



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)

REVISED PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 FEBRUARY 2020

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 resolution set out in the notice and supplemental 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, 28 February 2020 or at any adjournment thereof (the "EGM"), as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1.	To approve, confirm and ratify the New Financial Services Agreement and the transactions contemplated thereunder, and the related proposed annual caps: (including the annual caps for each of the two years ending 31 December 2020 and 2021 for transactions that will only constitute connected transactions under Chapter 14A of the Listing Rules), and authorize the Board or any executive Director to take all such steps and execute all such documents as it/he considers necessary or expedient or desirable in connection with or to give effect to the agreement.			
ORDINARY RESOLUTION		Cumulative Voting ⁵⁻⁶ (Please insert the number of votes)		
2.	To consider and approve the election of the Directors:			
2.1	To approve the appointment of Mr. Sun Dequan as an executive Director, with a term of office commencing from the date of approval at the EGM until the expiry of the term of the fifth session of the Board. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
2.2	To approve the appointment of Ms. Wen Ling as a non-executive Director, with a term of office commencing from the date of approval at the EGM until the expiry of the term of the fifth session of the Board. No remuneration shall be paid to her for her service as a Director, and no other welfare or bonus shall be paid.			

Details of the above ordinary resolutions were/will be set out in the circular dated 13 January 2020 (the "Circular"), the notice of EGM dated 13 January 2020 (the "Original Notice"), the supplemental circular dated 13 February 2020 (the "Supplemental Circular") and the supplemental notice dated 13 February 2020 (the "Supplemental Notice"). Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the Circular, the Original Notice, the Supplemental Circular and the Supplemental Notice.

Dated this _____ day of _____ 2020 Signature(s)⁷ _____

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 revised proxy needs not be a member of the Company. Any alterations made in this revised 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 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.
- Each of the shares held by you shall carry the same number of votes corresponding to the number of the directors to be elected in respect of resolutions No. 2. You may exercise your voting rights by casting all your votes represented by your shares on each director candidate in equal numbers, or casting all your votes represented by your shares on one or a few director candidate(s) only. For example, if you hold 100 shares, you will be entitled to a total of 200 votes in respect of each of resolutions No. 2. Out of the relevant number of votes, you can either cast 100 votes for each director candidate, or cast all your relevant number of votes for one or a few of the director candidate(s). If you have cast all your votes represented by each of your shares corresponding to the number of the directors to be elected on one of the director candidates, you shall have no right to vote on any other director candidates, i.e., the total number of the votes cast on all director candidates shall not exceed the total number of the votes represented by all the shares held by you.
Please note with particular attention that, if the total number of votes cast by you on one or all of the director candidate(s) exceeds the total number of the votes carried by all your shares, all the votes cast by you shall be invalid and you shall be deemed to be abstained from voting; if the total number of votes cast by you on one or all of the director candidate(s) is less than the total number of the votes carried by all your shares, the votes cast by you shall be valid and the votes not cast shall be deemed to have been waived by you. A director candidate who has received favorable votes exceeding half of the number of shares carrying voting rights (assuming the cumulative voting has not been applied) represented by the shareholders attending the EGM shall be elected as a Director.
- Please note with particular attention that the shares held by you carrying voting rights (assuming the cumulative voting has not been applied) will be counted towards the number of shares carrying voting rights represented by the shareholders attending this EGM.
- This revised 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 revised 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 revised 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, 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- "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").
- 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 revised proxy form.
- 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.
- 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.

* 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