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大連港股份

大連港股份有限公司

Dalian Port (PDA) Company Limited*

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 2880)

**FURTHER ANNOUNCEMENT IN RELATION TO
THE PROGRESS OF VERY SUBSTANTIAL
ACQUISITION AND CONNECTED
TRANSACTION IN RELATION TO THE
MERGER OF YINGKOU PORT LIABILITY CO.,
LTD.; AND SPECIFIC MANDATE IN RELATION
TO ISSUANCE OF NEW A SHARES**

References are made to the Company's announcement dated 7 July 2020 and circular dated 10 September 2020 (the "**Circular**") in relation to, among other things, the Possible Merger, the A Share Specific Mandate and related transactions. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

As set out in the Circular, the Company and the Target Company agreed that Dalian Group will act as the Buy-back Alternative Provider for the A Shares held by the Dalian Port Dissenting Shareholders and the Cash Alternative Provider for the TC Dissenting Shareholders, and Broadford will act as the Buy-back Alternative Provider for the H Shares held by the Dalian Port Dissenting Shareholders.

To facilitate regulatory compliance, the Company, the Target Company and Dalian Group further agreed that, China International Capital Corporation Limited ("**CICC**") will be added to act (together with Dalian Group) as a Buy-back Alternative Provider for the A Shares held by the Dalian Port Dissenting Shareholders and as a Cash Alternative Provider for the TC Dissenting Shareholders. Broadford will continue to act as the Buy-back Alternative Provider for the H Shares held by the Dalian Port Dissenting Shareholders.

CICC is the first Sino-foreign joint venture investment bank in the PRC, providing comprehensive and one-stop investment bank services for domestic and foreign corporations, institutions and individual clients. CICC has obtained domestic and foreign qualifications for securities business and has established an extensive coverage of international business network. Headquartered in Beijing, CICC has a number of domestic and foreign branches, subsidiaries and institutions. CICC develops a comprehensive and balanced business structure including investment banking business, equities business, fixed income business, investment management business, wealth management business and research business.

To the best knowledge of the Directors, (i) CICC is neither a connected person to the Company or to the Target Company or to the Dalian Group nor a party acting in concert with Dalian Group; and (ii) CICC has sufficient financial resources to provide the Buy-back Alternative for the A Shares held by the Dalian Port Dissenting Shareholders and to provide the Cash Alternative for the TC Dissenting Shareholders. CICC is an independent financial advisor to the Company in the A Share market in relation to the Possible Merger and the above appointment will not affect its independence.

The Possible Merger may or may not be proceeded with or become unconditional or effective. There is no assurance that all the conditions precedents contained in the Merger Agreement can be satisfied. Investors and potential investors should exercise care, and should only rely on information published by the Company, when dealing, or contemplating dealing, in the 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
1 December 2020

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

Executive Directors: WEI Minghui, SUN Dequan and QI Yue

Non-executive Directors: CAO Dong, YUAN Yi and NA Danhong

Independent non-executive Directors: LI Zhiwei, LIU Chunyan 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*