



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 of H share: 2880; Stock Code of A share: 601880)

PROXY FORM FOR 2013 FIRST CLASS MEETING OF THE HOLDERS OF A SHARES TO BE HELD ON 25 JANUARY 2013

I/We¹ _____
of (address) _____
being the shareholder(s) of Dalian Port (PDA) Company Limited (the “Company”) holding _____ A Shares²,
hereby appoint the chairman of the meeting or³ _____ 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 2013 First Class Meeting of The Holders of A Shares of the Company
to be held at Room 109, PDA Group Building, No.1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the People Republic of
China at 11:00 a.m. on 25 January 2013, or at any adjournment thereof, as indicated hereunder or, if no such indication is given, as the proxy
thinks fit.

Unless otherwise indicated in this proxy form, capitalized terms used herein shall have the same meanings as those defined in the circular of the
Company dated 6 December 2012.

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1.	“THAT is hereby approved: (a) subject to the aggregate nominal value of H Shares which may be repurchased pursuant to the approval in this paragraph (a) shall not exceed 10 percent of the existing issued H Shares of the Company as at the date of the passing of this resolution and (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase H shares of RMB1.00 each in issue in the capital of the Company (the “H Shares”) on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), subject to and in accordance with applicable laws, rules and regulations and/or requirements of the governmental or regulatory body in the PRC, the Hong Kong Stock Exchange or of any other stock exchange, be and is hereby approved (the “H Share Repurchase Mandate”); (b) the approval in paragraph (a) above shall be conditional upon: (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (b)(i)) at the extraordinary general meeting for shareholders of the Company, the class meeting for holders of A Shares of the Company and the class meeting for holders of H Shares of the Company to be held on Friday, 25 January 2013 (or on such adjourned date as may be applicable), respectively; (ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 35 of the Articles of Association of the Company; (c) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of: (i) the conclusion of the next annual general meeting following the passing of this special resolution; (ii) the expiration of a period of twelve months following the passing of this special resolution; or (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting or by a special resolution of holders of H Shares or holders of A Shares of the Company at their respective class meetings; and			

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
	(d) subject to approval of all relevant governmental authorities in the PRC for the H Share Repurchase Mandate being granted, the Directors are and be hereby authorised to: (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase etc; (ii) notify creditors in accordance with the PRC Company Law and articles of association of the Company; (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures; (iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the China Securities Regulatory Commission; (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, and to carry out statutory registrations and filings within and outside China; and (vi) approve and execute, on behalf of the Company, documents and matters related to share repurchase.”			

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).
- 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 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 a resolution. Please indicate with a “√” in the appropriate box under the column marked “Abstain” if you wish to abstain from voting on a resolution. Failure to tick the box will entitle your proxy to cast your vote at his discretion. The proxy is also entitled to vote at his discretion on any other resolution duly submitted to the meeting in addition to those set out in the notice of meeting.
- This proxy form must be signed by you or your attorney duly authorized in writing, or under the common seal or under the hand of a director or a duly authorized attorney in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorization document giving such authorization shall be notarized.
- 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.
- To be valid, this proxy form together with any notarised copy of the power of attorney or other authorization 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 Company’s board office at Room 616, No.1 Gangwan Street, Zhongshan District, Dalian, PRC.

Completion and return of this proxy form will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should such shareholders so wish.
- The meeting is expected to last for half a day. Shareholders attending the meeting shall be responsible of their own transportation and accommodation expenses.

* 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”.