

*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.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Dalian Port (PDA) Company Limited.*



**Broadford Global Limited**  
布羅德福國際有限公司  
(incorporated in Hong Kong with limited liability)

**Dalian Port (PDA) Company Limited\***  
大連港股份有限公司  
(a sino-foreign joint stock limited company  
incorporated in the People's Republic of China)  
(Stock Code: 2880)

## **JOINT ANNOUNCEMENT**

**UPDATE ON (1) EQUITY TRANSFER AGREEMENT  
(2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER BY  
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES  
LIMITED  
ON BEHALF OF BROADFORD GLOBAL LIMITED  
TO ACQUIRE ALL THE ISSUED H SHARES IN  
DALIAN PORT (PDA) COMPANY LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED  
BY BROADFORD GLOBAL LIMITED AND PARTIES ACTING IN CONCERT WITH IT  
(BUT INCLUDING THE H SHARES HELD BY CHINA MERCHANTS PORT HOLDINGS  
COMPANY LIMITED))**

**Financial Adviser to Broadford Global Limited**



Reference is made to (a) the joint announcement (the “**Joint Announcement**”) issued by Broadford and the Company on 4 June 2019, relating to, inter alia, (i) the Equity Transfer Agreement and (ii) the Possible H Share Offer, pursuant to Rule 3.5 of the Takeovers Code, and (b) the joint announcements issued by Broadford and the Company on 10 July 2019, 2 August 2019 and 13 August 2019, relating to, inter alia, the update on (i) the Equity Transfer Agreement and (ii) the Possible H Share Offer. Unless otherwise specified, terms used herein shall have the same meanings as ascribed to them in the Joint Announcement.

## UPDATE ON THE EQUITY TRANSFER AND THE POSSIBLE H SHARE OFFER

As disclosed in the Joint Announcement, pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive has granted its consent to extend the deadline for the despatch of the composite document to a date falling within seven days of Completion or 7 October 2019, whichever is earlier.

On 30 August 2019, the Company was notified by PDA, the controlling shareholder of the Company, that China Merchants Liaoning had received the “Approval of waiver of the general offer obligations of China Merchants (Liaoning) Port Development Company Limited and parties acting in concert with it in respect of the shares of Dalian Port (PDA) Company Limited” (Zhengjian Xuke [2019] No. 1545) and “Approval of waiver of the general offer obligations of China Merchants (Liaoning) Port Development Company Limited and parties acting in concert with it in respect of the shares of Yingkou Port Liability Company Limited\*” (Zhengjian Xuke [2019] No. 1546) issued by the China Securities Regulatory Commission (the “**Approvals**”). Pursuant to the Approvals, the general offer obligations of China Merchants Liaoning and parties acting in concert with it arising from (i) the control of an aggregate of 5,378,564,752 A Shares and 3,436,902,000 H Shares (representing approximately 68.37% of the total issued share capital of the Company) resulting from the administrative transfer of state-owned assets, i.e. the control of 5,378,564,752 A Shares and 722,166,000 H Shares; and (ii) the control of 5,067,415,378 shares in the capital of Yingkou Port Liability Company Limited\* (營口港務股份有限公司) (“**Yingkou Port**”) (representing approximately 78.29% of the total capital of Yingkou Port) resulting from the administrative transfer of state-owned assets, have been waived. Further, China Merchants Liaoning and parties acting in concert with it shall promptly fulfil their disclosure obligation in accordance with the relevant regulations. China Merchants Liaoning and parties acting in concert with it, together with the Company and Yingkou Port, shall complete the relevant formalities in accordance with the relevant regulations. If China Merchants Liaoning and parties acting in concert with it encounter any material issues or material problems that are required to be disclosed by relevant laws and regulations in the course of implementation, they shall promptly report to the China Securities Regulatory Commission.

On 30 August 2019, all three ETA Conditions, including (i) obtaining the approval issued by SASAC approving the Equity Transfer and the indirect acquisition of equities of a listed company (i.e. the Company) by China Merchants Liaoning pursuant to the “Measures for the Supervision and Administration of State-owned Equities of Listed Companies (上市公司國有股權監督管理辦法)”; (ii) obtaining the approval issued by the Liaoning Provincial Government approving the Equity Transfer; and (iii) obtaining the approval issued by the China Securities Regulatory Commission waiving the mandatory general cash offer obligations of China Merchants Liaoning and parties acting in concert with it in respect of all the A Shares and all the A shares of RMB1.00 each in the capital of Yingkou Port, which are listed and traded on the Shanghai Stock Exchange, triggered by the Equity Transfer had been satisfied. Upon fulfilment of the above ETA Conditions, the Equity Transfer Agreement became effective on 30 August 2019.

As at the date of this joint announcement, save for Completion Condition (i) relating to Liaoning SASAC, China Merchants Liaoning, Dalian SASAC and Yingkou SASAC having executed the shareholders agreement and articles of association in respect of Liaoning Port Group; Completion Condition (ii) relating to Liaoning SASAC having issued a written opinion to Liaoning Port Group approving the Dalian SASAC and Yingkou SASAC Equity Transfer; Completion Condition (iii) relating to the Dalian SASAC and Yingkou SASAC Equity Transfer having been approved by the Liaoning Provincial Government; and Completion Condition (vi) relating to YKP having obtained the written consent of Bank of Communications International Trust Co., Ltd. in respect of the change of control in YKP triggered by the Equity Transfer, pursuant to the Fairy Island Pier ETA, as listed under the section headed “Completion Conditions” in the Joint Announcement, none of the Completion Conditions had been satisfied or otherwise waived.

As at the date of this joint announcement, the Business Registration Condition has not been satisfied.

Further announcement(s) will be made by Broadford and the Company as and when appropriate or as required in accordance with the Listing Rules and the Takeovers Code (as the case may be) to provide an update on the Equity Transfer and the Possible H Share Offer.

**Warning: the Possible H Share Offer is a possibility only.**

**Shareholders and potential investors should be aware of and take note that the Possible H Share Offer will only be made if Completion takes place. Completion is conditional upon satisfaction (or waiver, if applicable) of the Conditions which may or may not materialize. If any of the Conditions is not satisfied (or waived, if applicable) by the Long Stop Date, the Equity Transfer shall not proceed and the Possible H Share Offer shall not be made. Shareholders and potential investors in the Company are advised to exercise caution when dealing in the H Shares.**

By order of the director of  
**Broadford Global Limited**  
布羅德福國際有限公司

**DENG Weidong**  
*Director*

By order of the board of directors of  
**Dalian Port (PDA) Company Limited\***  
大連港股份有限公司

**WANG, Huiying, LEE, Kin Yu Arthur**  
*Joint Company Secretaries*

Hong Kong, 30 August 2019

*As at the date of this announcement, the sole director of Broadford is DENG Weidong.*

*The director of Broadford accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group and parties acting in concert with it) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than that expressed by the directors of the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the directors of the Company are:*

*Executive Director: WEI Minghui*

*Non-executive Directors: XU Song, YIM Kong, CAO Dong, LI Jianhui and YUAN Yi*

*Independent Non-Executive Directors: WANG Zhifeng, SUN Xiyun and LAW Man Tat*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Broadford and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that expressed by the sole director of Broadford) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

\* For identification purposes only