



大連港股份

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 EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 30 NOVEMBER 2016**

I/We^(Note 1) _____

of (address) _____

being the shareholder(s) of Dalian Port (PDA) Company Limited (the "Company") holding _____ H Shares^(Note 2), hereby appoint the chairman of the meeting or^(Note 3) _____ 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 extraordinary general meeting of the Company to be held at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC at 9:00 a.m. on 30 November 2016 or at any adjournment thereof (the "EGM"), as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1.	To consider and approve the election of Mr. Zhang Yiming as an executive Director of the Company and to authorize the Board to determine his annual remuneration as an executive Director.			

Dated this _____ day of _____ 2016 Signature(s)^(Note 5) _____

Notes:

- Full name(s) (in Chinese or English) and address(es) as shown in the register of members of the Company to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form 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 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 your 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 the resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against the resolution. Please indicate with a "✓" in the appropriate box under the column marked "Abstain" if you wish to abstain from voting on the resolution, and the shares abstained will be counted in the calculation of the required majority. 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 EGM in addition to those set out in the notice of EGM.
- 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 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 notarized 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 EGM or any of its adjournments (as the case may be) at the Company's H share registrar, Computershare Hong Kong Investor Services Limited at shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the shareholders holding H Shares.
- Shareholders attending the EGM in person or by proxy shall be responsible for their own transportation and accommodation expenses.

* The Company is registered as a Non-Hong Kong company under Part XI of the previous Companies Ordinance (equivalent to Part 16 of the Companies Ordinance with effect from 3 March 2014) under the English name "Dalian Port (PDA) Company Limited".