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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)**

## **NOTICE OF 2012 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of H shares (the “**H Shareholders Class Meeting**”) of the Dalian Port (PDA) Company Limited (the “**Company**”) will be held at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the People's Republic of China (the “**PRC**”) on Thursday, 5 January 2012 at 11:10 a.m. (or immediately after the conclusion or adjournment of the Extraordinary General Meeting (the “**EGM**”) and a class meeting of the holders of A shares of the Company which will be held at the same place and date) for the purpose of considering and, if thought fit, passing the following resolution:

### **SPECIAL RESOLUTION**

#### **1. “THAT**

- (a) subject to the aggregate nominal value of A Shares which may be repurchased pursuant to the approval in this paragraph (a) shall not exceed 10 percent of the existing issued A Shares of the Company as at the date of the passing of this resolution and (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase A shares of RMB1.00 each in issue in the capital of the Company, subject to and in accordance with applicable laws, rules and regulations and/or requirements of the governmental or regulatory body in the PRC, the Shanghai Stock Exchange or of any other stock exchange, be and is hereby approved (the “**A Share Repurchase Mandate**”);
- (b) subject to the aggregate nominal value of H Shares which may be repurchased pursuant to the approval in this paragraph (b) shall not exceed 10 percent of the existing issued H Shares of the Company as at the date of the passing of this

\* *The Company is registered as a Non-Hong Kong company under Par XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under the English name “Dalian Port (PDA) Company Limited”.*

resolution and (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) 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**”);

- (c) the approval in paragraphs (a) and (b) 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 (c)(i)) at the extraordinary general meeting for shareholders of the Company to be held on Thursday, 5 January 2012 (or on such adjourned date as may be applicable); and the class meeting for holders of A Shares of the Company to be held on Thursday, 5 January 2012 (or on such adjourned date as may be applicable);
  - (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;
- (d) 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
- (e) subject to approval of all relevant governmental authorities in the PRC for the A Share Repurchase Mandate and 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 cancelation 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.”

By Order of the Board of Directors  
**ZHU Hongbo LEE, Kin Yu, Arthur**  
*Joint Company Secretaries*

17 November 2011

*Notes:*

1. In order to determine the holders of H Shares who are entitled to attend the H Shareholders Class Meeting, the H Share registers of members of the Company shall be closed from Tuesday, 6 December 2011 to Thursday, 5 January 2012 (both days inclusive), during which no transfer of H Shares will be registered. Holders of the H Shares whose names appear on the H Share registers of members on Tuesday, 6 December 2011 are entitled to attend the H Shareholders' Class Meeting. In order to be entitled to attend and vote at the H Shareholders Class Meeting, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 5 December 2011.
2. Holders of H Shares, who intend to attend the class meeting of the H Shareholders Class Meeting, must complete the reply slips for attending the H Shareholders Class Meeting and return them by hand, by post or by fax to the Office of the Board of Directors of the Company no later than 20 days before the date of the H Shareholders Class Meeting, i.e. no later than 5:00 p.m. on Thursday, 15 December 2011.

Details of the Office of the Board of Directors of the Company are as follows:

Room 616, PDA Building  
No.1, Gangwan Street  
Zhongshan District  
Dalian City, Liaoning Province  
PRC  
Postal Code: 116004  
Telephone No.: 86 411 8262 3910/8262 3923  
Facsimile No.: 86 411 8262 3159

3. Each holder of H Shares who has the right to attend and vote at the H Shareholders Class Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his/her behalf at the H Shareholders Class Meeting.
4. The instruments appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorized attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization documents must be notarized.
5. The proxy form together with the power of attorney or other authorization document (if any) must be deposited at the H Share registrar of the Company, at the address as stated in Note 1 above not less than 24 hours before the time fixed for holding the H Shareholders' Class Meeting or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should you so wish.

6. Shareholders attending the H Shareholders Class Meeting shall be responsible for their own transportation and accommodation expenses.
7. Pursuant to rule 13.39(4) of the Hong Kong Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the votes of the shareholders of the Company at the H Shareholders Class Meeting shall be taken by poll.

As at the date of this notice, the Directors are:

*Executive Directors:* SUN Hong, ZHANG Fengge, XU Song and ZHU Shiliang

*Non-executive Directors:* XU Jian and ZHANG Zuogang

*Independent Non-executive Directors:* LIU Yongze, GUI Liyi and WAN Kam To, Peter