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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)**

## **PROPOSED DISCLOSEABLE AND CONNECTED TRANSACTION**

### **CHANGXING INVESTMENT DEVELOPMENT ENTRUSTMENT AND CHANGXING PORT ENTRUSTMENT**

#### **CHANGXING INVESTMENT DEVELOPMENT ENTRUSTMENT**

The Company and PDA Group propose to enter into the Changxing Investment Development Entrustment Agreement, pursuant to which, PDA Group agrees to entrust the Company to exercise certain shareholders' rights of its equity interests in Changxing Investment Development.

#### **Listing Rules Implications**

PDA Group is an indirect controlling shareholder of the Company and is therefore a connected person of the Company. Accordingly, the Changxing Investment Development Entrustment constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the (i) Changxing Investment Development Entrustment Agreement and (ii) Changxing Port Entrustment Agreement will be entered into with the same party, PDA Group, and the transactions contemplated thereunder are of the same nature, such transactions shall be aggregated pursuant to Rules 14.22 and 14A.81 of the Listing Rules. Given that Changxing Investment Development will be consolidated into the consolidated financial statements of the Company as a subsidiary of the Company by virtue of applicable accounting principles after the completion of the Changxing Investment Development Entrustment, 100% of Changxing Investment Development's total assets, profits and revenue are taken as the value of the total assets, profits and revenue when calculating the applicable percentage ratios.

As the highest applicable percentage ratio in relation to the Changxing Investment Development Entrustment (aggregated with the Changxing Port Entrustment) is more than 5% but less than 25%, such connected transaction is subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Also, the Changxing Investment Development Entrustment constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Each of Mr. Wang Zhixian, Mr. Wei Minghui, Dr. Li Guofeng and Mr. Wang Zhu, being a Director and also holding a management position or directorship with PDA Group or its parent company, is considered to have a material interest in the transaction contemplated under the Changxing Investment Development Entrustment Agreement, and has abstained from voting on the relevant Board resolution approving the above transaction.

## **CHANGXING PORT ENTRUSTMENT**

The Company and PDA Group propose to enter into the Changxing Port Entrustment Agreement, pursuant to which, PDA Group agrees to entrust the Company to exercise certain shareholders' rights of its equity interests in Changxing Port.

### **Listing Rules Implications**

PDA Group is an indirect controlling shareholder of the Company and is therefore a connected person of the Company. Accordingly, the Changxing Port Entrustment constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the (i) Changxing Investment Development Entrustment Agreement and (ii) Changxing Port Entrustment Agreement will be entered into with the same party, PDA Group, and the transactions contemplated thereunder are of the same nature, such transactions shall be aggregated pursuant to Rules 14.22 and 14A.81 of the Listing Rules. Given that Changxing Port will be consolidated into the consolidated financial statements of the Company as a subsidiary of the Company by virtue of applicable accounting principles after the completion of the Changxing Port Entrustment, 100% of Changxing Port's total assets, profits and revenue are taken as the value of the total assets, profits and revenue when calculating the applicable percentage ratios.

As the highest applicable percentage ratio in relation to the Changxing Port Entrustment (aggregated with the Changxing Investment Development Entrustment) is more than 5% but less than 25%, such connected transaction is subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Also, the Changxing Port Entrustment constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Each of Mr. Wang Zhixian, Mr. Wei Minghui, Dr. Li Guofeng and Mr. Wang Zhu, being a Director and also holding a management position or directorship with PDA Group or its parent company, is considered to have a material interest in the transaction contemplated under the Changxing Port Entrustment Agreement, and has abstained from voting on the relevant Board resolution approving the above transaction.

## **INDEPENDENT BOARD COMMITTEE, INDEPENDENT FINANCIAL ADVISER AND THE EGM**

An Independent Board Committee has been established to advise the Independent Shareholders on (i) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (ii) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder. TC Capital International Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The EGM will be convened for the Independent Shareholders to consider and, if thought fit, approve, among other things, (i) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (ii) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder.

PDA Group is considered to have a material interest in the (i) Changxing Investment Development Entrustment Agreement and (ii) Changxing Port Entrustment Agreement, and hence PDA Group and its associates will abstain from voting on any of the above ordinary resolutions to be proposed at the EGM.

As more time is required to finalise the circular to the Shareholders, the Company expects to despatch to the Shareholders the circular on or before 9 September 2024 containing, among other things, (i) further information relating to (a) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (b) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from TC Capital International Limited to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the EGM.

Reference is made to the circular of the Company dated 6 June 2024 in relation to, among others, proposed exemption for PDA Group from the constraints of complying with certain non-competition undertakings.

In order to help the Changxing Investment Development and Changxing Port alleviate the current financial difficulties and return to normal production and operation, PDA Group has acquired 50% equity interests in Changxing Investment Development from Dalian Changxing Island Economic and Technological Development Zone Management Committee\* (大連長興島經濟技術開發區管理委員會), and proposed to acquire 20% equity interests in Changxing Port from Dalian Changxing Island Development Construction Investment Co., Ltd.\* (大連長興島開發建設投資有限公司) (“**Changxing Development Construction Investment**”) (the “**Proposed Changxing Port Acquisition**”).

## CHANGXING INVESTMENT DEVELOPMENT ENTRUSTMENT

The Company and PDA Group propose to enter into the Changxing Investment Development Entrustment Agreement, pursuant to which, PDA Group agrees to entrust the Company to exercise certain shareholders' rights of its equity interests in Changxing Investment Development. The principal terms of the Changxing Investment Development Entrustment Agreement are as follows:

- Parties:**
- (1) PDA Group (as entruster); and
  - (2) The Company (as trustee).
- Subject matter:** PDA Group agrees to entrust the Company to exercise the shareholders' rights of its equity interests in Changxing Investment Development (other than the ownership, right to income, disposal right (including pledging of shares) and share options), right to appoint directors and supervisors, voting rights and other relevant rights.
- Entrustment fee:** RMB100,000 per annum (tax inclusive).
- The entrustment fee was determined on a fair and reasonable basis, with reference to the pricing principles of similar entrustment arrangement to solve non-competition issues of the listed companies in the PRC and actual operation of Changxing Investment Development.
- Payment:** During the term of the Changxing Investment Development Entrustment, PDA Group shall pay the entrustment fee to the Company within 3 months after the end of the preceding year. If the term of the Changxing Investment Development Entrustment is less than one year as at the end of the year, the entrustment fee shall be settled on a monthly basis.
- Term of the entrustment:** From the execution date of the Changxing Investment Development Entrustment Agreement to the execution date of a written termination agreement between the Company and PDA Group.

**Scope of the entrustment:**

PDA Group reserves the following shareholders' rights of its equity interests in Changxing Investment Development:

- (i) ownership of its equity interests in Changxing Investment Development;
- (ii) right to income (including dividend right) of its equity interests in Changxing Investment Development;
- (iii) right to distribute residual properties of Changxing Investment Development;
- (iv) right to determine disposal of equity interests in Changxing Investment Development or other encumbrances through transfer, capital contribution, exchange, pledge or other means; and
- (v) preemptive right to subscribe shares when the registered capital of Changxing Investment Development increases.

Other than the aforementioned rights reserved by PDA Group, the Company is entrusted to exercise all the other shareholders' rights of PDA Group's equity interests in Changxing Investment Development, right to appoint directors and supervisors, voting rights and other relevant rights, including but not limited to:

- (i) legally convening, presiding over, attending and appointing a proxy to attend the general meetings of Changxing Investment Development;
- (ii) shareholders' right to propose and submit shareholder proposals or resolutions including but not limited to nomination, recommendation and election of directors (candidates) and supervisors (candidates) to Changxing Investment Development;
- (iii) voting rights on behalf of PDA Group in respect of matters subject to discussion and consideration at the meetings of the board of directors and general meetings of Changxing Investment Development in accordance with applicable laws, regulations, department rules and other regulatory documents and the articles of association of Changxing Investment Development, as well as executing relevant documents;

- (iv) other shareholders' rights and voting rights of directors/supervisors and in accordance with laws and regulations and the articles of association of Changxing Investment Development; and
- (v) exercising all the entrusted rights without obtaining the power of attorney separately from PDA Group during the term of the Changxing Investment Development Entrustment. If separate power of attorney issued by PDA Group is required for exercising the entrusted rights by the Company in accordance with the laws and regulations then in effect or the articles of association of Changxing Investment Development, PDA Group agrees to execute relevant documents in a timely manner based on the Company's request.

### **Condition Precedent**

The Company and the PDA Group propose to enter into the Changxing Investment Development Entrustment Agreement upon:

- passing of an ordinary resolution by the Independent Shareholders to approve the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder at the EGM.

### **Consolidation of Changxing Investment Development into the Group**

Upon the completion of the Changxing Investment Development Entrustment, the Group will be able to in aggregate exercise all of the voting rights of Changxing Investment Development, of which approximately 53.42% of the voting rights are entrusted by PDA Group through the Changxing Investment Development Entrustment, and thus will have control over Changxing Investment Development (assuming that there is no other change in the issued share capital of Changxing Investment Development from the date of this announcement to the completion date of the Changxing Investment Development Entrustment). As a result of the completion of Changxing Investment Development Entrustment, Changxing Investment Development will be consolidated into the consolidated financial statements of the Company as a subsidiary of the Company by virtue of applicable accounting principles.

### **Listing Rules Implications**

PDA Group is an indirect controlling shareholder of the Company and is therefore a connected person of the Company. Accordingly, the Changxing Investment Development Entrustment constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the (i) Changxing Investment Development Entrustment Agreement and (ii) Changxing Port Entrustment Agreement will be entered into with the same party, PDA Group, and the transactions contemplated thereunder are of the same nature, such transactions shall be aggregated pursuant to Rules 14.22 and 14A.81 of the Listing Rules. Given that Changxing Investment Development will be consolidated into the consolidated financial statements of the Company as a subsidiary of the Company by virtue of applicable accounting principles after the completion of the Changxing Investment Development Entrustment, 100% of Changxing Investment Development's total assets, profits and revenue are taken as the value of the total assets, profits and revenue when calculating the applicable percentage ratios.

As the highest applicable percentage ratio in relation to the Changxing Investment Development Entrustment (aggregated with the Changxing Port Entrustment) is more than 5% but less than 25%, such connected transaction is subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Also, the Changxing Investment Development Entrustment constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Each of Mr. Wang Zhixian, Mr. Wei Minghui, Dr. Li Guofeng and Mr. Wang Zhu, being a Director and also holding a management position or directorship with PDA Group or its parent company, is considered to have a material interest in the transaction contemplated under the Changxing Investment Development Entrustment Agreement, and has abstained from voting on the relevant Board resolution approving the above transaction.

## **CHANGXING PORT ENTRUSTMENT**

The Company and PDA Group propose to enter into the Changxing Port Entrustment Agreement, pursuant to which PDA Group agrees to entrust the Company to exercise certain shareholders' rights of its equity interests in Changxing Port. The principal terms of the Changxing Port Entrustment Agreement are as follows:

**Parties:**

- (1) PDA Group (as entruster); and
- (2) The Company (as trustee).

**Subject matter:**

PDA Group agrees to entrust the Company to exercise the shareholders' rights of its equity interests in Changxing Port (other than the ownership, right to income, disposal right (including pledging of shares) and share options), right to appoint directors and supervisors, voting rights and other relevant rights.

|                                  |   |
|----------------------------------|---|
| <b>Entrustment fee:</b>          | RMB100,000 per annum (tax inclusive).<br><br>The entrustment fee was determined on a fair and reasonable basis, with reference to the pricing principles of similar entrustment arrangement to solve non-competition issues of the listed companies in the PRC and actual operation of Changxing Port.  |
| <b>Payment:</b>                  | During the term of the Changxing Port Entrustment, PDA Group shall pay the entrustment fee to the Company within 3 months after the end of the preceding year. If the term of the Changxing Port Entrustment is less than one year as at the end of the year, the entrustment fee shall be settled on a monthly basis.  |
| <b>Term of the entrustment:</b>  | From the execution date of the Changxing Port Entrustment Agreement to the execution date of a written termination agreement between the Company and PDA Group.   |
| <b>Scope of the entrustment:</b> | <p>PDA Group reserves the following shareholders' rights of its equity interests in Changxing Port:</p> <ul style="list-style-type: none"> <li>(i) ownership of its equity interests in Changxing Port;</li> <li>(ii) right to income (including dividend right) of its equity interests in Changxing Port;</li> <li>(iii) right to distribute residual properties of Changxing Port;</li> <li>(iv) right to determine disposal of equity interests in Changxing Port or other encumbrances through transfer, capital contribution, exchange, pledge or other means; and</li> <li>(v) preemptive right to subscribe shares when the registered capital of Changxing Port increases.</li> </ul> <p>Other than the aforementioned rights reserved by PDA Group, the Company is entrusted to exercise all the other shareholders' rights of PDA Group's equity interests in Changxing Port, right to appoint directors and supervisors, voting rights and other relevant rights, including but not limited to:</p> |



- (i) legally convening, presiding over, attending and appointing a proxy to attend the general meetings of Changxing Port;
- (ii) shareholders' right to propose and submit shareholder proposals or resolutions including but not limited to nomination, recommendation and election of directors (candidates) and supervisors (candidates) to Changxing Port;
- (iii) voting rights on behalf of PDA Group in respect of matters subject to discussion and consideration at the meetings of the board of directors and general meetings of Changxing Port in accordance with applicable laws, regulations, department rules and other regulatory documents and the articles of association or joint venture agreement of Changxing Port, as well as executing relevant documents;
- (iv) other shareholders' rights and voting rights of directors/supervisors and in accordance with laws and regulations and the articles of association or joint venture agreement of Changxing Port; and
- (v) exercising all the entrusted rights without obtaining the power of attorney separately from PDA Group during the term of the Changxing Port Entrustment. If separate power of attorney issued by PDA Group is required for exercising the entrusted rights by the Company in accordance with the laws and regulations then in effect or the articles of association of Changxing Port, PDA Group agrees to execute relevant documents in a timely manner based on the Company's request.

## **Condition Precedent**

The Company and the PDA Group propose to enter into the Changxing Port Entrustment Agreement upon:

- completion of the Proposed Changxing Port Acquisition;
- establishment of the shareholders' meeting as the highest authority of Changxing Port in accordance with the Company Law of the PRC and the Foreign Investment Law of the PRC; and
- passing of an ordinary resolution by the Independent Shareholders to approve the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder at the EGM.

## **Consolidation of Changxing Port into the Group**

Upon the completion of the Changxing Port Entrustment, the Group will be able to in aggregate exercise 60% of the voting rights of Changxing Port, of which approximately 20% of the voting rights are entrusted by PDA Group through the Changxing Port Entrustment, and thus will have control over Changxing Port (other than the Proposed Changxing Port Acquisition, assuming that there is no other change in the issued share capital of Changxing Port from the date of this announcement to the completion date of the Changxing Port Entrustment). As a result of the completion of Changxing Port Entrustment, Changxing Port will be consolidated into the consolidated financial statements of the Company as a subsidiary of the Company by virtue of applicable accounting principles.

## **Listing Rules Implications**

PDA Group is an indirect controlling shareholder of the Company and is therefore a connected person of the Company. Accordingly, the Changxing Port Entrustment constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the (i) Changxing Investment Development Entrustment Agreement and (ii) Changxing Port Entrustment Agreement will be entered into with the same party, PDA Group, and the transactions contemplated thereunder are of the same nature, such transactions shall be aggregated pursuant to Rules 14.22 and 14A.81 of the Listing Rules. Given that Changxing Port will be consolidated into the consolidated financial statements of the Company as a subsidiary of the Company by virtue of applicable accounting principles after the completion of the Changxing Port Entrustment, 100% of Changxing Port's total assets, profits and revenue are taken as the value of the total assets, profits and revenue when calculating the applicable percentage ratios.

As the highest applicable percentage ratio in relation to the Changxing Port Entrustment (aggregated with the Changxing Investment Development Entrustment) is more than 5% but less than 25%, such connected transaction is subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Also, the Changxing Port Entrustment constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Each of Mr. Wang Zhixian, Mr. Wei Minghui, Dr. Li Guofeng and Mr. Wang Zhu, being a Director and also holding a management position or directorship with PDA Group or its parent company, is considered to have a material interest in the transaction contemplated under the Changxing Port Entrustment Agreement, and has abstained from voting on the relevant Board resolution approving the above transaction.

## **GENERAL INFORMATION**

### **Information on the Company**

The Company is a joint stock limited company incorporated in the PRC whose H Shares and A Shares are listed on the Main Board of the Stock Exchange (stock code: 2880) and the Shanghai Stock Exchange (stock code: 601880), respectively. The Group is principally engaged in oil/liquefied chemicals terminal and related logistics services (oil segment), container terminal and related logistics services (container segment), automobile terminal and related logistics services (automobile terminal segment), bulk and general cargo terminal and related logistics services (bulk and general cargo segment), bulk grain terminal and related logistics services (bulk grain segment), passenger and roll-on/roll-off terminal and related logistics services (passenger and ro-ro segment) and value-added and ancillary port operations (value-added services segment).

### **Information on PDA Group**

PDA Group is a limited liability company established in the PRC and is an investment entity. As at the date of this announcement, it was ultimately controlled by CMG.

### **Information on Changxing Investment Development**

Changxing Investment Development is a limited liability company established in the PRC and is principally engaged in national reserve oil and international crude oil transit business. As at the date of this announcement, it was owned as to approximately 53.42% by PDA Group and approximately 46.58% by the Company.

The following table sets forth the financial information of Changxing Investment Development for the two years ended 31 December 2023 and the six months ended 30 June 2024:

|                               | Year ended 31 December |         | Six months    |
|-------------------------------|------------------------|---------|---------------|
|                               | 2022                   | 2023    | ended 30 June |
|                               | (Audited)              |         | 2024          |
|                               | <i>(RMB million)</i>   |         | (Unaudited)   |
| Profit/(loss) before taxation | (33.71)                | (85.50) | (17.22)       |
| Profit/(loss) after taxation  | (33.71)                | (85.50) | (17.22)       |

As at 30 June 2024, the unaudited book value of the total asset of Changxing Investment Development was approximately RMB4,274.71 million.

### Information on Changxing Port

Changxing Port is a limited liability company established in the PRC and is principally engaged in the bulk and general cargo business. As at the date of this announcement, it was owned as to 40% by the Company, 40% by IMC Port & Logistics Holdings Pte. Ltd. (萬邦港口物流控股有限公司), which was ultimately controlled by Tsao Pao Chee Group Limited (a company mainly engaged in real estate, shipping and fund investment business), and 20% by Changxing Development Construction Investment. After the completion of the Proposed Changxing Port Acquisition, Changxing Port will be owned as to 40% by the Company, 40% by IMC Port & Logistics Holdings Pte. Ltd. (萬邦港口物流控股有限公司) and 20% by PDA Group.

The following table sets forth the financial information of Changxing Port for the two years ended 31 December 2023 and the six months ended 30 June 2024:

|                               | Year ended 31 December |         | Six months    |
|-------------------------------|------------------------|---------|---------------|
|                               | 2022                   | 2023    | ended 30 June |
|                               | (Audited)              |         | 2024          |
|                               | <i>(RMB million)</i>   |         | (Unaudited)   |
| Profit/(loss) before taxation | (45.71)                | (52.98) | (206.76)      |
| Profit/(loss) after taxation  | (45.71)                | (52.98) | (206.76)      |

As at 30 June 2024, the unaudited book value of the total asset of Changxing Port was approximately RMB1,679.49 million.

### REASONS FOR AND BENEFITS OF THE ENTRUSTMENT

The Company and PDA Group entered into a non-competition agreement in 2006 and a revised non-competition agreement in 2009 respectively (the “**Non-Competition Agreements**”), pursuant to which PDA Group provided certain non-competition undertakings in favor of the Company and granted right of first refusal and option to the Company in respect of the business of PDA Group and future business opportunities.

As Changxing Investment Development is principally engaged in national reserve oil and international crude oil transit business and Changxing Port is principally engaged in bulk and general cargo business, after the completion of PDA Group's acquisition of 50% equity interests in Changxing Investment Development and the Proposed Changxing Port Acquisition, the business of PDA Group may potentially compete with the business of the Company. The Changxing Investment Development Entrustment and the Changxing Port Entrustment will help avoid breach of the Non-Competition Agreements by PDA Group and the synergistic effects conducive to the Changxing Investment Development Entrustment and the Changxing Port Entrustment will also help to enhance the efficiency of management, overall industry competitiveness and supply chain resource acquisition capabilities of the Company.

The Directors (excluding members of the Independent Board Committee who will express their opinion after considering the advice of the Independent Financial Adviser) are of the view that the terms of the (i) Changxing Investment Development Entrustment Agreement and (ii) Changxing Port Entrustment Agreement are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

### **INDEPENDENT BOARD COMMITTEE, INDEPENDENT FINANCIAL ADVISER AND THE EGM**

An Independent Board Committee has been established to advise the Independent Shareholders on (i) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (ii) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder. TC Capital International Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The EGM will be convened for the Independent Shareholders to consider and, if thought fit, approve, among other things, (i) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (ii) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder.

PDA Group is considered to have a material interest in the (i) Changxing Investment Development Entrustment Agreement and (ii) Changxing Port Entrustment Agreement, and hence PDA Group and its associates will abstain from voting on any of the above ordinary resolution to be proposed at the EGM.

As more time is required to finalise the circular to the Shareholders, the Company expects to despatch to the Shareholders the circular on or before 9 September 2024 containing, among other things, (i) further information relating to (a) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (b) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from TC Capital International Limited to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the EGM.

## DEFINITIONS

In this announcement, 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  |
| “Board”  | the board of Directors of the Company   |
| “Changxing Investment Development”                       | Dalian Changxing Island Port Investment Development Co., Ltd.* (大連長興島港口投資發展有限公司), a limited liability company established in the PRC and owned as to approximately 53.42% by PDA Group and approximately 46.58% by the Company as at the date of this announcement  |
| “Changxing Investment Development Entrustment”           | the entrustment by PDA Group which entrust the Company to exercise certain shareholders’ rights of its equity interests in Changxing Investment Development pursuant to the Changxing Investment Development Entrustment Agreement  |
| “Changxing Investment Development Entrustment Agreement” | the entrustment agreement to be entered into between the Company and PDA Group in relation to the Changxing Investment Development Entrustment  |
| “Changxing Port”   | Dalian Changxing Island Port Co., Ltd.* (大連長興島港口有限公司), a limited liability company established in the PRC and owned as to 40% by the Company, 40% by IMC Port & Logistics Holdings Pte. Ltd. (萬邦港口物流控股有限公司) and 20% by Changxing Development Construction Investment as at the date of this announcement  |
| “Changxing Port Entrustment”                             | the entrustment by PDA Group which entrust the Company to exercise certain shareholders’ rights of its equity interests in Changxing Port pursuant to the Changxing Port Entrustment Agreement  |
| “Changxing Port Entrustment Agreement”                   | the entrustment agreement to be entered into between the Company and PDA Group in relation to the Changxing Port Entrustment  |
| “CMG”  | China Merchants Group Limited* (招商局集團有限公司), a state wholly-owned enterprise established under the laws of the PRC which is under the direct control of the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, and mainly provides services in three sectors, including transportation and related infrastructure, financial investment and asset management, and industry park and property development and management |

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|---------------------------------|--|
| “Company”                       | Liaoning Port Co., Ltd.* (遼寧港口股份有限公司), a joint stock limited company incorporated in the PRC   |
| “connected person(s)”           | has the meaning ascribed to it under the Listing Rules   |
| “connected transaction(s)”      | has the meaning ascribed to it under the Listing Rules   |
| “controlling shareholder(s)”    | has the meaning ascribed to it under the Listing Rules   |
| “Director(s)”                   | the director(s) of the Company   |
| “EGM”                           | an extraordinary general meeting of the Company to be held for the purpose of considering and, if thought fit, approving (i) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (ii) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder  |
| “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 the Stock Exchange  |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the PRC   |
| “Independent Board Committee”   | an independent committee of the Board comprising all independent non-executive Directors which has been established to advise the Independent Shareholders on (i) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (ii) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder     |
| “Independent Financial Adviser” | TC Capital International Limited, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders on (i) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (ii) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder |
| “Independent Shareholders”      | Shareholders who are not required to abstain from voting on the resolutions to be proposed at the EGM on (i) the terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder and (ii) the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder  |

|                   |  |
|-------------------|--|
| “Listing Rules”   | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |
| “PDA Group”       | Dalian Port Corporation Limited (大連港集團有限公司), a limited liability company established in the PRC and ultimately controlled by CMG as at the date of this announcement |
| “PRC”             | the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macao Special Administrative Region of the PRC and Taiwan            |
| “RMB”             | Renminbi, the lawful currency of the PRC   |
| “Share(s)”        | A Share(s) and/or H Share(s) of the Company  |
| “Shareholder(s)”  | the shareholder(s) of the Company  |
| “Stock Exchange”  | the Stock Exchange of Hong Kong Limited  |
| “subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules   |
| %                 | per cent   |

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  
26 August 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*