



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 25 SEPTEMBER 2020

To: Dalian Port (PDA) Company Limited*

I/We¹

of (address) _____

being the shareholder(s) of Dalian Port (PDA) Company Limited* (the "Company") holding _____ H 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 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, the PRC at 9:00 a.m. on Friday, 25 September 2020 or at any adjournment thereof (the "EGM"), as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1.	THAT, the Possible Merger, A Share Specific Mandate and related transactions are in line with relevant laws and regulations on major asset restructuring of listed issuers.			
2.	THAT, the Possible Merger, A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.			
2.01	Introduction;			
2.02	Possible Merger – parties;			
2.03	Possible Merger – type and value;			
2.04	Possible Merger – Target Company and registration date for the Possible Merger;			
2.05	Possible Merger – basis of price and Exchange Ratio;			
2.06	Possible Merger – numbers of Shares;			
2.07	Possible Merger – market;			
2.08	Possible Merger – mechanism for Dalian Dissenting Shareholders and TC Dissenting Shareholders;			
2.09	Possible Merger – mechanism for liabilities, debts and creditors' right;			
2.10	Possible Merger – arrangements for transitional period;			
2.11	Possible Merger – arrangements for transfer or delivery of assets involved;			
2.12	Possible Merger – arrangements for employees;			
2.13	Possible Merger – arrangements for accumulated undistributed profits;			
2.14	A Share Specific Mandate – amount and use of proceeds;			
2.15	A Share Specific Mandate – type and value;			
2.16	A Share Specific Mandate – investors and method;			
2.17	A Share Specific Mandate – price and its basis;			
2.18	A Share Specific Mandate – numbers;			
2.19	A Share Specific Mandate – market;			
2.20	A Share Specific Mandate – lock up period;			
2.21	A Share Specific Mandate – arrangements for accumulated undistributed profits;			
2.22	Validity period for resolutions.			
3.	THAT, the Draft Report for the Possible Merger, A Share Specific Mandate and Related Transactions 《大連港股份有限公司換股吸收合併營口港務股份有限公司並募集配套資金暨關聯交易報告書(草案)》 be and is hereby approved, ratified and confirmed. Details of the aforesaid draft report were set out in an overseas regulatory announcement of the Company published on the website of the Stock Exchange on 4 September 2020.			
4.	THAT, the Merger Agreement be and is hereby approved, ratified and confirmed.			
5.	THAT, the supplemental agreement to the Merger Agreement between the Company and the Target Company dated 4 September 2020 be and is hereby approved, ratified and confirmed.			
6.	THAT, the proposal to authorize the Board to issue new A Shares under the A Share Specific Mandate by the Shareholders' meeting, A Shareholders Class Meeting and H Shareholders Class Meeting be and is hereby approved, ratified and confirmed.			
7.	THAT, the Possible Merger, A Share Specific Mandate and related transactions constitute major asset restructuring and connected transactions.			
8.	THAT, the accountant's report and unaudited pro forma financial statement in relation to the Possible Merger, A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.			
9.	THAT, the valuation report in relation to the Possible Merger, A Share Specific Mandate and related transactions be and are hereby approved, ratified and confirmed.			
10.	THAT, the independence of valuation institution, the reasonableness of valuation assumptions, the relevance of valuation means and ends and the fairness of valuation is hereby confirmed.			
11.	THAT, the Possible Merger, A Share Specific Mandate and related transactions are in line with Administrative Measures for Major Assets Restructuring of Listed Companies 《上市公司重大資產重組管理辦法》 Article 11 and Article 43.			
12.	THAT, the Possible Merger, A Share Specific Mandate and related transactions are in line with Regulations on Major Assets Restructuring of Listed Companies 《關於規範上市公司重大資產重組若干問題的規定》 Article 4.			
13.	THAT, the Possible Merger, A Share Specific Mandate and related transactions do not constitute listing by restructuring under Article 13 of Administrative Measures for Major Assets Restructuring of Listed Companies 《上市公司重大資產重組管理辦法》.			
14.	THAT, the Share price fluctuation does not meet relevant threshold in Article 5 of Notice on Standardizing Information Disclosure of Listed Companies and Relevant Parties 《關於規範上市公司信息披露及相關各方行為的通知》.			
15.	THAT, the Possible Merger, A Share Specific Mandate and related transactions do not dilute the Company's spot return.			
ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
16.	THAT, the report on the use of previous proceeds of the Company be and is hereby confirmed.			
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
17.	THAT, the Board and its authorized person are authorized to handle all matters related to the Possible Merger, A Share Specific Mandate and related transactions.			

Details of the above ordinary and special resolutions were/will be set out in the circular dated 10 September 2020 (the "Circular") and the notice of EGM dated 4 September 2020 (the "Notice"). Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the Notice.

Dated this _____ day of _____, 2020

Signature(s)⁶ _____

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

* For identification purposes only

Notes:

1. 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.
2. 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).
3. 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.
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. Please indicate with a "✓" in the appropriate box under the column marked "Abstain" if you wish to abstain from voting on a 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.
5. **Please note with particular attention that the shares held by you carrying voting rights will be counted towards the number of shares carrying voting rights represented by the shareholders attending this EGM.**
6. 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.
7. 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.
8. 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 Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the shareholders holding H Shares.
9. Shareholders attending the EGM in person or by proxy shall be responsible for their own transportation and accommodation expenses.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar.