



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 ANNUAL GENERAL MEETING TO BE
HELD ON 29 JUNE 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 annual general meeting of the Company to be held
at 9:00 a.m. on Monday, 29 June 2020 at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, the PRC or at
any adjournment thereof (the "AGM"), as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1.	To consider and approve the annual report of the Company for the year ended 31 December 2019 (published on the Company's website: www.dlport.cn).			
2.	To consider and approve the report of the Board for the year ended 31 December 2019 (published on the Company's website: www.dlport.cn).			
3.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019 (published on the Company's website: www.dlport.cn).			
4.	To consider and approve the audited consolidated financial statements and the auditors' report of the Company for the year ended 31 December 2019 (details stated in the annual report of the Company for the year ended 31 December 2019).			
5.	To consider and approve the profit distribution plan for the year ended 31 December 2019, and to authorise the Board to delegate the authority to any one executive Director to deal with the matters in relation thereto according to the relevant laws, regulations and the Listing Rules.			
6.	To consider and approve the re-appointment of Ernst & Young Hua Ming LLP as the auditor of the Company for the year ending 31 December 2020 and to hold office until the conclusion of the next annual general meeting. The total fees payable for the audit services to the Group for the year of 2020 will be RMB4,180,000 (exclusive of tax), RMB3,080,000 of which is for the audit services to the Company.			

Details of the above resolutions were set out in the circular dated 15 May 2020 (the "Circular") and the notice of the AGM dated 15 May 2020 (the "Notice") of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

Dated this _____ day of _____ 2020 Signature(s)⁵ _____

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 registered in your name(s).
3. If you wish to appoint any person other than the chairman of the AGM 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 AGM 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 favor 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, 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 AGM in addition to those set out in the notice of the AGM.
5. This proxy form must be signed by you or your attorney duly authorised in writing, or under the common seal or under the hand of a director or a duly authorised attorney in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorisation document giving such authorisation shall be notarised.
6. In cases of joint holders of a Share, any one of such holders is entitled to vote at the AGM, 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 AGM personally or by proxy.
7. To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be) at the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1216 – 1217, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the Shareholders holding H Shares of the Company.
8. Shareholders attending the AGM 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 H 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 H Share Registrar.

* 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