



# 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)

### PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 DECEMBER 2023

**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>, 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 9:00 a.m. on Friday, 15 December 2023 at Room 109, Liaoning Port Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC 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 election of Directors:	Cumulative Voting <sup>5-6</sup> (Please insert the number of votes)		
1.1	To elect Dr. Li Guofeng as non-executive Director for the seventh session of the Board for a term commencing from the date of approval at the EGM to the expiration of the term of office of the seventh session of the Board. During his term of service, no emolument shall be paid to him for his service as a Director, and no other benefit or bonus shall be paid.			
1.2	To elect Dr. Li Yubin as non-executive Director for the seventh session of the Board for a term commencing from the date of approval at the EGM to the expiration of the term of office of the seventh session of the Board. During his term of service, no emolument shall be paid to him for his service as a Director, and no other benefit or bonus shall be paid.			
2.	To consider and approve the election of Supervisors:	Cumulative Voting <sup>5-6</sup> (Please insert the number of votes)		
2.1	To elect Mr. Kuang Zhiguo as a Supervisor for the seventh session of the Supervisory Committee for a term commencing from the date of approval at the EGM to the expiration of the term of office of the seventh session of the Supervisory Committee. During his term of service, no emolument shall be paid to him for his service as a Supervisor, and no other benefit or bonus shall be paid.			
2.2	To elect Mr. Cui Beiqliang as a Supervisor for the seventh session of the Supervisory Committee for a term commencing from the date of approval at the EGM to the expiration of the term of office of the seventh session of the Supervisory Committee. During his term of service, no emolument shall be paid to him for his service as a Supervisor, and no other benefit or bonus shall be paid.			
3.	To consider and approve the proposed amendments to the Policy and Rules of Work for Independent Directors.			
4.	To review the entering into the agreements of the Company in relation to the continuing connected transactions with Liaoning Port Group, the continuing connected transactions with CMG Finance and the continuing connected transactions with China Merchants Bank for the year of 2024, 2025 and 2026 and the annual caps.			
4.01	The Purchase of Goods and Services Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Purchase of Goods and Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.			
4.02	The Supply of Goods and Services Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Supply of Goods and Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.			
4.03	The Financial Services Agreement dated 26 October 2023 entered between the Company and CMG Finance (including the annual caps under the Financial Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.			
4.04	The Terminal Facilities Design and Construction Services Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Terminal Facilities Design and Construction Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.			
4.05	The Construction Management and Supervision Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Construction Management and Supervision Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.			
4.06	The Lease Agreement dated 26 October 2023 entered into between the Company and Liaoning Port Group (including the annual caps under the Lease Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.			
4.07	The Bank Financial Services Agreement dated 26 October 2023 entered into between the Company and China Merchants Bank (including the annual caps under the Bank Financial Services Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the agreement.			

Details of the above resolutions were set out in the circular dated 27 November 2023 (the "Circular") and the notice of the EGM dated 27 November 2023 (the "Notice") of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023 Signature(s)<sup>6</sup> \_\_\_\_\_

\* 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

Notes:

1. 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**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
3. 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 member of the Company. Any alterations made in this proxy form should be initialed by the person who signs it.
4. **IMPORTANT:** Please indicate with a "√" in the appropriate box under the column marked "For" if you wish to vote in favor of a resolution. Please indicate with a "√" in the appropriate box under the column marked "Against" if you wish to vote against a resolution. 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.
5. **Each of the Shares held by you shall carry the same number of votes corresponding to the number of the directors/supervisors to be elected in respect of resolutions No. 1 and 2. You may exercise your voting rights by casting all your votes represented by your Shares on each director/supervisor candidate in equal numbers, or casting all your votes represented by your Shares on one or a few director/supervisor candidate(s) only.** For example, if you hold 100 Shares, you will be entitled to a total of 200 votes and 200 votes in respect of each of resolutions No. 1 and 2. Out of the relevant number of votes, you can either cast 100 votes for each director/supervisor candidate, or cast all your relevant number of votes for one or a few of the director/supervisor candidate(s). If you have cast all your votes represented by each of your Shares corresponding to the number of the directors/supervisors to be elected on one of the director/supervisor candidates, you shall have no right to vote on other director/supervisor candidates, i.e., the total number of the votes cast on all director/supervisor candidates shall not exceed the total number of the votes represented by all the Shares held by you.  
**Please note with particular attention that, if the total number of votes cast by you on one or all of the director/supervisor candidate(s) exceeds the total number of the votes carried by all your Shares, all the votes cast by you shall be invalid and you shall be deemed to be abstained from voting; if the total number of votes cast by you on one or all of the director/supervisor candidate(s) is less than the total number of the votes carried by all your Shares, the votes cast by you shall be valid and the votes not cast shall be deemed to have been waived by you. A director/supervisor candidate who has received favorable votes exceeding half of the number of Shares carrying voting rights (assuming the cumulative voting has not been applied) represented by the Shareholders attending the EGM shall be elected as a Director/Supervisor.**
6. **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.**
7. This proxy form must be signed by you or your attorney duly authorised in writing, or under the common seal or under the hand of a Director or a duly authorised attorney in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorisation document giving such authorisation shall be notarised.
8. In cases of joint holders of a Share, any one of such holders is entitled to vote 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 attend the EGM personally or by proxy.
9. To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be) at the H Share Registrar, at the address of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the Shareholders holding H Shares of the Company.
10. Shareholders attending the EGM in person or by proxy shall be responsible for their own transportation and accommodation expenses.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) "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").
- (ii) 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 proxy form.
- (iii) 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.
- (iv) 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.