



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)

PROXY FORM FOR
THE FIRST EXTRAORDINARY GENERAL MEETING IN 2009

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 23 January 2009, or at any adjournment thereof, as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

	SPECIAL RESOLUTION	FOR ⁴	AGAINST ⁴
1.	To consider and approve, subject to the respective approval of NAFMII and CSRC, the issue of fixed interest rate medium-term notes or corporate bonds (the "Issue of Bonds"), with a maximum principal amount of RMB2.5 billion and a maturity of not less than five years, and authorise the Board to determine and deal with relevant matters relating to the Issue of Bonds, including but not limited to: (a) determine the type of bonds, specific terms and conditions and other matters (including but not limited to the timing, interest rate, the tranches, rating arrangement, security arrangement and use of proceeds); (b) do all such acts which are necessary for and incidental to the Issue of Bonds (including but not limited to seeking regulatory approvals, determination of underwriting arrangements, preparation and submission of the relevant application documents to the regulatory authorities and obtaining the approvals from such authorities); (c) take all such steps which are necessary for the purposes of executing the Issue of Bonds (including but not limited to the execution of all requisite documents and the disclosure of relevant information in accordance with applicable laws and regulations). The term of validity of the resolution at the EGM on the proposed Issue of Bonds, shall be from the date of the passing of such resolution, to the conclusion of the annual general meeting of the Company for the year 2009, which shall be held in the year 2010 ("AGM"), or the expiration of the period within which the AGM is required by the Articles of Association or other applicable laws to be held, whichever is earlier.		

Dated this _____ day of _____ . 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 initiated 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 oversea company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under the English name "Dalian Port (PDA) Company Limited"