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## **Dalian Port (PDA) Company Limited\***

*(a sino-foreign joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 2880)**

### **RESULTS OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2010 AND CHANGE IN AUDITOR APPOINTMENT OF DIRECTORS AND SUPERVISORS PAYMENT OF FINAL DIVIDEND**

#### **VOTING RESULTS OF AGM**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 24 June 2011 were duly passed by the Shareholders by way of poll.

#### **CHANGE IN AUDITORS**

The term of office of the Company's international auditors, Ernst & Young expired at the conclusion of AGM. In light of the amendments to the Articles of Association have been approved by the Shareholders at the AGM to allow the financial statements of the Company to be prepared in accordance with the PRC accounting standards and any results or financial information published or disclosed by the Company to be prepared in accordance with the PRC accounting standards, the Company will not re-appoint Ernst & Young as its international auditors but continue to engage Ernst & Young Hua Ming as the auditor of the Company to audit the financial statements to be prepared by the Company in accordance with the PRC accounting standards using the PRC auditing standards.

The Board and Ernst & Young have confirmed that there are no circumstances connected with the retirement of Ernst & Young which needs to be brought to the attention of the Shareholders of the Company.

#### **APPOINTMENT OF DIRECTORS**

It is further announced that Mr. Sun Hong, Mr. Zhang Fengge, Mr. Xu Song, Mr. Zhu Shiliang, Mr. Xu Jian, Mr. Zhang Zuogang, Mr. Liu Yongze, Mr. Gui Liyi and Mr. Wan Kam To, Peter, have been elected as the directors of the third session of the Board

of the Company.

### **APPOINTMENT OF SUPERVISORS**

It is further announced that Mr. Fu Bin, Ms. Su Chunhua, Mr. Zhang Xianzhi and Mr. Lv Jing have been elected by the Shareholders as the supervisors of the third session of the supervisor committee of the Company and Mr. Xu Fangshen and Ms. Gui Yuchan have been elected by the employee representatives of of the Company as the supervisors of the third session of the supervisor committee of the Company as their representatives.

### **PAYMENT OF FINAL DIVIDEND**

The Board also wishes to notify the Shareholders of the details relating to the payment.

Reference is made to the circular and the supplemental circular of Dalian Port (PDA) Company Limited (the “**Company**”) dated 9 May 2011 and 7 June 2011 (the “**Circulars**”) and the notice and the supplemental notice of the Company dated 9 May 2011 and 7 June 2011 (the “**AGM Notices**”) for convening the annual general meeting (the “**AGM**”) for the year 2010 of the Company. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

The AGM of the Company was held at the conference room of the Company at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning province, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Friday, 24 June 2011 and chaired by Mr. Sun Hong, Chairman of the board of directors (the “**Board**”). As at the date of the AGM, the total number of Shares in issue was 4,426,000,000 , being the total number of shares entitling the Shareholders to attend and vote for or against the proposed resolutions at the AGM. The total number of Shares held by the Shareholders who attended the AGM was 3,044,467,660, representing approximately 68.79 % of the total number of the Shares entitling the Shareholders to attend and vote at the AGM. There were no Shareholders of the Company entitled to attend and vote only against any resolutions proposed to the Shareholders at the AGM. The convening of the AGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company (the “**Articles of Association**”).

### **VOTING RESULTS OF AGM**

The results of the resolutions passed by way of poll at the AGM were set out as follows:

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <sup>Note1</sup>	<b>AGAINST</b> <sup>Note1</sup>	<b>ABSTAIN</b> <sup>Note1</sup>
1.	To consider and approve the report of the board of directors of the Company for the year of 2010.	304,446,260 99.999835%	2,000 0.000066%	3,000 0.000099%
		A Shares :	A Shares: 0	A Shares: 0

		2,467,013,200 H Shares : 577,449,460	H Shares : 2,000	H Shares : 3,000
2.	To consider and approve the report of the supervisory committee of the Company for the year of 2010.	30,444,626,660 99.999835%  A Shares : 2,467,013,200 H Shares : 577,449,460	2,000 0.000066%  A Shares: 0 H Shares : 2,000	3,000 0.000099%  A Shares: 0 H Shares : 3,000
3.	To consider and approve the audited consolidated financial statements of the Company for the year of 2010.	3,044,462,660 99.999835%  A Shares : 2467013200 H Shares : 577449460	2,000 0.000066%  A Shares: 0 H Shares : 2000	3,000 0.000099%  A Shares: 0 H Shares : 3000
4.	To consider and approve the final dividend distribution for the year ended 31 December 2010.	3,044,462,660 99.999835%  A Shares : 2,467,013,200 H Shares : 577,449,460	2,000 0.000066%  A Shares: 0 H Shares : 2,000	3,000 0.000099%  A Shares: 0 H Shares : 3,000
5.	To consider and approve the appointment of Ernst & Young Hua Ming as the auditors and the auditor for internal control of the Company to hold office until the conclusion of the next annual general meeting and authorize the board of directors of the Company to fix the auditor's remuneration.	3,028,233,692 99.466771%  A Shares : 2,467,013,200 H Shares : 561,220,492	16,230,968 0.533130%  A Shares: 0 H Shares : 16,230,968	3,000 0.000099%  A Shares: 0 H Shares : 3,000
6.	To consider and approve: A.the adjusted remuneration standards for the independent non-executive directors and the independent supervisors of the Company with effect from 1 January 2011, and to pay the current independent non-executive directors and independent supervisors of the Company the differences between their respective existing remunerations and the adjusted remuneration standards for the period starting from 1 July 2010 to 31 December 2010. B.that the Board be and hereby authorised to study and decide to implement, where appropriate, the feasible scheme on liability insurance for directors and supervisors relating to the performance of their duties as a director or a supervisor of the Company.	3,044,462,660 99.999835%  A Shares : 2,467,013,200 H Shares : 577,449,460  2,631,681,593 86.441437%  A Shares : 2,467,013,200 H Shares : 164,668,393	2,000 0.000066%  A Shares: 0 H Shares : 2,000  311,472,614 10.230774%  A Shares: 0 H Shares : 311,472,614	3,000 0.000099%  A Shares: 0 H Shares : 3,000  101,313,453 3.327789%  A Shares: 0 H Shares : 101,313,453
7.	To consider and approve the election or re-election of directors of the Company and the remunerations thereof:			

<p>A. That the re-election of Mr. Sun Hong as an executive director of the Company effective from the conclusion of the AGM and for a term of three years; his annual remuneration shall be RMB 500,000.</p>	<p>3,012,879,380 98.962436%</p> <p>A Shares : 2,467,013,200</p> <p>H Shares : 545,866,180</p>	<p>31,585,280 1.037465%</p> <p>A Shares: 0</p> <p>H Shares : 31,585,280</p>	<p>3,000 0.000099%</p> <p>A Shares: 0</p> <p>H Shares : 3,000</p>
<p>B. That the re-election of Mr. Zhang Fengge as an executive director of the Company effective from the conclusion of the AGM and for a term of three years; his annual remuneration shall be RMB 400,000.</p>	<p>3,029,280,660 99.501160%</p> <p>A Shares : 2,467,013,200</p> <p>H Shares : 562,267,460</p>	<p>15,184,000 0.498741%</p> <p>A Shares: 0</p> <p>H Shares : 15,184,000</p>	<p>3,000 0.000099%</p> <p>A Shares: 0</p> <p>H Shares : 3,000</p>
<p>C. That the re-election of Mr. Xu Song as an executive director of the Company effective from the conclusion of the AGM and for a term of three years, and authorize the board of directors of the Company to determine his remuneration by reference to his performance appraisal results in accordance with the performance appraisal system for the senior management of the Company.</p>	<p>2,950,053,660 96.898834%</p> <p>A Shares : 2,467,013,200</p> <p>H Shares : 483,040,460</p>	<p>15,184,000 0.498741%</p> <p>A Shares: 0</p> <p>H Shares : 15,184,000</p>	<p>79,230,000 2.602425%</p> <p>A Shares: 0</p> <p>H Shares : 79,230,000</p>
<p>D. That the election of Mr. Zhu Shiliang as an executive director of the Company effective from the conclusion of the AGM and for a term of three years, and authorize the board of directors of the Company to determine his remuneration by reference to his performance appraisal results in accordance with the performance appraisal system for the senior management of the Company.</p>	<p>2,950,053,660 96.898834%</p> <p>A Shares : 2,467,013,200</p> <p>H Shares : 483,040,460</p>	<p>15,184,000 0.498741%</p> <p>A Shares: 0</p> <p>H Shares : 15,184,000</p>	<p>79,230,000 2.602425%</p> <p>A Shares: 0</p> <p>H Shares : 79,230,000</p>
<p>E. That the re-election of Mr. Xu Jian as a non-executive director of the Company effective from the conclusion of the AGM and for a term of three years. No remuneration shall be paid to Mr. Xu Jian for his acting as director of the Company.</p>	<p>3,029,280,660 99.501160%</p> <p>A Shares : 2,467,013,200</p> <p>H Shares : 562,267,460</p>	<p>15,184,000 0.498741%</p> <p>A Shares: 0</p> <p>H Shares : 15,184,000</p>	<p>3,000 0.000099%</p> <p>A Shares: 0</p> <p>H Shares : 3,000</p>
<p>F. That the election of Mr. Zhang Zuogang as a non-executive director of the Company effective from the conclusion of the AGM and for a term of three years. No remuneration shall be paid to Mr. Zhang Zuogang for his acting as director of the Company.</p>	<p>3,029,280,660 99.501160%</p> <p>A Shares : 2,467,013,200</p> <p>H Shares : 562,267,460</p>	<p>15,184,000 0.498741%</p> <p>A Shares: 0</p> <p>H Shares : 15,184,000</p>	<p>3,000 0.000099%</p> <p>A Shares: 0</p> <p>H Shares : 3,000</p>
<p>G. That the election of Mr. Liu Yongze as an independent non-executive director of the Company effective from the conclusion of the AGM and for a term of three years;</p>	<p>3,044,462,660 99.999835%</p> <p>A Shares :</p>	<p>2,000 0.000066%</p> <p>A Shares: 0</p>	<p>3,000 0.000099%</p> <p>A Shares: 0</p>

	his annual remuneration shall be determined in accordance with the remuneration standards for independent non-executive directors approved by the Shareholders at the AGM.	2,467,013,200 H Shares : 577,449,460	H Shares : 2,000	H Shares : 3,000
	H. That the election of Mr. Gui Liyi as an independent non-executive director of the Company effective from the conclusion of the AGM and for a term of three years; his annual remuneration shall be determined in accordance with the remuneration standards for independent non-executive directors approved by the Shareholders at the AGM.	3,044,462,660 99.999835% A Shares : 2,467,013,200 H Shares : 577,449,460	2,000 0.000066% A Shares: 0 H Shares : 2,000	3,000 0.000099% A Shares: 0 H Shares : 3,000
	I. That the election of Mr. Wan Kam To, Peter as an independent non-executive director of the Company effective from the conclusion of the AGM and for a term of three years; his annual remuneration shall be determined in accordance with the remuneration standards for independent non-executive directors approved by the Shareholders at the AGM.	3,044,462,660 99.999835% A Shares : 2,467,013,200 H Shares : 577,449,460	2,000 0.000066% A Shares: 0 H Shares : 2,000	3,000 0.000099% A Shares: 0 H Shares : 3,000
	To consider and approve the election or re-election of supervisors of the Company and the remunerations thereof:			
	A. That the re-election of Mr. Fu Bin as a supervisor of the Company effective from the conclusion of the AGM and for a term of three years. No remuneration shall be paid to Mr. Fu Bin for his acting as supervisor of the Company.	3,044,443,140 99.999195% A Shares : 2,467,013,200 H Shares : 577,429,940	24,520 0.000805% A Shares: 0 H Shares : 24,520	0 0% A Shares: 0 H Shares: 0
	B. That the election of Ms. Su Chunhua as a supervisor of the Company effective from the conclusion of the AGM and for a term of three years. No remuneration shall be paid to Ms. Su Chunhua for her acting as supervisor of the Company.	3,044,443,140 99.999195% A Shares : 2,467,013,200 H Shares : 577,429,940	24,520 0.000805% A Shares: 0 H Shares : 24,520	0 0% A Shares: 0 H Shares: 0
8.	C. That the election of Mr. Zhang Xianzhi as a supervisor of the Company effective from the conclusion of the AGM and for a term of three years; his annual remuneration shall be determined in accordance with the remuneration standards for independent supervisors approved by the Shareholders at the AGM.	3,044,462,660 99.999835% A Shares : 2,467,013,200 H Shares : 577,449,460	2,000 0.000066% A Shares: 0 H Shares : 2,000	3,000 0.000099% A Shares: 0 H Shares : 3,000
	D. That the re-election of Mr. Lv Jing as a supervisor of the Company effective from the conclusion of the AGM and for a term of three years; his annual remuneration shall be determined in accordance with the remuneration standards for independent supervisors approved by the Shareholders at the AGM.	3,044,462,660 99.999835% A Shares : 2,467,013,200 H Shares : 577,449,460	2,000 0.000066% A Shares: 0 H Shares : 2,000	3,000 0.000099% A Shares: 0 H Shares : 3,000
9.	To consider and approve the annual report	3,044,462,660	2,000	3,000

	of the Company for the year 2010.	99.999835% A Shares : 2,467,013,200 H Shares : 577,449,460	0.000066% A Shares: 0 H Shares : 2,000	0.000099% A Shares: 0 H Shares : 3,000
10	To consider and approve the Dayao Bay and Dalian Bay Property Compensation Agreement and the transaction contemplated thereunder. <sup>Note2</sup>	634,141,660 99.751306% A Shares : 58,268,200 H Shares : 575,873,460	1,576,000 0.247907% A Shares: 0 H Shares : 1576,000	5,000 0.000787% A Shares: 0 H Shares : 5,000

As more than 50% of the total number of Shares held by the Shareholders who attended the AGM was cast in favour of each of the above ordinary resolutions, the above resolutions were duly passed.

	<b>SPECIAL RESOLUTIONS</b>	<b>FOR</b> <sup>Note1</sup>	<b>AGAINST</b> <sup>Note1</sup>	<b>ABSTAIN</b> <sup>Note1</sup>
11	To consider and approve the grant to the board of directors of the Company a general mandate to issue, allot and deal with additional A Shares and/or H Shares not exceeding 20 percent of each of the A Shares and/or H Shares in issue of the Company at the date of the AGM, and to authorize the board of directors to make such amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure after allotment or issue of additional Shares.	2,639,893,978 86.711185% A Shares : 2,467,013,200 H Shares : 172,880,778	404,270,682 13.278863% A Shares: 0 H Shares : 404,270,682	303,000 0.009952% A Shares: 0 H Shares : 303,000
12	To consider and approve the amendments to the Articles of Association (details stated in the circular of the Company dated 9 May 2011) and authorize the board of directors to apply for all necessary approval and make all necessary filings and registrations with the relevant authorities in relation to such amendments.	3,044,462,660 99.999835% A Shares : 2,467,013,200 H Shares : 577,449,460	2,000 0.000066% A Shares: 0 H Shares : 2,000	3,000 0.000099% A Shares: 0 H Shares : 3,000
13	To consider and approve			
	A.the issue of corporate bonds to be issued by the Company in the PRC with an aggregate principal amount of not more than RMB3 billion (the “2011 Second Phase Domestic Corporate Bonds”) on the conditions set forth below:			
	(a) Aggregate principal amount:	Not more than RMB 3 billion 3,044,462,660 99.999836% A Shares : 2,467,013,200 H Shares : 577,449,460	0 0% A Shares: 0 H Shares: 0	5,000 0.000164% A Shares: 0 H Shares : 5,000
	(b) Maturity:	Not more than 7 years. 3,044,462,660 99.999836%	0 0%	5,000 0.000164%

			A Shares : 2467013200 H Shares : 577449460	A Shares: 0 H Shares: 0	A Shares: 0 H Shares : 5,000
(c)	Use of proceeds:	The proceeds from the issue of the 2011 Second Phase Domestic Corporate Bonds will be used by the Company to adjust debt structure and contribute to the general working capital of the Company.	3,044,462,660 99.999836%  A Shares : 2,467,013,200 H Shares : 577,449,460	0 0%  A Shares: 0 H Shares: 0	5,000 0.000164%  A Shares: 0 H Shares : 5,000
(d)	Placing arrangement:	The 2011 Second Phase Domestic Corporate Bonds may be offered, by way of placing, to the Shareholders holding A Shares as at the date when such placing proceeds. Subject to the Shareholders' approval and authorization, the specific arrangements of such placing will be made and determined by the Board or any two Directors according to the prevailing market conditions and other circumstances relating to the issue of the 2011 Second Phase Domestic Corporate Bonds.	3,044,462,660 99.999836%  A Shares : 2,467,013,200 H Shares : 577,449,460	0 0%  A Shares: 0 H Shares: 0	5,000 0.000164%  A Shares: 0 H Shares : 5,000
(e)	Underwriting:	An underwriting syndicate will be organized for underwriting the issue of the 2011 Second Phase Domestic Corporate Bonds.	3,044,462,660 99.999836%  A Shares : 2,467,013,200 H Shares : 577,449,460	0 0%  A Shares: 0 H Shares: 0	5,000 0.000164%  A Shares: 0 H Shares : 5,000

(f)	Listing:	Application for listing and trading of the 2011 Second Phase Domestic Corporate Bonds shall be filed with the Shanghai Stock Exchange as soon as possible following completion of the issue of the 2011 Second Phase Domestic Corporate Bonds. Subject to the approval of the PRC competent regulatory authorities, the application for listing and trading of the 2011 Second Phase Domestic Corporate Bonds may be filed with other stock exchange(s) permitted by the applicable laws.	3,044,462,660 99.999836%  A Shares : 2,467,013,200  H Shares : 577,449,460	0 0%  A Shares: 0  H Shares: 0	5,000 0.000164%  A Shares: 0  H Shares : 5,000
(g)	Guarantee:	PDA, the Company's controlling shareholder which holds 54.42% of the total issued share capital of the Company has undertaken to provide guarantee for the issue of the 2011 Second Phase Domestic Corporate Bonds free of charge depending on the prevailing market conditions and the applicable regulatory requirements. irrevocable, unconditional, joint and several guarantees for the issue of the	3,044,462,660 99.999836%  A Shares : 2,467,013,200  H Shares : 577,449,460	0 0%  A Shares: 0  H Shares: 0	5,000 0.000164%  A Shares: 0  H Shares : 5,000



		Domestic Corporate Bonds free of charge.			
(h)	Undertaking:	In the event of the Company's failure to repay any amounts of principal or failure to pay any interest of 2011 Second Phase Domestic Corporate Bonds as scheduled or when such amounts fall due, to take measures accordingly to ensure the repayment, including but not limited to: (i) not to declare any profit distribution to the Shareholders; (ii) to postpone the implementation of capital expenditure projects such as material investment, merger or acquisition; (iii) to reduce or discontinue the payment of salaries and bonuses of Directors and members of senior management; and (iv) not to approve any transfer or secondment of the staff primarily responsible for the issue.	3,044,462,660 99.999836%  A Shares : 2,467,013,200 H Shares : 577,449,460	0 0%  A Shares: 0 H Shares: 00	5,000 0.000164%  A Shares: 0 H Shares : 5,000
		B.To consider and approve the authorisation be and is hereby given to the Board (and the Board may, where appropriate, further authorise any two Directors, to deal with (including, but not limited to) the matters in relation to the issue of the 2011 Second Phase Domestic Corporate Bonds according to the applicable laws and regulations and	3,044,462,660 99.999836%  A Shares : 2,467,013,200 H Shares : 577,449,460	0 0%  A Shares: 0 H Shares: 0	5,000 0.000164%  A Shares: 0 H Shares : 5,000

	the market conditions prevailing at the time of issue, the details of which were set out in the supplemental notice of AGM dated 7 June 2011. Such authorisation shall be valid for 12 months from the date of approval by the Shareholders at the AGM.			
14.	To consider and approve the authorisation be and is hereby given to the Board (and the Board may, where appropriate, further authorise any two Directors), during the period from the completion of issue of the 2011 Second Phase Domestic Corporate Bonds until the conclusion of the AGM for the year 2011, to formulate a plan for issuing bonds on the overseas market with an aggregate principal amount of not more than RMB1.0 billion (if denominated in RMB) or US\$200 million (if denominated in US dollars) in accordance with its current status of assets and liabilities, funds raising demand for investment or for bank loan repayment and subject to fulfilling the relevant regulatory requirements and to implement the plan when appropriate.	3,044,462,660 99.999836%  A Shares : 2,467,013,200  H Shares : 577,449,460	0 0%  A Shares: 0 H Shares: 0	5,000 0.000164%  A Shares: 0 H Shares : 5,000

As more than two-thirds of the total number of Shares held by the Shareholders who attended the AGM was cast in favour of the above special resolution, the above resolution was duly passed.

Computershare Hong Kong Investor Services Limited was appointed as the scrutineer for the purpose of vote-taking at the AGM. Mr. Wang Shuanghua and Mr. Xia Peng, corporate representative of holders of A Shares of the Company, Ms. Zhu Qing and Mr. Shi Yiqing of Liaoning Haida Law Firm, the PRC legal advisor of the Company, and Ms. Gui Yuchan, supervisor of the Company, participated in the scrutiny of the poll results.

#### **CHANGE IN AUDITORS**

The term of office of the Company's international auditors, Ernst & Young expired at the conclusion of AGM. In light of the amendments to the Articles of Association have been approved by the Shareholders at the AGM to allow the financial statements of the Company to be prepared in accordance with the PRC accounting standards and any results or financial information published or disclosed by the Company to be prepared in accordance with the PRC accounting standards, the Company will not re-appoint Ernst & Young as its international auditors but continue to engage Ernst & Young Hua Ming as the auditor of the Company to audit the financial statements to be prepared by the Company in accordance with the PRC accounting standards using the PRC auditing standards.

The Board and Ernst & Young have confirmed that there are no circumstances connected with the retirement of Ernst & Young which needs to be brought to the

attention of the Shareholders of the Company.

### **APPOINTMENT OF DIRECTORS**

The current members of the second session of the Board, namely Mr. Sun Hong, Mr. Zhang Fengge, Mr. Xu Song, Mr. Xu Jian, were re-elected as directors of the third session of the Board of the Company effective as of the conclusion of AGM on 24 June 2011 for a term of three years. Mr. Zhu Shiliang, Mr. Zhang Zuogang, Mr. Liu Yongze, Mr. Gui Liyi and Mr. Wan Kam To, Peter were newly appointed directors of the third session of the Board effective as of the conclusion of AGM on 24 June 2011 for a term of three years. Their biographical details are all set out in Note 3 of this announcement.

At the conclusion of AGM, the term of office of Mr. Lu Jianmin, Mr. Jiang Luning, Mr. Wang Zuwen, Mr. Zhang Xianzhi and NG Ming Wah, Charles expired and they would no longer take the position of directors of the Company. The Board hereby expresses its sincere gratitude to the retired directors for their service and contributions to the Company.

The Board is pleased to announce that Mr. Sun Hong has been elected by the Board as the Chairman of the third session of the Board effective as of the conclusion of AGM on 24 June 2011.

Mr. Liu Yongze, Mr. Wan Kam To, Peter and Mr. Zhang Zuogang have been respectively appointed as member of the audit committee of the Company and Mr. Liu Yongze has been elected as the chairman of the audit committee by the audit committee members.

Mr. Gui Liyi, Mr. Sun Hong and Mr. Wan Kam To, Peter have been respectively appointed as member of the nomination and remuneration committee of the Company and Mr. Gui Liyi has been elected as the chairman of the nomination and remuneration committee by the members of the nomination and remuneration committee.

Mr. Xu Jian, Mr. Xu Song and Mr. Zhu Shiliang have been respectively appointed as member of the strategy development committee of the Company and Mr. Xu Jian has been elected as the chairman of the strategy development committee by the members of the strategy development committee.

Mr. Zhang Fengge, Mr. Liu Yongze and Mr. Wan Kam To, Peter have been respectively appointed as member of the financial management committee of the Company and Mr. Zhang Fengge has been elected as the chairman of the financial management committee by the members of the financial management committee.

### **APPOINTMENT OF SUPERVISORS**

The current member of the second session of the supervisor committee, namely Mr. Fu Bin, was re-elected as supervisor of the third session of the supervisor committee of the Company effective as of the conclusion of AGM on 24 June 2011 for a term of three years. Ms. Su Chunhua, Mr. Zhang Xianzhi and Mr. Lv Jing were newly elected by the Shareholders as the supervisors of the third session of the supervisor committee of the Company effective as of the conclusion of AGM on 24 June 2011 for a term of

three years. Mr. Xu Fangsheng and Ms. Gui Yuchan were elected by the employee representatives of the Company as the supervisors of the third session of the supervisor committee of the Company as their representative, effective as of the conclusion of AGM on 24 June 2011 for a term of three years. Their biographical details are all set out in Note 4 of this announcement.

At the conclusion of the AGM, the term of office of Mr. Diao Chengbao, Ms. Fu Rong and Ms. Xu Jinrong expired and they would no longer take the position of supervisors of the Company. The Board hereby expresses its sincere gratitude to the retired supervisors for their service and contributions to the Company.

#### **PAYMENT OF FINAL DIVIDENDS**

The Company will pay a final dividend of RMB5 cents per share (inclusive of applicable tax). The payment shall be made on or before 29 July 2011 to the holders of H shares of the Company whose names appeared on the register of members for H shares (the “**H Share Register**”) of the Company on 25 May 2011. According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends to be paid to the holders of A shares of the Company will be paid in RMB while dividends to be paid to the holders of H shares of the Company will be paid in Hong Kong dollars. The relevant exchange rate will be the average rate of RMB to Hong Kong dollars as announced by the People’s Bank of China for the five business days immediately preceding 24 June 2011, being the date of approving the distribution of the final dividends by the Shareholders at the AGM, which is RMB 0.830278 to HK\$1.00. Accordingly, the amount of final dividend payable per H share is HK\$0.060221.

Pursuant to *the Enterprise Income Tax Law of the PRC* and its implementing rules and regulations, the Company is required to withhold and pay enterprise income tax at a tax rate of 10% for distribution of dividend to its non-PRC resident corporate shareholders whose names appeared on the H Share Register as at 25 May 2011, including HKSCC Nominees Limited, of final dividends in respect of the financial year ended 31 December 2010 (the “**2010 Final Dividend**”). As such, the Company will distribute the 2010 Final Dividend to such Shareholders after deducting the enterprise income tax.

Due to the repeal of *the Notice on the Questions Concerning Tax on the Earnings from Transfer of Stocks (Stock Rights) and on Dividend Income Received by Enterprises with Foreign Investment, Foreign Enterprises and Foreign Individual (Guo Shui Fa [1993] No. 45)* under the *Announcement on the List of Fully and Partially Invalid and Repealed Tax Regulatory Documents* issued by the State Administration of Taxation of the PRC and dated 4 January 2011, the foreign individual shareholders of the Company holding its H shares and whose names appear on the H Share Register (the “**Individual H Shareholders**”) are no longer be entitled to be exempted from the individual income tax when the Company distributes the

2010 Final Dividend. According to *the PRC Individual Income Tax Law* and the relevant implementation rules, the Company is required to withhold 20% of the 2010 Final Dividend to be distributed to the Individual H Shareholders. In order to ensure timely payment of the dividend to Individual H Shareholders as well as the Company's compliance with taxation-related laws and regulations, the Company will, in advance, withhold 20% of the final dividend to be distributed to the Individual H Shareholders of the Company when distributing the final dividend for the year ended 31 December 2010. If the Individual H Shareholders of the Company are entitled to the tax refund, if any, pursuant to the applicable tax agreements or arrangements, the Company will, after consulting with and obtaining the confirmation from the relevant PRC tax authorities, publish an update announcement and refund the corresponding amount of tax withheld to the relevant individual shareholders who are qualified for such refund on a timely basis (if applicable).

The Company has appointed ICBC (Asia) Trustee Company Ltd as the receiving agent of the holders of H shares of the Company in Hong Kong (the "**Receiving Agent**") and will pay through such Receiving Agent the 2010 Final Dividend. The relevant cheques will be dispatched on or before 19 August 2011 to holders of H shares entitled to receive such dividend by ordinary post at their own risk.

The Company will make separate arrangements regarding the payment of the 2010 Final Dividend to the holders of A shares.

**Notes:**

- (1) The percentages of votes for or against the proposed resolutions or abstain at the AGM are based on the total number of Shares held by the Shareholders who were entitled to attend and vote and have attended and voted in person or by proxy at the AGM.
- (2) PDA, the controlling shareholder of the Company currently holding a total of 2,408,745,000 Shares of the Company, is required to abstain from and has been abstained from voting on the resolution 10 stated above in relation to the transaction contemplated under the Dayao Bay and Dalian Bay Property Compensation Agreement.
- (3) Biographical details of the directors of the third session of the Board of the Company:

**Mr. Sun Hong**, aged 48, Chinese, he is responsible for business strategy and overall development of the Group. After joining Port of Dalian Authority in 1984, he held the positions of the chairman of Dalian Container Terminal Co., Ltd., Dalian Port Jifa Logistics Co., Ltd., Dalian Port and Harbour Development Company Limited and Dalian Automobile Terminal Company Limited respectively. He is currently a director and the general manager of Dalian Port Corporation Limited (since April 2003), and also serves as the chairman of the board of Dalian Port Container Development Co., Ltd., Dalian Port Jifa Logistics Co., Ltd. as well as a director of Dalian Prologis-Jifa Development Co., Ltd and

Asia Pacific Ports Company Limited. He is a representative to the Eleventh National People's Congress. He has obtained a master of business administration degree from the State University of New York at Buffalo in U.S. and a bachelor's degree from the college of electronics engineering of Dalian Maritime University majoring in shipping wireless telecommunications. He is a senior economist. Mr. Sun has more than twenty-six years of experience in managing port business and extensive experience in business and management and also obtained a master's degree in port management from the Antwerp Port Engineering and Consulting Centre in Belgium. He was honoured as one of the "Ten Outstanding Young Entrepreneur in Liaoning Province" and "the First National Labor Models of the Logistics Industry in 2007".

**Mr. Zhang Fengge**, aged 57, Chinese, he joined Port of Dalian Authority in 1972, and held the positions of the head of the finance department and fund settlement centre of Port of Dalian Authority, the head of the management centre for finance-department-head-appointing and the chief accountant of Port of Dalian Authority. He is currently a deputy general manager and the chief accountant of Dalian Port Corporation Limited (since April 2003). Mr. Zhang also serves as the chairman of the supervisory committee of Dalian China Oil Dock Management Co., Ltd. and a director of Asia Pacific Ports Company Limited and Asia Pacific Ports Investment Company Limited. Mr. Zhang graduated from the faculty of water transport management of Shanghai Maritime University majoring in water transport finance and accounting and a master's degree course in accountancy at the Dongbei University of Finance and Economics. He is a professor-level senior accountant. Mr. Zhang has nearly forty years of experience in port business and extensive experience in finance and financial management. He was awarded the honour of "2006 PRC CFO of the Year" and was honoured as a pioneer of accountant of the State in 2008.

**Mr. Xu Song**, aged 39, Chinese, he joined Port of Dalian Authority in 1992 and held various positions in the past, including the Planner at the Materials Department of Port Construction Headquarter of Dalian Port the Planner at the Materials Section of the Construction and Engineering Department of Port of Dalian Authority; the Deputy Chief of the Comprehensive Department of Dalian Port Investment and Development Company Limited; the Deputy Chief of the Business Development Department of Dalian Port Container Comprehensive Development Company; the Deputy General Manager of Dalian Portnet Co., Ltd.; the Deputy General Manager and the General Manager of Dalian Jifa Logistics Co., Ltd.; the General Manager of Dalian Port Container Co., Ltd.; and the Deputy General Manager of Dalian Port Corporation Limited. Mr. Xu currently acts as a director of Dalian Port Corporation Limited (since January 2011) and a director of several subsidiaries of the Company including Dalian Port Container Development Co., Ltd., Dalian International Logistics Park Development Co., Ltd. and Dalian Portnet Co., Ltd., and the chairman of several subsidiaries of the Company including DCT Logistics Co., Ltd. Mr. Xu has obtained a doctor degree from Dalian Maritime University majoring the

transportation planning and management, a master degree from Dongbei University of Finance and Economics majoring in business administration, a master degree from Coventry University majoring in international business management and a bachelor degree from Huazhong University of Science and Technology majoring in material management. Mr. Xu is a senior economist and has nearly twenty years of experience in managing port business and extensive experience in business and management.

**Mr. Zhu Shiliang**, aged 51, Chinese, an executive director of the Company. Mr. Zhu joined Port of Dalian Authority in 1981 and held the Deputy Chief in charge of the Planning Section of the Cargo Business Division of Port of Dalian Authority, the Manager of the Freight Department of Dalian Port Freight Development and Service Center, the Deputy Manager in charge and the Manager of Dalian Port Freight Development and Service Center, the Manager of Dalian Port Dayaowan Stevedoring Company, and the General Manager of Dalian Port Bulk Gain Terminal Company. Mr. Zhu currently acts as the deputy chairman of China Shipping Gang Lian Co., Ltd. and a director of Dalian China Oil Dock Management Co., Ltd., Dalian Ocean Shipping Tally Co., Ltd. and China United Tally Co., Ltd. Dalian. He is an economist. Mr. Zhu has more than thirty years of practical experience in port business operation and management.

**Mr. Xu Jian**, aged 46, Chinese, a non-executive director of the Company. After joining Port of Dalian Authority in 1988, he held the positions of a deputy manager of Dalian Harbour Construction Superintendence and Consulting Co., Ltd., the general manager of Dalian Gangwan Engineering Company, the commander in chief for the Key Engineering Projects of Dalian Port and the assistant to the general manager of Dalian Port Corporation Limited. He is currently a deputy general manager of Dalian Port Corporation Limited (since January 2005), the deputy chairman of Dalian Port Petro China International Terminal Co., Ltd. and a deputy president of China Water Transportation Construction Association. Mr. Xu graduated from Tianjing University majoring port and sea-route engineering. He is a senior engineer of port engineering and has extensive experience in port planning and construction. He was awarded with "2006 Dalian 5.1 Labor Medal".

**Mr. Zhang Zuogang**, aged 48, Chinese, a non-executive director of the Company. Mr. Zhang joined Dalian Port Corporation in April 2010. Before joining Dalian Port Corporation, Mr. Zhang held positions in Shenyang Industrial College, the general office of Dalian Municipal Government, the assistant general manager, deputy general manager of Shenyang Management Headquarter and the manager of Dalian Branch of China Southern Securities Co., Ltd., and the vice president of Shanghai Shenhua Holdings Co., Ltd. Mr. Zhang is currently a director (effective from January 2011) and deputy general manager (effective from April 2010) of Dalian Port Corporation also server as a director of Jilin Grain Group Co. Ltd. and Dalian Port and Shipping Industry Fund Management Co., Ltd. Mr. Zhang has obtained a master degree from Dongbei University of Finance and Economics majoring in industrial economy.

**Mr. Liu Yongze**, aged 61, Chinese, a non-executive director of the Company Mr. Liu has a doctor degree in management, and is a non-practicing member of China Institute of Certified Public Accountants. He is currently a professor of Accountancy College at Dongbei University of Finance and Economics and a tutor of doctorate postgraduates. He also acts as the member of sixth session of subject appraisal division of Academic Degrees Committee of the State Council, a director of Accounting Society of China, a deputy head of Banking Accounting Society of China, a committee member of National Professional Education Committee of Industry and Business Administration, a committee member of National MPAcc Education Committee and a director of the Chinese Institute of Certified Public Accountants. Mr. Liu presided in publishing more than 16 teaching materials and completed more than 20 academic theses on national grade publication. Mr. Liu is an expert entitled to special allowance of the State Council. He was also honored as the leader of cross-century subject of Ministry of Finance and Dongbei University of Finance and Economics, a labor model of Dalian City, an excellent teacher of Liaoning Province and an national grade lecture. Mr. Liu is also an independent directors of Jinzhou Port Co., Ltd.(Stock Code: 600190) and Luenmei Holding Co., Ltd. (Stock Code: 600167), both listed on the Shanghai Stock Exchange.

**Mr. Gui Liyi**, aged 68, Chinese. Mr. Gui graduated from Law Department of Renmin University of China, and has obtained a master degree of law in Chinese Academy of Social Sciences. Mr. Gui held successively positions of the law professor, director of law department and a committee member of academic committee of Dongbei University of Finance and Economics. He is currently a professor of Dalian University of Technology, and is also a representative to the Eleventh, twelfth and thirteenth People's Congress of Dalian City and entitled to special allowance of the State Council. Mr. Gui is also an independent director of China Dalian International Economic and Technical Cooperation Group Co., Ltd. (Stock Code: 000881) which is a company listed on the Shenzhen Stock Exchange.

**Mr. Wan Kam To, Peter**, aged 58, Chinese. Mr. Wan has been a practicing accountant in Hong Kong for over 30 years and has extensive experience in auditing, finance, advisory and management. He was a former partner of Price water house Coopers Hong Kong and China firm. Mr Wan is currently an Independent Non-executive Director and the Chairman of the Audit Committees of Mindray Medical International Limited(NYSE: MR) and RDA Microelectronics, Inc. (NASDAQ: RDA). Mr.Wan is also an Independent Non-executive Director and Chairman of the Audit Committee of China Resources Land Limited (1109, HK) and The Fair wood Holdings Limited (0052, HK). He is a Fellow of Hong Kong Institute of Certified Accountants and the Association of Chartered Certified Accountants.

- (4) Biographical details of the supervisors of the third session of the supervisor committee of the Company:

**Mr. Fu Bin**, aged 53, Chinese, the chairman of the supervisory committee of



the Company. He joined Port of Dalian Authority in 1980 and held deputy chief of the administration Department of Port of Dalian Authority and deputy chief of the Dalian Port Facilities Maintenance Centre, the general manager of Dalian Port Machinery Company and Dalian Port Xingang Stevedoring Company the deputy chief of Port of Dalian Authority and a deputy general manager of Dalian Port Corporation Limited. He is currently a director of Dalian Port Corporation Limited (since April 2003), and also serves as the chairman of the board of China United Tally Co., Ltd., Dalian and Odfjell Terminals (Dalian) Ltd and the deputy chairman of Dalian China Oil Dock Management Co., Ltd.. Mr. Fu obtained a master of business administration degree from the Hong Kong Baptist University. He is a senior economist. Mr. Fu has extensive experience in corporate management and internal control.

**Ms. Su Chunhua**, aged 47, Chinese, a supervisor of the Company. Ms. Su joined Port of Dalian Authority in 1988 and held the positions of the deputy head of the planning and financing department and the deputy head of management centre for finance department head-appointing of Dalian Port Corporation Limited, and an executive director and the chief accountant of Dalian Port (PDA) Company Limited. Ms.Su is currently the head of financial planning department of Dalian Port Corporation Limited. She also serves as a member and deputy secretary general of the third standing committee of the Dalian Association of Chief Financial Officers. Ms. Su graduated from Dalian Maritime University with a master 's degree in engineering, majoring in transportation planning and management, and from the faculty of water transport management of Shanghai Maritime University with a bachelor's degree in water transport finance and accounting, majoring in economics. She is a senior accountant and has more than twenty years of experience in finance and financial management.

**Mr. Zhang Xianzhi**, aged 54, Chinese, an independent supervisor of the Company. Mr. Zhang is the deputy dean of the Accountancy College at Dongbei University of Finance and Economics and also serves as an independent non-executive director of Lingyuan Iron & Steel Co., Ltd. (stock code: 600231), a company listed on the Shanghai Stock Exchange. He is also a visiting professor of Dongwu University (Taiwan), a part-time professor of Dalian University of Technology, Shandong University of Science and Technology, Hangzhou Dianzi University, Xinjiang University of Finance and Economics and Changzhou University. Mr. Zhang is a co- chairman of the Annual Conference of Finance of China, a deputy chairman of Liaoning Institute of Chief Accountants and the chairman of Dalian Enterprises Finance Researching Association. Mr.Zhang has a doctorate degree in economics. He is a professor of finance and accounting, a tutor of doctorate postgraduates and a State grade lecturer. He was a senior visiting scholar at the New York State University, and a senior research scholar at the University of Oxford. He is a non-practicing member of China Institute of Certified Public Accountants, and has more than twenty-six years of experiences in finance and financial management and obtained a number of research findings

in the areas of analysis of financial statement and internal control. Mr. Zhang is an expert entitled to special allowance of the State Council. He was honoured as a State Self-reliance Model, a pioneer of accountant of the State, a labor model of Liaoning Province, and an excellent expert of Dalian City.

**Mr. Lv Jing**, aged 52, Chinese. Mr. Lv is currently the Dean of Transportation Management College at Dalian Maritime University. He is a professor, master's tutor and PhD supervisor. His researches mainly focus on modernizing transportation management, transportation economics, logistics management and other related fields. In addition to teaching at Dalian Maritime University, Mr. Lv has presided about fifty projects such as *Shipping Enterprises Management Decision Support System for Tianjin Ninth "Five-Year" KeySoft Science Program*. Besides those works, Mr. Lv managed to record his thoughts and publish them. By far, he has authored nine monographs and textbooks such as *International shipping investment decisions*. In addition, he has published over 130 papers in various academic journals and conferences. As recognitions of his efforts, He has received sixteen prizes including the third-grade prize of Ministry of Communications' Advancement in Technology Awards. Mr. Lv is a member of The International Association of Maritime Economists as well as Transportation Association of Asia. He serves as a director for the CCTA-STL, the leader of the International Shipping Manager Professional Certification Specialist group. He is selected into Water Transport and Engineering Sub-committee of Transportation and Engineering in Higher Education Steering Committee. He is a director of both Technology Economics Committee of China Institute of Navigation and Management Committee of Liaoning Institute of Navigation. He holds the position of executive director in both Logistics Association of Liaoning Province and Logistics Association of Dalian. He is appointed the chairman of IAME (2008). He is awarded Dalian model worker and "May Day" Medal of Liaoning Province. Mr. Lv is graduated from Department of Mathematics, Jilin University.

**Mr. Xu Fansheng**, aged 47, Chinese, an employee representative supervisor of the Company. After joining Port of Dalian Authority 1983, he held the positions of a deputy secretary to the Youth League of Dalian Port Services Company, head of league propaganda department and general office of Port of Dalian Authority, as well as the party secretary, the secretary to disciplinary committee and a supervisor of Dalian Ocean Shipping Tally Co., Ltd.. He is currently a director of Dalian Port PetrChina international Co., Ltd. and Taicang Xinggang Tugboat Co., Ltd., and a supervisor of Dalian Gangyue Automobile shipping Management Company Limited. He held the positions of the head of the Board internal control department. Mr. Xu graduated from the Party School of Dalian Municipal Commission majoring in economics and management and has a professional qualification for political works.

**Ms. Gui Yuchan**, aged 41, Chinese, an employee representative supervisor of the Company. She worked as a business staff of Dalian Port Xianglujiao Stevedoring Company, contract administrator of business department of Port of

Dalian Authority, legal officer of Dalian Port Container Comprehensive Development Company, as well as deputy manager and manager of the securities and legal department of Dalian Port Container Co., Ltd.. Ms Gui is currently the deputy head of the Office of the Board, and the representative of security affairs of the Company. She is an economist and has lawyer qualification in the PRC with a bachelor's degree in law from Renmin University of China..

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

Dalian City, Liaoning Province, the PRC

24 June 2011

As at the date of this announcement, the Directors of the Company are:

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

*Non-executive Directors:* XU Jian and Mr. Zhang Zuogang

*Independent non-executive Directors:* Mr. Liu Yongze, Mr. Gui Liyi and Mr. Wan Kam To, Peter

- *The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under the English name "Dalian Port (PDA) Company Limited".*