



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 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 and supplemental 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.			
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
7.	To consider and approve the proposed amendments to the articles of association of the Company and authorise the Board to apply for all necessary approvals and make all necessary filings and registrations with the relevant authorities in relation to such amendments.			
8.	To consider and approve the election or re-election of the directors of the Company (the "Director"):	Cumulative Voting ⁵⁻⁶ (Please insert the number of votes)		
8.1	To re-elect Mr. Wei Minghui as an executive Director for the sixth session of the board of Directors of the Company (the "Board") for a term of three years commencing from the date of approval at the AGM. During his term of service, the remuneration standard and total remuneration payable to Mr. Wei Minghui shall be determined in accordance with the Company's salary regulations and regulations on business performance appraisal. In addition, no other welfare or bonus shall be paid.			
8.2	To re-elect Mr. Cao Dong as a non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
8.3	To elect Mr. Qi Yue as a non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
8.4	To re-elect Mr. Sun Dequan as an executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. During his term of service, the remuneration standard and total remuneration payable to Mr. Sun Dequan shall be determined in accordance with the Company's salary regulations and regulations on business performance appraisal. In addition, no other welfare or bonus shall be paid.			
8.5	To re-elect Mr. Yuan Yi as a non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Director, and no other welfare or bonus shall be paid.			
8.6	To elect Ms. Na Danhong as a non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to her for her service as a Director, and no other welfare or bonus shall be paid.			
9.	To consider and approve the election or re-election of the independent non-executive Directors:	Cumulative Voting ⁵⁻⁶ (Please insert the number of votes)		
9.1	To elect Mr. Li Zhiwei as an independent non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. The Company shall pay him the remuneration of RMB200,000 before tax per year for his service as an independent Director. In addition, no other welfare or bonus shall be paid.			
9.2	To elect Dr. Liu Chunyan as an independent non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. The Company shall pay him the remuneration of RMB200,000 before tax per year for his service as an independent Director. In addition, no other welfare or bonus shall be paid.			
9.3	To re-elect Mr. Law Man Tat as an independent non-executive Director for the sixth session of the Board for a term of three years commencing from the date of approval at the AGM. The Company shall pay him the remuneration of RMB250,000 before tax per year for his service as an independent Director. In addition, no other welfare or bonus shall be paid.			
ORDINARY RESOLUTIONS		Cumulative Voting ⁵⁻⁶ (Please insert the number of votes)		
10.	To consider and approve the election or re-election of the supervisors of the Company (the "Supervisors"):			
10.1	To re-elect Mr. Jia Wenjun as a Supervisor for the sixth session of the supervisory committee of the Company for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Supervisor, and no other welfare or bonus shall be paid.			
10.2	To elect Mr. Jia Ming as a Supervisor for the sixth session of the supervisory committee of the Company for a term of three years commencing from the date of approval at the AGM. No remuneration shall be paid to him for his service as a Supervisor, and no other welfare or bonus shall be paid.			
10.3	To elect Mr. Wang Zhifeng as an independent Supervisor for the sixth session of the supervisory committee of the Company for a term of three years commencing from the date of approval at the AGM. The Company shall pay him the remuneration of RMB100,000 before tax per year for his service as an independent Supervisor of the Company. In addition, no other welfare or bonus shall be paid.			

Details of the above resolutions were set out in the circular dated 15 May 2020 (the "Circular"), the notice of the AGM dated 15 May 2020 (the "Notice"), the supplemental circular dated 12 June 2020 (the "Supplemental Circular") and the supplemental notice of the AGM dated 12 June 2020 (the "Supplemental Notice") of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular, the Notice, the Supplemental Circular and the Supplemental Notice.

Dated this _____ day of _____, 2020

Signature(s)⁷ _____

* 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 revised 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 revised 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. **Each of the Shares held by you shall carry the same number of votes corresponding to the number of the directors/supervisors to be elected in respect of resolutions No. 8, 9 and 10. You may exercise your voting rights by casting all your votes represented by your Shares on each director/supervisor candidate in equal numbers, or casting all your votes represented by your Shares on one or a few director/supervisor candidate(s) only.** For example, if you hold 100 Shares, you will be entitled to a total of 600 votes, 300 votes and 300 votes in respect of each of resolutions No. 7, 8 and 9. Out of the relevant number of votes, you can either cast 100 votes for each director/supervisor candidate, or cast all your relevant number of votes for one or a few of the director/supervisor candidate(s). If you have cast all your votes represented by each of your Shares corresponding to the number of the directors/supervisors to be elected on one of the director/supervisor candidates, you shall have no right to vote on other director/supervisor candidates, i.e., the total number of the votes cast on all director/supervisor 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/supervisor 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/supervisor 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/supervisor 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 AGM shall be elected as a Director/Supervisor.
6. **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 AGM.**
7. This revised 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 revised proxy form is signed by an attorney, the power of attorney or other authorisation document giving such authorisation shall be notarised.
8. 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.
9. To be valid, this revised 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 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the Shareholders holding H Shares of the Company.
10. 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 revised 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.