

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



大連港股份有限公司

Dalian Port (PDA) Company Limited*

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 2880)

APPOINTMENT OF JOINT COMPANY SECRETARY

Reference is made to the announcement of Dalian Port (PDA) Company Limited (the “**Company**”) dated 7 December 2012 in relation to the resignation of Mr. Zhu Hongbo, as a joint company secretary of the Company and the announcement of the Company dated 29 November 2012 in relation to resignation of Ms. Gui Yuchan (“**Ms. Gui**”) as a supervisor of the Company.

The Board of directors (the “**Board**”) of the Company is pleased to announce that Ms. Gui has been appointed as a joint company secretary of the Company with effect from 7 December 2012.

Ms. Gui, aged 42, graduated from Renmin University of China (中國人民大學) with a Bachelor degree in law in 1992 and has been qualified to practice law in the PRC since July 1996. In May 2010, Ms. Gui obtained a certificate issued by the Shanghai Stock Exchange in recognition of her completion of 36 hours of qualification training for secretaries to directorate and passing of the relevant assessment. In 1992, Ms. Gui joined the Port of Dalian Authority (大連港務局), which is the predecessor of the controlling shareholder of the Company, Dalian Port Corporation (“PDA”) and, together with entities controlled by it, operated terminal and logistics services business in Dalian, the PRC back at that time. Ms. Gui had served various roles in the entities controlled by the Port of Dalian Authority (大連港務局) prior to the establishment of the Company on 16 November 2005, including administration officer of the Port of Dalian Authority Xianglujiao Port Company (大連港務局香爐礁港務公司), the contract administrator of Port of Dalian Authority, the head of legal of Dalian Port Container Comprehensive Development Company (大連港集裝箱綜合發展公司) and the head of legal (securities) of Dalian Port Container Co., Ltd. (大連港集裝箱股份有限公司, now known as Dalian Port Container Development Company (大連港集裝箱發展有限公司), all of those

entities form part of the Group. Ms. Gui was involved throughout the formation of the Company in 2005 and the dual-listing of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Shanghai Stock Exchange in 2006 and 2010, respectively. She joined the Company as the head of the board of Directors’ office (董事會辦公室主任) of the Company in November 2005 when the Company was established in preparation of listing of its H Shares on the Main Board of the Stock Exchange through reorganization of terminal and logistics services business then operated by PDA, and she was also elected as a supervisor of the Company at the same time. She was then responsible for the company secretarial functions, including but not limited to, assisting the joint company secretaries of the Company in overseeing the investor relations and corporate disclosure of information in order to comply with the Rules Governing the Listing of Securities (the “**Listing Rules**”), and arranging board meetings and shareholders’ meetings of the Company. In 2010, her responsibilities extended to include acting as the representative for securities affairs (證券事務代表) of the Company in connection with the listing of its A Shares on the Shanghai Stock Exchange and overseeing matters relating to compliance with the rules of the Shanghai Stock Exchange. In 2011, Ms. Gui’s title changed to the deputy head of the board of Directors’ office (董事會辦公室副主任) of the Company mainly due to the Company’s internal reorganization and the resulting expansion of the size and ranking of the board of Directors’ office while her responsibilities remained unchanged. Ms. Gui is knowledgeable and experienced in the operations and corporate governance of the Company as well as familiar with the Listing Rules and the duties required of a company secretary of an issuer listed on the Stock Exchange through her working as the head and the deputy head of the board of Directors’ office (董事會辦公室主任、副主任) of the Company. Ms. Gui currently does not possess the qualification as required under Rule 3.28 of the Listing Rules. The Company has engaged since April 2006 Mr. Lee, Kin Yu Arthur (“**Mr. Lee**”), who is a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants, as the other joint company secretary.

In respect of Ms. Gui’s appointment, the Company has applied for, and the Stock Exchange has granted on 30 November 2012, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from date of appointment of Ms. Gui on the conditions that she will be assisted by Mr. Lee during the waiver period to discharge her functions as a joint company secretary. At the end of such three-year period, the Company shall notify the Stock Exchange for them to re-visit the situation in the expectation that the Company should then be able to demonstrate that Ms. Gui, having had the benefit of Mr. Lee’s assistance for three years, can satisfy the requirements under Rules 3.28 and 8.17 of the Listing Rules such that a further waiver from the Stock Exchange would not be necessary.

The Board would like to take this opportunity to express its warm welcome to Ms. Gui for taking up the appointment.

By Order of the Board of Directors
LEE Kin Yu Arthur
Joint Company Secretary

Dalian City, Liaoning Province, the PRC
7 December 2012

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

Executive Directors: HUI Kai, ZHANG Fengge, XU Song and ZHU Shiliang

Non-executive Directors: XU Jian and ZHANG Zuogang

Independent Non-executive Directors: LIU Yongze, GUI Liyi and 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".*