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 CLASS MEETING OF HOLDERS OF H SHARES IN 2009

I/We[1] ____
of ____
(address) ____
being the shareholder(s) of Dalian Port (PDA) Company Limited (the "Company") holding ____________________
H Shares/Domestic Shares[2], hereby appoint the chairman of the meeting or[3] ____________________
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 class meeting of holders of H shares (the "H Shareholders Class Meeting") of the Company in 2009 at the H Shareholders Class Meeting 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 11:30 a.m. on 30 November 2009 or if sooner then immediately after the conclusion of the second extraordinary general meeting (the "EGM") and the first class meeting of holders of domestic shares of the Company in 2009, or at any adjournment thereof, as indicated hereunder or, if no such indication is given, as the proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as in the circular of the Company dated 15 October 2009.

PROPOSED A SHARE ISSUE				FOR[4]	AGAINST[5]
Special Resolution					
1.	"**THAT** conditional upon the passing of resolution No. 4 proposed on the EGM and obtaining of all necessary approvals of the CSRC and other relevant regulatory authorities, the allotment and issue of A Shares by the Company and each of the following terms and conditions of the A Share Issue be approved:				
	(a)	Type of securities to be issued:	A Shares		
	(b)	Nominal value:	RMB1.00		
	(c)	Listing stock exchange:	Shanghai Stock Exchange		
	(d)	Methods of issue:	• Offering of the Public A Shares via a combination of placement through offline offering to investors with whom a market consultation on price will be conducted, public offering through online subscription at the Issue Price and other methods approved by the CSRC; and • Placement of the Consideration Shares to PDA at the Issue Price.		
	(e)	Target Subscribers:	• Public A Shares: Qualified Public A Share Investors • Consideration Shares: PDA		
	(f)	Method for determining the Issue Price:	The range for the Issue Price will be determined based on preliminary price consultation with selected potential investors. An offline cumulative bidding price consultation will then be conducted within such range. The Issue Price will be determined by the Board on the basis of the results of the cumulative bidding price consultation and the prevailing conditions of the PRC securities market at the time when the A Share Issue takes place. In any event, the Issue Price will not be less than 90% of the average trading price of the H Shares during the period of 20 Trading Days immediately prior to the publication of the preliminary prospectus for the A Share Issue.		
	(g)	Number of the A Shares to be issued:	• Not more than 1,200,000,000 Public A Shares to Qualified Public A Share Investors; and • Not more than 1,200,000,000 Consideration Shares to PDA in respect of the Initial Consideration for the Acquisition. The number of the Consideration Shares will be determined pursuant to the following formula: $\text{Number of Consideration Shares} = \frac{\text{Initial Consideration}}{\text{Issue Price}}$		

* *The Company is registered as a non-Hong Kong 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"*

			In the event that the number of the Consideration Shares determined pursuant to the above mentioned formula (i) is more than 1,200,000,000, only a total of 1,200,000,000 Consideration Shares will be issued to PDA and the difference between the amount of the proceeds from the issue of the Consideration Shares and the Initial Consideration will be paid by the Company to PDA in cash; or (ii) is equal to or less than 1,200,000,000, the number of the Consideration Shares determined pursuant to the above mentioned formula will be rounded down to the nearest multiple of 10,000 and the difference between the amount of the proceeds from the issue of the Consideration Shares and the Initial Consideration will be contributed by PDA to the capital reserve of the Company. The final number of the Public A Shares and the Consideration Shares shall be determined by the Board after the Issue Price is fixed, subject to authorisation by the Shareholders at the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting, respectively, and to approval from the relevant regulatory authorities. Pursuant to the relevant PRC laws and regulations, a number of Public A Shares representing 10% of the total number of the A Shares to be issued to the public will be created by conversion from an equal number of the Domestic Shares currently held by PDA and other existing Domestic Shareholders (as the holders of the state-owned Domestic Shares). Such number of Public A Shares will be transferred to the NSSF Council for nil consideration. The final number of Public A Shares to be so created by conversion and allocated to the NSSF Council will be subject to the determination of the final number of A Shares to be issued pursuant to the A Share Issue, and confirmation by the relevant PRC state-owned assets supervision and administration authorities.		
	(h)	Rights attached to the A Shares:	Except as otherwise provided in the relevant laws, administrative regulations, departmental rules and other regulatory documents and the Articles, holders of the A Shares will be entitled to the same rights as the holders of existing Domestic Shares and H Shares in all respects.		
	(i)	Listing of the Domestic Shares	Application will be made to the Shanghai Stock Exchange for all Domestic Shares comprising the existing Domestic Shares, the Public A Shares and Consideration Shares shall be applied to be listed on the Shanghai Stock Exchange.		
	(j)	Term	The above resolutions (a) to (i), if approved, shall be valid for a period of 12 months from the date of approval at the H Shareholders Class Meeting."		

Dated this ______________ day of __________________________ . Signature(s)[5] ____________________________

Notes:

1. Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If you wish to appoint any person other than the chairman of the meeting 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 meeting 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 initialed by the person who signs it.
4. **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 meeting in addition to those set out in the notice of H Shareholders Class Meeting.
5. 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.
6. In cases of joint holders of a share, any one of such holders is entitled to vote at the meeting, 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.
7. 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 meeting 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.
8. The meeting is expected to last for half a day. Shareholders attending the meeting shall be responsible of their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting 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.