

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Liaoning Port Co., Ltd. (the “**Company**”) held the fifth extraordinary meeting of the seventh session of the board of directors of 2024 on 3 July 2024 and the first extraordinary general meeting of 2024 on 1 August 2024, at which the Proposal on the Share Repurchase Through Centralized Price Bidding by Liaoning Port Co., Ltd. was considered and approved. It is agreed that the Company shall repurchase its shares through centralized price bidding transactions, and all shares repurchased will be cancelled and the registered capital of the Company will be reduced. As of 26 September 2024, the Company had completed the share repurchase through centralized price bidding through the trading system of the Shanghai Stock Exchange, with a total of 81,591,147 shares repurchased. Upon application, the Company has completed the cancellation of the aforesaid 81,591,147 repurchased shares at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited on 27 September 2024 and will subsequently handle the procedures for change of industrial and commercial registration in accordance with the law. For details of the cancellation of repurchased shares, please refer to the announcement of the Company dated 30 September 2024. Pursuant to the requirements of relevant laws, regulations, and normative documents such as the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Guidelines for Articles of Association of Listed Companies issued by the China Securities Regulatory Commission and as a result of the share cancellation, the Company intends to make corresponding amendments to provisions of the existing articles of association (the “**Articles of Association**”) in relation to registered capital and other sections (the “**Proposed Amendments**”). The full text of the Proposed Amendments is set out as below.

The Proposed Amendments are written in both Chinese and English. In the case of any discrepancies, the Chinese version of the Proposed Amendments shall prevail over the English version.

Comparison Table of the Amendments to the Articles of Association	
Original articles	Revised articles
<p>Article 20 Upon approval by the competent securities authorities of the State Council, the Company initially issued 966,000,000 H shares (including the over-allotted shares) subsequent to its establishment, representing 33.01% of the total number of ordinary shares that may be issued by the Company.</p> <p>The structure of the Company's share capital was.....The restricted A Shares, unrestricted A Shares and H Shares as mentioned above shall rank pari passu in respect of entitlements to dividends and other forms of distributions without priority or seniority.</p>	<p>Article 20 The total number of shares of the Company was 23,905,474,669, all of which were ordinary shares. Among which, 18,746,758,670 shares were held by domestic shareholders, representing 78.42% of the total share capital; 5,158,715,999 shares were held by foreign shareholders, representing 21.58% of the total share capital.</p>
<p>Article 22 The registered capital of the Company shall be RMB23,987,065,816.</p>	<p>Article 22 The registered capital of the Company shall be RMB23,905,474,669.</p>

The Proposed Amendments are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming extraordinary general meeting of the Company (the “EGM”). A circular of the EGM containing, among other matters, details of the Proposed Amendments, together with a notice of the EGM will be despatched to the shareholders of the Company in due course.

By Order of the Board
Liaoning Port Co., Ltd.*
WANG Huiying
Company Secretary

Dalian City, Liaoning Province, the PRC
11 December 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 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*