
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to what action to take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Liaoning Port Co., Ltd., you should at once hand this circular to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

**PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR
THE YEAR ENDED 31 DECEMBER 2025;
APPOINTMENT OF THE AUDITOR;
PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 4 to 10 of this circular. The notice convening the AGM to be held at Conference Room, Liaoning Port Group Office Building, No. 1 Gangwan Street, Zhongshan District, Dalian, Liaoning, the PRC on Friday, 26 June 2026 at 9:00 a.m. is set out on pages AGM-1 to AGM-3 of this circular.

The form of proxy for use at the AGM is enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.liaoganggf.cn). Whether or not you are able to attend the meetings, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the AGM and, in such event, the form of proxy shall be deemed to be revoked.

* *The Company is registered as a 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*

5 June 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	4
APPENDIX – BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES	I-1
NOTICE OF ANNUAL GENERAL MEETING	AGM-1

DEFINITIONS

In this circular, 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 share capital of the Company which is/are listed and traded on the Shanghai Stock Exchange;
“A Shareholder(s)”	holder(s) of A Share(s);
“AGM”	the annual general meeting of the Company to be held on Friday, 26 June 2026;
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Board”	the board of Directors of the Company;
“Cash Dividend”	proposed cash dividend of RMB0.286 (PRC withholding tax included) per ten (10) Shares payable to the A Shareholders and H Shareholders whose names appear on the registers of members of the Company on the respective record dates;
“Company”	Liaoning Port Co., Ltd.* (遼寧港口股份有限公司), a joint stock limited company incorporated in the PRC;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“H Share(s)”	H Share(s) of RMB1.00 each in the share capital of the Company which is/are listed and traded on the Stock Exchange;
“H Share Registrar”	Computershare Hong Kong Investor Services Limited;
“H Shareholder(s)”	holder(s) of H Share(s);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Latest Practicable Date”	2 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PDA Group”	Dalian Port Corporation Limited;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
“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;
“Yingkou Port Group”	Yingkou Port Group Corporation Limited; and
“%”	per cent.

EXPECTED TIMETABLE

2026

A Shareholder's record date for the AGM. Thursday, 18 June

Latest time for lodging transfers of the H Shares

to qualify for entitlement to attend the AGM. 4:30 p.m., Monday, 22 June

H Shareholders' register closed for the AGM. Tuesday, 23 June to
Friday, 26 June
(both days inclusive)

Latest time for lodging form of proxy for the AGM 9:00 a.m., Thursday, 25 June

H Shareholder's record date for the AGM Tuesday, 23 June

AGM 9:00 a.m., Friday, 26 June

After H Shareholder's record date for the AGM,

H Shareholders' register re-opens Monday, 29 June

Last day of dealings in the H Shares on a cum-entitlement basis Tuesday, 30 June

First day of dealings in the H Shares on an ex-entitlement basis Thursday, 2 July

Latest time for lodging transfers of the H Shares

to qualify for entitlement to the Cash Dividend 4:30 p.m., Friday, 3 July

H Shareholders' register closed for the Cash Dividend Monday, 6 July to
Thursday, 9 July
(both days inclusive)

H Share record date for the Cash Dividend. Thursday, 9 July

After H Share record date for the Cash Dividend,

H Shareholders' register re-opens. Friday, 10 July

A Share record date for the Cash Dividend. Tuesday, 14 July

Payment of Cash Dividend for A Shares Wednesday, 15 July

Expected payment date of Cash Dividend for H Shares On or before
Tuesday, 1 September

LETTER FROM THE BOARD



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)

Executive Director:

Li Guofeng

Non-executive Directors:

Liu Bin

Huang Zhenzhou

Yang Bing

Employee Representative Director:

Zhang Hong

Independent Non-executive Directors:

Liu Chunyan

Cheng Chaoying

Chan Wai Hei

Registered office:

Xingang Commercial Building

Dayao Bay

Dalian Free Trade Zone

PRC

Place of business in the PRC:

Xingang Commercial Building

Jingang Road

Dalian International Logistic Park Zone

Liaoning Province

PRC

5 June 2026

To the Shareholders

Dear Sir or Madam,

**PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR
THE YEAR ENDED 31 DECEMBER 2025;
APPOINTMENT OF THE AUDITOR;
PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

References are made to the announcements of the Company dated 28 May 2026 in relation to the proposed change of the auditor and the proposed election and re-election of Directors respectively.

The purpose of this circular is to give you the notice of the AGM and to provide you with information in relation to certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

LETTER FROM THE BOARD

2. PROFIT DISTRIBUTION PLAN OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2025

Proposed Distribution of Cash Dividend

On 26 March 2026, the Board has proposed the profit distribution plan for the year ended 31 December 2025 to distribute a Cash Dividend of RMB0.286 (PRC withholding tax included) per ten (10) Shares, in a total amount of RMB674,152,542.29 based on 23,571,767,213 Shares in issue. According to the Articles of Association, Cash Dividend will be denominated and declared in RMB. Cash Dividend on A Shares will be paid in RMB and Cash Dividend on H Shares will be paid in Hong Kong dollars. If the total share capital of the Company changes before the implementation of the distribution plan, the total amount of the distribution will be adjusted accordingly, based on the principle of maintaining the same dividend per Share. Payment of the Cash Dividend is subject to the approval of the Shareholders at the AGM.

Tax

According to the relevant provisions of the State Taxation Administration of the PRC, the taxation regarding conversion of capital reserve is exempted, and no relevant taxation shall be withheld and paid. In respect of conversion of surplus reserve and unallocated profits and Cash Dividend, different taxation laws shall be applied based on different situations, details of which are set out in the following table:

Category	Recipients	Investors	Type of tax	Income Tax Rate	Payment Method	Laws
Cash Dividend, conversion of surplus reserve and unallocated profits	A Shares (other than Northbound Trading, PDA Group and Yingkou Port Group)	Individuals	Individual Income Tax	Temporary exemption	Withhold and pay	Cai Shui [2015] No. 101
		Securities Investment Funds	Individual Income Tax	Temporary exemption	Withhold and pay	Cai Shui [2015] No. 101 and Cai Shui [2012] No. 85
		QFII	Corporate Income Tax	10%	Withhold and pay	Guo Shui Han [2009] No. 47
		Resident Enterprise	Corporate Income Tax	Tax Exemption		Corporate Income Tax Law and Implementation Rules

LETTER FROM THE BOARD

Category	Recipients	Investors	Type of tax	Income Tax Rate	Payment Method	Laws
	A Shares (Northbound Trading)	Individuals	Individual Income Tax	10%	Withhold and pay	Cai Shui [2014] No. 81 2, (2)
		Enterprises	Corporate Income Tax	10%	Withhold and pay	Cai Shui [2014] No. 81 2, (2)
	A Shares (PDA Group and Yingkou Port Group)	Enterprises	Corporate Income Tax	Tax Exemption		Corporate Income Tax Law and Implementation Rules
	H Shares (other than Southbound Trading)	Individuals	Individual Income Tax	Tax Exemption		Cai Shui [1994] No. 20 2, (8)
		Enterprises	Corporate Income Tax	10%	Withhold and pay	Corporate Income Tax Law and Implementation Rules
	H Shares (Southbound Trading)	Individuals	Individual Income Tax	20%	Withhold and pay	Cai Shui [2014] No. 81 1, (3)
		Enterprises	Corporate Income Tax	Tax Exemption if holding shares for 12 months	Self-declaration	Cai Shui [2014] No. 81 1, (4)
		Securities Investment Funds	Individual Income Tax	20%	Withhold and pay	Cai Shui [2014] No. 81 1, (3)
	Share Transfers (conversion of capital reserve-share premium)	Individuals	Individual Income Tax	Tax Exemption		Guo Shui Fa [1997] No. 198
		Resident Enterprise	Corporate Income Tax	Tax Exemption		Guo Shui Han [2010] No. 79

3. APPOINTMENT OF THE AUDITOR

On 28 May 2026, the Board announced that, taking into comprehensive consideration the actual situation of the Company, future business development and the needs of overall audit work, in order to improve the efficiency of audit services, strengthen the connection and synergy of audit work, and better adapt to the development needs of the operation and management of the Company, and in accordance with the relevant requirements on the appointment of accounting firms under the Administrative Measures for State-owned Enterprises and Listed Companies to Appoint Accounting Firms (Cai Kuai [2023] No. 4) (《國

LETTER FROM THE BOARD

有企業、上市公司選聘會計師事務所管理辦法》(財會[2023]4號)) and the Working Rules for the Administration of Financial Final Account Audits of Central Enterprises (Guo Zi Fa Cai Ping Gui [2024] No. 20) (《中央企業財務決算審計管理工作規則》(國資發財評規[2024]20號)), upon fulfilling the relevant procedures, the Company proposed to appoint BDO China Shu Lun Pan Certified Public Accountants LLP (“**BDO**”) as the accounting firm of the Company for 2026. ShineWing Certified Public Accountants (LLP) (“**ShineWing**”) will retire as the auditor of the Company, with effect from the conclusion of the AGM.

Having considered the recommendation of the audit committee (the “**Audit Committee**”) of the Board, the Board proposed to appoint BDO as the auditor of the Company for the year ending 31 December 2026, with effect from the retirement of ShineWing upon the conclusion of the AGM, until the conclusion of the 2026 annual general meeting of the Company. With reference to the relevant guidelines issued by the Accounting and Financial Reporting Council, the Audit Committee and the Board have considered various factors when assessing the appointment of BDO as the auditor of the Company for the year ending 31 December 2026, including (but not limited to): (1) BDO’s audit plan and audit fee; (2) BDO’s practicing qualifications and professional competence, including its experience in providing audit services for listed companies and peer companies; (3) BDO’s professional resource allocation and estimated workload to be committed; (4) BDO’s investor protection capability, independence, and good integrity record; and (5) BDO’s market reputation, and concluded that it can meet the requirements of the Company’s financial audit and internal control audit work.

The financial statement and internal control audit fees are estimated at RMB4,420,000 (inclusive of value-added tax), among which the audit fee for annual report is RMB3,740,000 and the audit fee for internal control is RMB680,000. The audit fees are determined on a fair and reasonable market basis, taking into comprehensive account the Company’s business scale and complexity, the expected audit working scope and schedule, as well as the practicing qualifications, industry experience, allocation of professional resources and the estimated workload to be committed of the proposed accounting firm, with reference to prevailing market fee levels. The estimated audit fees are also determined on the assumptions that there are no significant changes to the Group’s annual operational conditions, the accounting policies and regulatory environment for the year, and complete information will be provided on a timely basis with full cooperation given as reasonably required for the audit work.

Such appointment was considered and approved by the Board on 28 May 2026 and is hereby proposed at the AGM for Shareholders’ consideration and approval.

4. ELECTION AND RE-ELECTION OF DIRECTORS

As the term of the seventh session of the Board will expire soon, the Board has resolved to propose the appointment of members of the eighth session of the Board pursuant to the relevant requirements of the Company Law of the PRC and the Articles of Association, subject to the approval by the Shareholders at the AGM. The incumbent Directors shall continue to

LETTER FROM THE BOARD

perform their duties until the members of the new session of the Board have been elected by the Shareholders at the AGM. The term of each Director proposed to be appointed will be three years commencing from the date of the approval of the appointment by the Shareholders.

Following the review of the Nomination and the Remuneration Committee of the Board, Dr. Li Guofeng has been nominated for re-election as executive Director, Mr. Liu Bin, Mr. Yang Bing and Mr. Huang Zhenzhou have been nominated for re-election as non-executive Directors, Ms. Cheng Chaoying and Mr. Chan Wai Hei have been nominated for re-election as independent non-executive Directors, and Mr. Jiao Guangjun has been nominated for election as independent non-executive Director, for the eighth session of the Board. Biographical details of the Directors candidates are set out in the Appendix to this circular.

During their term of service, no remuneration shall be paid by the Company to Dr. Li Guofeng, Mr. Liu Bin, Mr. Yang Bing and Mr. Huang Zhenzhou for their service as Directors. During their term of service, the Company shall pay remuneration to Ms. Cheng Chaoying, Mr. Jiao Guangjun and Mr. Chan Wai Hei of RMB200,000 per year (tax inclusive), RMB200,000 per year (tax inclusive) and RMB250,000 per year (tax inclusive), respectively.

Save as disclosed above, no other benefits or bonus shall be paid to the Directors in connection with their respective appointment as Directors.

According to the Terms of Reference of the Nomination and Remuneration Committee of the Board of the Company, in designing the Board's composition (including independent non-executive Directors), the Company considered Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The above candidates for independent non-executive Directors, with their professional background and working experience in fields such as finance, accounting, port affairs, machinery, and corporate governance, will promote the diversity of the Board composition, and bring a broader range of perspectives, skills and experience to the Board. The above candidates for independent non-executive Directors possess the basic knowledge with regard to the operation of listed companies, and are familiar with relevant laws, administrative regulations, rules and other normative documents. Accordingly, they are capable of properly fulfilling their duties and responsibilities as independent non-executive Directors.

Each candidate of the independent non-executive Director has confirmed that (i) he/she complies with each of the relevant independent criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he/she has no past or present financial or other interests in the business of the Company or its subsidiaries, and does not have any connection with any of the Company's core connected persons (as defined under the Listing Rules); and (iii) there are no other factors that may affect his/her independence at the time of his/her nomination. The Board believes that each candidate of the independent non-executive Director meets the independence guideline under Rule 3.13 of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

The election or re-election of Directors will be individually voted on by the Shareholders at the AGM.

5. AGM

The notice convening the AGM to be held at 9:00 a.m. on Friday, 26 June 2026 at Conference Room, Liaoning Port Group Office Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC is set out on pages AGM-1 to AGM-3 of this circular.

In order to determine the list of H Shareholders who are entitled to attend the AGM, the Company's register of members will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of Shares will be effected. H Shareholders whose names appear on the Company's register of members on Tuesday, 23 June 2026 are entitled to attend and vote at the AGM. In order to attend and vote at the AGM, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar at or before 4:30 p.m. on Monday, 22 June 2026. The address of the transfer office of the H Share Registrar is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

A Shareholders whose names appear on the Company's register of members after market close on Thursday, 18 June 2026 are entitled to attend the AGM.

Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or at any adjourned meeting should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.

The form of proxy for use at the AGM is enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.liaoganggf.cn). Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM, or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

6. VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, resolutions to be proposed at the AGM shall be determined by poll.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the resolutions to be proposed at the AGM as set out in the notice of the AGM.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

By Order of the Board
Liaoning Port Co., Ltd.*
QU Shaoyong and LEUNG Chi Kit
Joint Company Secretaries

* *For identification purposes only*

EXECUTIVE DIRECTOR

Dr. Li Guofeng (李國鋒博士), born in 1974, a Chinese national, was the general manager of the research and development department, the general manager of the overseas business department, the general manager of the investment and development department and a deputy chief economist of China Merchants Holdings (International) Company Limited, a deputy director of the overseas business department and the director of the overseas department/international cooperation department of China Merchants Group Limited, the deputy secretary of the Party Committee, the general manager, and the chief operating officer (COO) of Liaoning Port Group Limited, and a non-executive Director of the Company. He is currently the secretary of the Party Committee, the chief executive officer (CEO) of Liaoning Port Group Limited, the chairman and executive Director of the Company. Dr. Li holds a bachelor's degree in Economics, a master's degree in Transportation Economics and a doctorate degree in World Economics from Nankai University.

NON-EXECUTIVE DIRECTORS

Mr. Liu Bin (劉彬先生), born in 1969, a Chinese national, held various positions including the deputy chief economist, the general manager of the administration department, the general manager of the human resources department, and the general manager of the supervision department of China Merchants Holdings (International) Company Limited; the deputy chief economist, the general manager of the human resources department, and the general manager of the supervision department of China Merchants Port Holdings Co., Ltd.; the chief executive officer (CEO) and the general manager of China Merchants Port (South China) Management Center; the chairman and the general manager of Shenzhen Chiwan Port Development Company Limited* (深圳赤灣港口發展有限公司); and a member of the party committee and a deputy general manager of China Merchants Port Group Co., Ltd. He currently serves as the deputy party secretary, the general manager, and the chief operating officer (COO) of Liaoning Port Group Limited, and a non-executive Director of the Company. Mr. Liu obtained his Bachelor of Laws (LL. B.) in Economic Law from Zhongnan University of Economics and Law, and later completed his part-time Executive Master of Business Administration (EMBA) program at Dalian University of Technology, where he was awarded a Master of Business Administration degree.

Mr. Yang Bing (楊兵先生), born in 1970, a Chinese national, was a deputy director of the planning and development department of Pangang Group Co., Ltd. (攀鋼集團有限公司), a deputy director of Vanadium and Titanium industry office, the director of Panzhihua branch of Anshan Steel Asset Management Centre (鞍鋼資產經營中心), and a deputy general manager and a deputy director of the industrial development department of Pangang Group Co., Ltd. Mr. Yang is currently the general manager of the industrial development department of Pangang Group Co., Ltd. and a non-executive Director of the Company. Mr. Yang obtained his bachelor's degree of engineering in metal pressure processing from the metallurgical department of East China Metallurgical Institute.

Mr. Huang Zhenzhou (黃鎮洲), born in 1978, a Chinese national, held various positions including the chief financial officer of Zhanjiang Port (Group) Co., Ltd. (湛江港(集團)股份有限公司), the assistant director of capital operation department of China Merchants Group Co., Ltd. (招商局集團有限公司), a member of the Party Committee and the chief financial officer of Liaoning Port Group Limited (遼寧港口集團有限公司), a member of the Party Committee and the chief financial officer of China Merchants Industry Group Co., Ltd. (招商局工業集團有限公司). He currently serves as a member of the Party Committee and the chief financial officer of China Merchants Port Group Co., Ltd. (招商局港口集團股份有限公司), and a member of the Party Committee and the chief financial officer of China Merchants Port Holdings Co., Ltd. (招商局港口控股有限公司), and a non-executive Director of the Company. Mr. Huang obtained a bachelor's degree in management from Xiamen University and a master's degree in engineering from Wuhan University of Technology.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Cheng Chaoying (程超英女士), born in 1958, a Chinese national, was a vice president of China Construction Bank Jilin Branch, a deputy secretary of the Party Committee and vice president of China Construction Bank Dalian Branch. Ms. Cheng is currently an independent non-executive Director of the Company. Ms. Cheng obtained a bachelor's degree in infrastructure finance and credit from Dongbei University of Finance & Economics.

Mr. Chan Wai Hei (陳維曦先生), born in 1957, a Chinese (Hong Kong) national, was a partner of Messrs. Li, Tang, Chen & Co., Certified Public Accountants (Practicing), and currently serves as a senior consultant of Roger K. C. Tou & Co. and he is a senior chartered accountant and an independent non-executive Director of the Company. Mr. Chan graduated from Hong Kong Shue Yan College majoring in accounting.

Mr. Jiao Guangjun (焦廣軍先生), born in 1966, a Chinese national, was the vice president of Qingdao Port Group Co., Ltd.* (青島港集團有限公司), the vice chairman and president of Qingdao Port International Co., Ltd., the deputy secretary of the Party Committee, vice chairman and president of Qingdao Port Group Co., Ltd.*, the chairman of Tianjin Port Holdings Co., Ltd., the deputy secretary of the Party Committee, a director and the president of Tianjin Port (Group) Co., Ltd.* (天津港(集團)有限公司). Mr. Jiao obtained a bachelor's degree in port machinery design and manufacturing from Wuhan University of Technology.

Save as disclosed above, as at the Latest Practicable Date, each of the above candidates for Directors has confirmed that he/she (i) does not hold any other position with the Company or any of its subsidiaries; (ii) does not hold any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; and (iii) does not have any other major appointments and professional qualifications. Save as disclosed above, as at the Latest Practicable Date, each of above candidates for Directors has confirmed that he/she does not have any relationship with any other Director, senior management, substantial or controlling Shareholders of the Company; nor does he/she hold any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 Conference Room, Liaoning Port Group Office Building, No. 1 Gangwan Street, Zhongshan District, Dalian, Liaoning, the PRC at 9:00 a.m. on Friday, 26 June 2026 (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 5 June 2026.

ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for the year ended 31 December 2025 (published on the Company’s website: www.liaoganggf.cn).
2. To consider and approve the report of the Board of the Company for the year ended 31 December 2025 (published on the Company’s website: www.liaoganggf.cn).
3. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2025 (details stated in the annual report of the Company for the year ended 31 December 2025).
4. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2025.
5. To consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditor of the Company for the year ending 31 December 2026 and to hold office until the conclusion of the next annual general meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and approve the re-election of Directors (by cumulative voting):
- 6.1. To re-elect Dr. Li Guofeng as an executive Director for the eighth session of the Board. No remuneration, other welfare or bonus shall be paid to him for his service as a Director.
 - 6.2. To re-elect Mr. Liu Bin as a non-executive Director for the eighth session of the Board. No remuneration, other welfare or bonus shall be paid to him for his service as a Director.
 - 6.3. To re-elect Mr. Yang Bing as a non-executive Director for the eighth session of the Board. No remuneration, other welfare or bonus shall be paid to him for his service as a Director.
 - 6.4. To re-elect Mr. Huang Zhenzhou as a non-executive Director for the eighth session of the Board. No remuneration, other welfare or bonus shall be paid to him for his service as a Director.
7. To consider and approve the election or re-election of independent non-executive Directors (by cumulative voting):
- 7.1. To re-elect Ms. Cheng Chaoying as an independent non-executive Director for the eighth session of the Board. Her annual pre-tax remuneration as an independent non-executive Director is RMB200,000, with no other welfare or bonus.
 - 7.2. To re-elect Mr. Chan Wai Hei as an independent non-executive Director for the eighth session of the Board. His annual pre-tax remuneration as an independent non-executive Director is RMB250,000, with no other welfare or bonus.
 - 7.3. To elect Mr. Jiao Guangjun as an independent non-executive Director for the eighth session of the Board. His annual pre-tax remuneration as an independent non-executive Director is RMB200,000, with no other welfare or bonus.

By Order of the Board
Liaoning Port Co., Ltd.*
QU Shaoyong and LEUNG Chi Kit
Joint Company Secretaries

Dalian City, Liaoning Province, the PRC
5 June 2026

NOTICE OF ANNUAL GENERAL MEETING

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 17M 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 Shareholders 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 Tuesday, 23 June 2026 to Friday, 26 June 2026, 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 Monday, 22 June 2026.

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

Executive Director: LI Guofeng

Non-executive Directors: LIU Bin, HUANG Zhenzhou and YANG Bing

Employee Representative Director: ZHANG Hong

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

* *For identification purposes only*