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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)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING,
THE FIRST H SHAREHOLDERS CLASS MEETING IN 2020 AND
THE FIRST A SHAREHOLDERS CLASS MEETING IN
2020 HELD ON 25 SEPTEMBER 2020**

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that all the resolutions proposed at the EGM were duly passed by the Shareholders by way of poll.

POLL RESULTS OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2020

The Board is pleased to announce that all the resolutions proposed at the H Shareholders Class Meeting were duly passed by the H Shareholders by way of poll.

POLL RESULTS OF THE FIRST A SHAREHOLDERS CLASS MEETING IN 2020

The Board is pleased to announce that all the resolutions proposed at the A Shareholders Class Meeting were duly passed by the A Shareholders by way of poll.

References are made to the announcement dated 7 July 2020 (the “**Announcement**”), the notice of the extraordinary general meeting dated 4 September 2020 (the “**EGM Notice**”), the notice of the H Shareholders Class Meeting in 2020 dated 4 September 2020 (the “**H Notice**”) and the circular dated 10 September 2020 (the “**Circular**”) in relation to the Possible Merger, A Share Specific Mandate and related transactions. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement, the EGM Notice, the H Notice and the Circular. The EGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting were held on Friday, 25 September 2020 at Room 109, PDA Group Building, No.1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC and chaired by Mr. Wei Minghui, the chairman of the Board.

POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of Shares in issue was 12,894,535,999 (comprising 7,735,820,000 A Shares and 5,158,715,999 H Shares), which is the total number of the Shares entitling the Shareholders to attend and vote for or against the ordinary resolution at the EGM. As stated in the Circular, CMG, together with its associates, collectively holding 9,670,847,747 Shares (comprising 5,377,599,052 A Shares and 4,293,248,695 H Shares) amounting to approximately 75% of the total issued share capital of the Company as at the date of the EGM, shall abstain, and have abstained, from voting for or against the special resolutions at the EGM. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the special resolutions at the EGM was 3,223,688,252 Shares (comprising 2,358,220,948 A Shares and 865,467,304 H Shares). Save as disclosed above and to the best knowledge of the Board, none of the Shareholders was required to abstain from voting at the EGM pursuant to Rule 13.40 of the Listing Rules and there were no Shares entitling the Shareholders to attend and vote only against the resolutions at the EGM, nor had any of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.

The total number of Shares entitling the Shareholders who attended and voted for or against the ordinary resolution at the EGM was 9,947,949,024 (representing approximately 77.148562% of the total issued share capital of the Company as at the date of the EGM) and the total number of Shares entitling the Independent Shareholders who attended and voted for or against the special resolutions at the EGM was 277,135,577 (representing approximately 2.149248% of the total issued share capital of the Company as at the date of the EGM).

The results of the resolutions passed by way of poll at the EGM were set out as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	THAT, the Possible Merger, A Share Specific Mandate and related transactions are in line with relevant laws and regulations on major asset restructuring of listed issuers.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.	THAT, the Possible Merger, A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
2.01	Introduction;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.02	Possible Merger – parties;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.03	Possible Merger – type and value;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.04	Possible Merger – Target Company and registration date for the Possible Merger;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.05	Possible Merger – basis of price and Exchange Ratio;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.06	Possible Merger – numbers of Shares;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
2.07	Possible Merger – market;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.08	Possible Merger – mechanism for Dalian Dissenting Shareholders and TC Dissenting Shareholders;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.09	Possible Merger – mechanism for liabilities, debts and creditors’ rights;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.10	Possible Merger – arrangements for transitional period;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.11	Possible Merger – arrangements for transfer or delivery of assets involved;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.12	Possible Merger – arrangements for employees;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
2.13	Possible Merger – arrangements for accumulated undistributed profits;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.14	A Share Specific Mandate – amount and use of proceeds;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.15	A Share Specific Mandate – type and value;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.16	A Share Specific Mandate – investors and method;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.17	A Share Specific Mandate – price and its basis;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.18	A Share Specific Mandate – numbers;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
2.19	A Share Specific Mandate – market;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.20	A Share Specific Mandate – lock up period;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.21	A Share Specific Mandate – arrangements for accumulated undistributed profits;	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
2.22	Validity period for resolutions.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
3.	THAT, the Draft Report for the Possible Merger, A Share Specific Mandate and Related Transactions 《大連港股份有限公司換股吸收合併營口港務股份有限公司並募集配套資金暨關聯交易報告書(草案)》 be and is hereby approved, ratified and confirmed. Details of the aforesaid draft report were set out in an overseas regulatory announcement of the Company published on the website of the Stock Exchange on 4 September 2020.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
4.	THAT, the Merger Agreement be and is hereby approved, ratified and confirmed.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
5.	THAT, the supplemental agreement to the Merger Agreement between the Company and the Target Company dated 4 September 2020 be and is hereby approved, ratified and confirmed.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
6.	THAT, the proposal to authorize the Board to issue new A Shares under the A Share Specific Mandate by the Shareholders' meeting, A Shareholders Class Meeting and H Shareholders Class Meeting be and is hereby approved, ratified and confirmed.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
7.	THAT, the Possible Merger, A Share Specific Mandate and related transactions constitute major asset restructuring and connected transactions.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
8.	THAT, the accountant's report and unaudited pro forma financial statement in relation to the Possible Merger, A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
9.	THAT, the valuation report in relation to the Possible Merger, A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
10.	THAT, the independence of valuation institution, the reasonableness of valuation assumptions, the relevance of valuation means and ends and the fairness of valuation is hereby confirmed.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
11.	THAT, the Possible Merger, A Share Specific Mandate and related transactions are in line with Administrative Measures for Major Assets Restructuring of Listed Companies 《上市公司重大資產重組管理辦法》 Article 11 and Article 43.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
12.	THAT, the Possible Merger, A Share Specific Mandate and related transactions are in line with Regulations on Major Assets Restructuring of Listed Companies 《關於規範上市公司重大資產重組若干問題的規定》 Article 4.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
13.	THAT, the Possible Merger, A Share Specific Mandate and related transactions do not constitute listing by restructuring under Article 13 of Administrative Measures for Major Assets Restructuring of Listed Companies 《上市公司重大資產重組管理辦法》.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
14.	THAT, the Share price fluctuation does not meet relevant threshold in Article 5 of Notice on Standardizing Information Disclosure of Listed Companies and Relevant Parties 《關於規範上市公司信息披露及相關各方行為的通知》.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200
15.	THAT, the Possible Merger, A Share Specific Mandate and related transactions do not dilute the Company's spot return.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200

ORDINARY RESOLUTION		Number of Votes (%)		
		For	Against	Abstain
16.	THAT, the report on the use of previous proceeds of the Company be and is hereby confirmed.	9,944,768,424 99.968028% among which, A Shares: 5,595,059,729 H Shares: 4,349,708,695	607,400 0.006105% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.025867% among which, A Shares: 0 H Shares: 2,573,200
SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstain
17.	THAT, the Board and its authorized person are authorized to handle all matters related to the Possible Merger, A Share Specific Mandate and related transactions.	273,954,977 98.852331% among which, A Shares: 217,494,977 H Shares: 56,460,000	607,400 0.219170% among which, A Shares: 602,800 H Shares: 4,600	2,573,200 0.928499% among which, A Shares: 0 H Shares: 2,573,200

As more than 50% of the total number of Shares held by the Shareholders who attended and voted on the ordinary resolution at the EGM were cast in favour of the resolution, and more than two-thirds of the total number of Shares held by the Shareholders who attended and voted on the special resolutions at the EGM were cast in favour of each of these resolutions, all the above resolutions were duly passed.

POLL RESULTS OF THE FIRST H SHAREHOLDERS CLASS MEETING IN 2020

As at the date of the H Shareholders Class Meeting, the total number of H Shares in issue was 5,158,715,999. As stated in the Circular, CMG, together with its associates, collectively holding 4,293,248,695 H Shares amounting to approximately 83% of the total issued H Shares as at the date of the H Shareholders Class Meeting, shall abstain, and have abstained, from voting at the H Shareholders Class Meeting. Therefore, the total number of H Shares entitling the Independent Shareholders to attend and vote for or against the resolutions at the H Shareholders Class Meeting was 865,467,304 H Shares. Save as disclosed above and to the best knowledge of the Board, none of the Shareholders was required to abstain from voting at the H Shareholders Class Meeting pursuant to Rule 13.40 of the Listing Rules and there were no H Shares entitling the Shareholders to attend and vote only against the resolutions at the H Shareholders Class Meeting, nor had any of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the H Shareholders Class Meeting.

The total number of H Shares entitling the Independent Shareholders who attended and voted for or against the resolutions at the H Shareholders Class Meeting was 59,037,800 (representing approximately 1.144428% of the total issued H Shares as at the date of the H Shareholders Class Meeting).

The results of the resolutions passed by way of poll at the H Shareholders Class Meeting were set out as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	THAT, the Possible Merger, A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.01	Introduction;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.02	Possible Merger – parties;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.03	Possible Merger – type and value;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.04	Possible Merger – Target Company and registration date for the Possible Merger;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.05	Possible Merger – basis of price and Exchange Ratio;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.06	Possible Merger – numbers of Shares;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.07	Possible Merger – market;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.08	Possible Merger – mechanism for Dalian Dissenting Shareholders and TC Dissenting Shareholders;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.09	Possible Merger – mechanism for liabilities, debts and creditors’ rights;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.10	Possible Merger – arrangements for transitional period;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.11	Possible Merger – arrangements for transfer or delivery of assets involved;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.12	Possible Merger – arrangements for employees;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.13	Possible Merger – arrangements for accumulated undistributed profits;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.14	A Share Specific Mandate – amount and use of proceeds;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.15	A Share Specific Mandate – type and value;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.16	A Share Specific Mandate – investors and method;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.17	A Share Specific Mandate – price and its basis;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.18	A Share Specific Mandate – numbers;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.19	A Share Specific Mandate – market;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.20	A Share Specific Mandate – lock up period;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.21	A Share Specific Mandate – arrangements for accumulated undistributed profits;	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
1.22	Validity period for resolutions.	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
2.	THAT, the Merger Agreement be and is hereby approved, ratified and confirmed.	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
3.	THAT, the supplemental agreement to the Merger Agreement between the Company and the Target Company dated 4 September 2020 be and is hereby approved, ratified and confirmed.	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%
4.	THAT, the proposal to authorize the Board to issue new A Shares under the A Share Specific Mandate by the Shareholders' meeting, A Shareholders Class Meeting and H Shareholders Class Meeting be and is hereby approved, ratified and confirmed.	56,460,000 95.633645%	4,600 0.007792%	2,573,200 4.358563%

As more than two-thirds of the total number of H Shares who attended and voted on the relevant resolutions at the H Shareholders Class Meeting were cast in favour of each of these resolutions, the above resolutions were duly passed.

POLL RESULTS OF THE FIRST A SHAREHOLDERS CLASS MEETING IN 2020

As at the date of the A shareholders class meeting of the Company in 2020 (the “**A Shareholders Class Meeting**”), the total number of A Shares in issue was 7,735,820,000. As stated in the Circular, CMG, together with its associates, collectively holding 5,377,599,052 A Shares amounting to approximately 70% of the total issued A Shares as at the date of the A Shareholders Class Meeting, shall abstain, and have abstained, from voting at the A Shareholders Class Meeting. Therefore, the total number of A Shares entitling the Independent Shareholders to attend and vote for or against the resolutions at the A Shareholders Class Meeting was 2,358,220,948 A Shares. Save as disclosed above and to the best knowledge of the Board, none of the Shareholders was required to abstain from voting at the A Shareholders Class Meeting pursuant to Rule 13.40 of the Listing Rules and there were no A Shares entitling the Shareholders to attend and vote only against the resolutions at the A Shareholders Class Meeting, nor had any of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the A Shareholders Class Meeting.

The total number of A Shares entitling the Independent Shareholders who attended and voted for or against the resolutions at the A Shareholders Class Meeting was 218,097,777 (representing approximately 2.819323% of the total issued A Shares as at the date of the A Shareholders Class Meeting).

The results of the resolutions passed by way of poll at the A Shareholders Class Meeting were set out as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	THAT, the Possible Merger, A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.01	Introduction;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.02	Possible Merger – parties;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.03	Possible Merger – type and value;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.04	Possible Merger – Target Company and registration date for the Possible Merger;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.05	Possible Merger – basis of price and Exchange Ratio;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.06	Possible Merger – numbers of Shares;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.07	Possible Merger – market;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.08	Possible Merger – mechanism for Dalian Dissenting Shareholders and TC Dissenting Shareholders;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.09	Possible Merger – mechanism for liabilities, debts and creditors’ rights;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.10	Possible Merger – arrangements for transitional period;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.11	Possible Merger – arrangements for transfer or delivery of assets involved;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.12	Possible Merger – arrangements for employees;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.13	Possible Merger – arrangements for accumulated undistributed profits;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.14	A Share Specific Mandate – amount and use of proceeds;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.15	A Share Specific Mandate – type and value;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.16	A Share Specific Mandate – investors and method;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.17	A Share Specific Mandate – price and its basis;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.18	A Share Specific Mandate – numbers;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.19	A Share Specific Mandate – market;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.20	A Share Specific Mandate – lock up period;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.21	A Share Specific Mandate – arrangements for accumulated undistributed profits;	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
1.22	Validity period for resolutions.	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
2.	THAT, the Merger Agreement be and is hereby approved, ratified and confirmed.	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
3.	THAT, the supplemental agreement to the Merger Agreement between the Company and the Target Company dated 4 September 2020 be and is hereby approved, ratified and confirmed.	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%
4.	THAT, the proposal to authorize the Board to issue new A Shares under the A Share Specific Mandate by the Shareholders' meeting, A Shareholders Class Meeting and H Shareholders Class Meeting be and is hereby approved, ratified and confirmed.	217,494,977 99.723610%	602,800 0.276390%	0 0.000000%

As more than two-thirds of the total number of A Shares who attended and voted on the relevant resolutions at the A Shareholders Class Meeting were cast in favour of each of these resolutions, the above resolutions were duly passed.

The Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the EGM and the H Shareholders Class Meeting. Mr. Su Dunyuan and Mr. Shao Yudong of Jia Yuan Law Office, the PRC legal advisers of the Company, and Mr. Xia Peng and Mr. Wang Shuanghua, the representatives of the Shareholders, and Mr. Liu Xianfeng, a Supervisor, participated in the scrutiny of the poll results at the EGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting. The convening of and the procedures for holding the EGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting and the voting procedures at the EGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting were in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company.

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
25 September 2020

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

Executive Directors: WEI Minghui and SUN Dequan

Non-executive Directors: CAO Dong, QI Yue, 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 Hong Kong Companies Ordinance (equivalent to Part 16 of the Hong Kong Companies Ordinance with effect from 3 March 2014) under the English name "Dalian Port (PDA) Company Limited".*

* *For identification purposes only*