

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 appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER AND CHANGE OF COMPOSITION OF INDEPENDENT BOARD COMMITTEE

This announcement is made pursuant to Rule 2.1 and Rule 2.8 of the Takeovers Code.

Reference is made to the joint announcement (the “**Joint Announcement**”) issued by Broadford Global Limited (the “**Broadford**”) and Dalian Port (PDA) Company Limited* (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. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Joint Announcement.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that First Shanghai Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), has been appointed as the independent financial adviser of the Company (the “**Independent Financial Adviser**”) to advise the Independent Board Committee in respect of the Possible H Share Offer, in particular, as to whether the Possible H Share Offer is fair and reasonable and as to acceptance.

CHANGE OF COMPOSITION OF INDEPENDENT BOARD COMMITTEE

As disclosed in the Joint Announcement, an Independent Board Committee, comprising all the non-executive directors of the Company who have no direct or indirect interest in the Possible H Share Offer had been appointed to advise the Offer Shareholders on the Possible H Share Offer. At that time Independent Board Committee comprised the Company’s non-executive Director Mr. XU Song and the independent non-executive Directors Mr. WANG Zhifeng, Mr. SUN Xiyun and Mr. LAW Man Tat. At the Company’s annual general meeting held on 27 June 2019, Mr. YIM Kong, Dr. LI Jianhui, Mr. CAO Dong and Mr. YUAN Yi were elected as its non-executive Directors.

In view of the fact that (i) Mr. YIM Kong and Dr. LI Jianhui were nominated by Team Able which is an indirect subsidiary of Broadford making the Possible H Share Offer and hold senior management positions in the CMG group comprising Broadford and that (ii) each of Mr. XU Song, Mr. CAO Dong and Mr. YUAN Yi holds directorship or senior management position in PDA (being a controlling Shareholder of the Company and acting in concert with Broadford), the Independent Board Committee has been reconstituted to include only Mr. WANG Zhifeng, Mr. SUN Xiyun and Mr. LAW Man Tat, while excluding Mr. XU Song, Mr. YIM Kong, Dr. LI Jianhui, Mr. CAO Dong and Mr. YUAN Yi. The Independent Board Committee has approved the appointment of the Independent Financial Adviser pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Possible H Share Offer will be included in the composite document to be despatched to the Shareholders in due course in accordance with the Takeovers Code.

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 Board
Dalian Port (PDA) Company Limited*
WANG Huiying LEE, Kin Yu Arthur
Joint Company Secretaries

Dalian City, Liaoning Province, the PRC
26 August 2019

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

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 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 "Dalian Port (PDA) Company Limited".*

* *for identification purposes only*

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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.