among which, A Shares: 13,329,505,818 H Shares: 4,299,578,320	9,356,294 0.053043% among which, A Shares: 9,273,694 H Shares: 82,600	547,450 0.003104% among which, A Shares: 351,450 H Shares: 196,000
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).	17,629,417,738 99.945744% among which, A Shares: 13,329,839,418 H Shares: 4,299,578,320	9,034,194 0.051218% among which, A Shares: 8,951,594 H Shares: 82,600	535,950 0.003038% among which, A Shares: 339,950 H Shares: 196,000
5.	To consider and approve the profit distribution plan for the year ended 31 December 2023.	17,629,773,438 99.947761% among which, A Shares: 13,329,999,118 H Shares: 4,299,774,320	9,214,394 0.052239% among which, A Shares: 9,131,794 H Shares: 82,600	50 0.000000% among which, A Shares: 50 H Shares: 0

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
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.	17,630,217,138 99.950276% among which, A Shares: 13,330,442,818 H Shares: 4,299,774,320	8,770,694 0.049724% among which, A Shares: 8,688,094 H Shares: 82,600	50 0.000000% among which, A Shares: 50 H Shares: 0
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.	17,524,749,097 99.352351% among which, A Shares: 13,229,252,777 H Shares: 4,295,496,320	114,238,735 0.647649% among which, A Shares: 109,878,135 H Shares: 4,360,600	50 0.000000% among which, A Shares: 50 H Shares: 0
8.	To consider and approve exempting PDA Group from the constraints of complying with certain non-competition undertakings.	1,042,155,279 99.065186% among which, A Shares: 1,035,634,254 H Shares: 6,521,025	9,829,544 0.934377% among which, A Shares: 9,746,944 H Shares: 82,600	4,600 0.000437% among which, A Shares: 0 H Shares: 4,600

SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstain
9.	To consider and approve the proposed amendments to the Articles of Association.	17,456,845,503 98.967388% among which, A Shares: 13,161,825,783 H Shares: 4,295,019,720	178,861,579 1.014012% among which, A Shares: 174,028,979 H Shares: 4,832,600	3,280,800 0.018600% among which, A Shares: 3,276,200 H Shares: 4,600

As more than half of the total number of Shares held by the Shareholders who attended and voted on the ordinary resolutions No. 1 to No. 7 at the AGM were cast in favour of these resolutions and more than half of the total number of Shares held by the Independent Shareholders who attended and voted on the ordinary resolution No. 8 were cast in favour of the resolution, all the above resolutions were duly passed.

As more than two-thirds of the total number of Shares held by the Shareholders who attended and voted on the special resolution No. 9 at the AGM were cast in favour of the resolution, the above resolution was duly passed.

POLL RESULTS OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2024

As at the date of the H Shareholders Class Meeting, the total number of H Shares in issue was 5,158,715,999. To the best knowledge of the Board, none of the Shareholders was required to abstain from voting at the H Shareholders Class Meeting pursuant to Rule 13.40 of the Listing Rules and there were no H Shares entitling the Shareholders to attend and vote only against the resolution at the H Shareholders Class Meeting, nor had any of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolution at the H Shareholders Class Meeting.

The total number of H Shares entitling the Shareholders who attended and voted for or against the resolution at the H Shareholders Class Meeting was 4,299,774,320 (representing approximately 83.349700% of the total issued H Shares as at the date of the H Shareholders Class Meeting).

The results of the resolution passed by way of poll at the H Shareholders Class Meeting were set out as follows:

SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposed amendments to the Articles of Association.	4,295,019,720 99.889422%	4,754,600 0.110578%	0 0.000000%

As more than two-thirds of the total number of H Shares who attended and voted on the relevant resolution at the H Shareholders Class Meeting were cast in favour of the above resolution, the above resolution was duly passed.

POLL RESULTS OF THE FIRST A SHAREHOLDERS CLASS MEETING IN 2024

As at the date of the A Shareholders Class Meeting, the total number of A Shares in issue was 18,828,349,817. To the best knowledge of the Board, none of the Shareholders was required to abstain from voting at the A Shareholders Class Meeting pursuant to Rule 13.40 of the Listing Rules and there were no A Shares entitling the Shareholders to attend and vote only against the resolution at the A Shareholders Class Meeting, nor had any of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolution at the A Shareholders Class Meeting.

The total number of A Shares entitling the Shareholders who attended and voted for or against the resolution at the A Shareholders Class Meeting was 13,339,130,962 (representing approximately 70.845991% of the total issued A Shares as at the date of the A Shareholders Class Meeting).

The results of the resolution passed by way of poll at the A Shareholders Class Meeting were set out as follows:

SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposed amendments to the Articles of Association.	13,161,825,783 98.670789%	174,028,979 1.304650%	3,276,200 0.024561%

As more than two-thirds of the total number of A Shares who attended and voted on the relevant resolution at the A Shareholders Class Meeting were cast in favour of the above resolution, the above resolution was duly passed.

The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the AGM and the H Shareholders Class Meeting. Attorney Su Dunyuan and Attorney Zhang Zhou of Jia Yuan Law Office, the PRC legal adviser of the Company, Mr. Dong Yifeng and Mr. Jiang Huaidong, the representatives of the Shareholders, and Ms. Zhang Hong, a Supervisor, participated in the scrutiny of the poll results at the AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting. The convening of and the procedures for holding the AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting and the voting procedures at the AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting were in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

Mr. Wei Minghui as an executive Director, Dr. Liu Chunyan and Ms. Cheng Chaoying as independent non-executive Directors attended the AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting in person, and Mr. Wang Zhixian as an executive Director, Dr. Li Guofeng, Dr. Li Yubin and Mr. Yang Bing as non-executive Directors and Mr. Chan Wai Hei as an independent non-executive Director did not attend the AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting due to other business arrangements.

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that Mr. Wang Zhu was elected as a non-executive Director of the seventh session of the Board at the AGM 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.

PAYMENT OF FINAL DIVIDEND

The Board hereby notifies the Shareholders of the details regarding the payment of the final dividend for the year ended 31 December 2023.

The declaration and payment of a final dividend of RMB0.191 (PRC withholding tax included) per ten (10) existing Shares for the year ended 31 December 2023 (the “**Final Dividend**”) has been approved at the AGM.

The Final Dividend shall be made on Friday, 30 August 2024 to the holders of H Shares whose names appeared on the H Share Register on Wednesday, 10 July 2024 (the “**Record Date**”). According to the Articles of Association, the Final Dividend will be denominated and declared in RMB. Dividends to be paid to the holders of H Shares of the Company will be paid in Hong Kong dollars. The relevant exchange rate will be the average rate of RMB to Hong Kong dollars as announced by the People’s Bank of China for the five business days immediately preceding 27 June 2024, being the date of approving the distribution of the Final Dividend by the Shareholders at the AGM, which is RMB1.00 to HK\$1.0962. Accordingly, the amount of Final Dividend payable every ten H Shares is HK\$0.2094.

Pursuant to the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) and its implementing rules, the Company is required to withhold and pay enterprise income tax at a tax rate of 10% when distributing the Final Dividend to its non-PRC resident corporate shareholders whose names appeared on the H Share Register on the Record Date, including HKSCC Nominees Limited. As such, the Company will distribute the Final Dividend to such Shareholders after deducting the aforementioned enterprise income tax.

Pursuant to Cai Shui Zi [1994] No.20 2, (8)(《財稅字[1994]20 號二、(八)》), the Company is not required to withhold and pay the individual income tax when distributing the Final Dividend to foreign individual Shareholders holding its H Shares and whose names appear on the H Share Register on the Record Date as the Company has been recognized as a foreign-invested enterprise under the PRC laws.

All investors are requested to read this announcement and the Circular carefully. Shareholders are recommended to consult their taxation advisors regarding their holding and disposing of H Shares for the PRC, Hong Kong and other tax effects involved. The Company assumes no liability and will not deal with any dispute over enterprise income tax withholding triggered by failure to submit proof materials within the stipulated time frame.

The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent of the H Shareholders of the Company in Hong Kong (the “**Receiving Agent**”) and will pay through such Receiving Agent the Final Dividend declared to be paid to the H Shareholders. The relevant cheques will be dispatched on or before Friday, 30 August 2024 to the H Shareholders entitled to receive such dividend by ordinary post at their own risk.

The Company will make separate arrangements regarding the payment of the Final Dividend to the A Shareholders.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The special resolution in relation to the proposed amendments to the Articles of Association has been approved by the Shareholders at the AGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting. The amended Articles of Association became effective on 27 June 2024, the full text of which is available on the websites of the Shanghai Stock Exchange (<http://www.sse.com.cn>), The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.liaoganggf.cn>).

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 June 2024

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

Executive Directors: WANG Zhixian and WEI Minghui

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

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

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

* *For identification purposes only*