



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)

PROXY FORM FOR THE FIRST EXTRAORDINARY GENERAL MEETING IN 2008

I/We¹ _____
of _____
(address) _____
being the shareholder(s) of Dalian Port (PDA) Company Limited (the "Company") holding _____ H Shares/
Domestic Shares², hereby appoint the chairman of the meeting or³ _____
of (address) _____

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 First Extraordinary General Meeting ("EGM") at the EGM of the Company to be held at Room 602, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the People's Republic of China at 10:00 a.m. on 20 March 2008, or at any adjournment thereof, as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	approve the revised annual cap for the year 2008 for the continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) contemplated under the Terminal Facilities Design and Construction Services Agreement dated 23 March 2006 entered into between the Company and Dalian Port Corporation Limited ("PDA");		
2.	approve the revised annual cap for the year 2008 for the continuing connected transactions (as defined in the Listing Rules) contemplated under the Comprehensive Services Agreement dated 23 March 2006 entered into between the Company and PDA.		

Dated this _____ day of _____ 2008. Signature(s)⁵ _____

Notes:

- Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s). Please also delete the class of shares inapplicable (Domestic Share or H Share).
- 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 his behalf. A proxy needs not be a member of the Company. Any alterations made in this proxy form should be initialled by the person who signs it.
- IMPORTANT:** Please indicate with a "✓" in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against. If no direction is given, the proxy is entitled to vote or abstain as he thinks fit. The proxy is also entitled to vote as he thinks fit for any other resolution duly submitted to the EGM in addition to those set out in the notice of EGM.
- 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 notarized.
- 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 meeting personally or by proxy.
- 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 appointed for holding the EGM or any of its adjournments (as the case may be) at the office of the Board of Directors at Room 616, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC for the shareholders holding Domestic Shares, or at the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the shareholders holding H Shares.
- The EGM is expected to last for half a day. Shareholders attending the EGM shall be responsible of their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM must produce their identification documents. If the attending shareholder is a corporation, its legal representative or person authorized by the board or other decision making authority is required to present a copy of the relevant resolution of the board or other decision making authority approving him/her to attend the meeting on behalf of such corporation.

* The Company is registered as an overseas company under Par XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under the English name "Dalian Port (PDA) Company Limited".