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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)

Overseas Regulatory Announcement

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

By Order of the Board
WANG Jilu LEE, Kin Yu Arthur
Joint Company Secretaries

Dalian City, Liaoning Province, the People's Republic of China
12 January 2018

As at the date of this announcement, the Board of the Company comprises:

Executive Directors: ZHANG Yiming and WEI Minghui

Non-executive Directors: BAI Jingtao, XU Song, ZHENG Shaoping and YIN Shihui

Independent non-executive Directors: WANG Zhifeng, SUN Xiyun and LAW Man Tat

* *The Company is registered as 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".*

**Announcement on progress of the transfer of equity
interests in the controlling shareholder at nil
consideration of Dalian Port (PDA) Company
Limited**

The Board of the Company and all of its members warrant that the contents of this announcement do not contain any misrepresentations or misleading statements and there is no material omissions, and individually and jointly accept full responsibilities for the truthfulness, accuracy and completeness of the contents contained in this announcement.

State-Owned Assets Supervision and Administration Commission of the People's Government of Dalian (hereinafter referred to as "Dalian SASAC"), the controller de facto of Dalian Port (PDA) Company Limited (hereinafter referred to as the "Company" or "Dalian Port") proposed to transfer 100% equity interests in Dalian Port Corporation Limited* (大連港集團有限公司), the controlling shareholder of the Company, to

Liaoning North East Asia Gang Hang Development Co., Ltd.* (遼寧東北亞港航發展有限公司) (hereinafter referred to as "Gang Hang Development") at nil consideration (hereinafter referred to as "Transfer of equity interests in PDA at nil consideration"), while State-owned Assets Supervision and Administration Commission of the People's Government of Yingkou proposed to transfer its 100% equity interests in Ying Kou Port Group Corporation* (營口港務集團有限公司) to Gang Hang Development at nil consideration (hereinafter referred to as "Transfer of equity interests in YKP at nil consideration" and together with Transfer of equity interests in PDA at nil consideration, the "Transfers at nil consideration").

On 12 January 2018, the Company received the notice from Dalian Port Corporation Limited, the controlling shareholder of the Company that Gang Hang Development has received the Approval on the waiver from the obligation of Gang Hang Development to make an offer for the shares of Dalian Port (PDA) Company Limited (Zheng Jian Xu Ke [2018] No. 100) and the Approval on the waiver from the

obligation of Gang Hang Development to make an offer for the shares of Ying Kou Port Group Corporation (Zheng Jian Xu Ke [2018] No. 91) from the China Securities Regulatory Commission (hereinafter referred to as “CSRC”), which mainly relate to the waiver from the obligation of Gang Hang Development to make an offer for the shares as a result of controlling 5,378,564,752 A shares in Dalian Port (or 6,100,730,752 shares in Dalian Port in aggregate, representing approximately 47.31% of the total share capital of Dalian Port) and 5,067,415,378 shares in Ying Kou Port Group Corporation (hereinafter referred to as “YKP”), representing approximately 78.29% of the total share capital of YKP), following the transfer of state-owned assets. Gang Hang Development shall make information disclosure in a timely manner in accordance with the relevant requirements. Gang Hang Development shall complete the relevant procedures with Dalian Port and YKP in accordance with the relevant requirements. Should there be material matters required to be disclosed in accordance with laws and regulations or material issues in the completion of the transfers, Gang Hang Development shall promptly report to CSRC.

Following the completion of the Transfers at nil consideration, Gang Hang Development shall indirectly control 6,100,730, 752 shares in the Company, representing approximately 47.31% of the total share capital of the Company, through Dalian Port Corporation Limited and Liaoning Gangwan Financial Holding Group Co., Ltd., a wholly-owned subsidiary of Ying Kou Port Group Corporation. Gang Hang Development shall be the indirect controlling shareholder of the Company and the controller de facto of the Company shall change to State-owned Assets Supervision and Administration Commission of Liaoning Provincial Government from Dalian SASAC.

The Company shall continue to monitor the progress of the Transfers at nil consideration and shall make information disclosure in a timely manner in accordance with the relevant requirements.

The announcement is hereby made.

The Board of Dalian Port (PDA) Company Limited
12 January 2018

* *for identification purpose only*