



# 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)

### REVISED PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 24 SEPTEMBER 2024

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> of the  
Company, 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 extraordinary general meeting of the Company to be held at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC at 9:00 a.m. on Tuesday, 24 September 2024 or at any adjournment thereof (the "EGM"), 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 terms of the Changxing Investment Development Entrustment Agreement and the transaction contemplated thereunder; and any Director or its authorised representative be and is hereby authorised to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete the connected transactions contemplated thereunder and all other matters ancillary thereto, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the aforesaid agreement, as such Director or authorised representative may in his/her absolute discretion deem fit.			
2.	To consider and approve the terms of the Changxing Port Entrustment Agreement and the transaction contemplated thereunder; and any Director or its authorised representative be and is hereby authorised to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete the connected transactions contemplated thereunder and all other matters ancillary thereto, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the aforesaid agreement, as such Director or authorised representative may in his/her absolute discretion deem fit.			
SPECIAL RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
3.	To consider and approve the Repurchase through centralized price bidding:			
	3.01 Purpose of the Repurchase			
	3.02 Type of shares to be repurchased			
	3.03 Method of the Repurchase			
	3.04 Implementation period for the Repurchase			
	3.05 Price for the Repurchase			
	3.06 The use and number of shares to be repurchased, its proportion to the total share capital of the Company and the total amount of funds			
	3.07 Source of funds for the Repurchase			
	3.08 Relevant arrangements for the cancellation of the Shares repurchased according to laws			
	3.09 Relevant arrangements for the prevention of acts prejudicing the interests of the creditors of the Company			
	3.10 Specific authorization for the Board's handling matters relating to the Repurchase by the general meeting of Shareholders			

Details of the above resolutions will be set out in the circular dated 2 September 2024 and the supplemental circular dated 10 September 2024 (collectively the "Circulars") and the notice of the EGM dated 2 September 2024 and the supplemental notice of the EGM dated 10 September 2024 (collectively the "Notices") of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circulars and the Notices.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024 Signature(s)<sup>6</sup> \_\_\_\_\_

#### Notes:

- 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**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this Revised Proxy Form will be deemed to relate to all Shares registered in your name(s).
- If you wish to appoint any person other than the chairman of the EGM 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 EGM is entitled to appoint one or more proxies to attend and vote on your behalf. A proxy needs not be a Shareholder of the Company. Any alterations made in this Revised Proxy Form should be initialled by the person who signs it.
- IMPORTANT:** Please indicate with a "✓" in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against. 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 EGM in addition to those set out in the notice of the EGM.
- 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 EGM.**
- This Revised Proxy Form must be signed by you or your attorney duly authorized in writing, or under the common seal or under the hand of a director or a duly authorized attorney in case of a corporation. If the Revised Proxy Form is signed by an attorney, the power of attorney or other authorization document giving such authorization shall be notarized.
- In cases of joint holders of a Share, any one of such holders is entitled to vote in respect of such Share at the EGM, 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 attends the EGM personally or by proxy.
- To be valid, this Revised Proxy Form together with any notarized copy of the power of attorney or other authorization documents (if any) must be deposited, not less than 24 hours before the time appointed for holding the EGM or any of its adjournments (as the case may be) at the H Share Registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the Shareholders holding H Shares.
- Shareholders attending the EGM in person or by proxy shall be responsible for their own transportation and accommodation expenses.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "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").
  - 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 Revised Proxy Form.
  - 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.
  - 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