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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)

PROPOSED CHANGE OF AUDITORS

This announcement is made by the board of directors (the “**Board**”) of Dalian Port (PDA) Company Limited (the “**Company**”) pursuant to rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board hereby announces that Ernst & Young Hua Ming (LLP) (“**Ernst & Young Hua Ming**”) will retire as the auditors of the Company and its subsidiaries (collectively, the “**Group**”) upon expiration of its current term of office at the conclusion of the Company’s annual general meeting for the year ended 31 December 2013 (the “**2013 AGM**”) which is intended to be held in June 2014 (subject to formal notice therefor to be issued in due course). The Board further announces that, as a result of a tender for independent auditing services in which three leading international auditors (including Ernst & Young Hua Ming) and one local accounting firm were invited to take part, it has resolved to propose to the shareholders of the Company to appoint at the 2013 AGM PricewaterhouseCoopers Zhong Tian LLP as the Company’s auditors to fill the vacancy following the retirement of Ernst & Young Hua Ming and to hold office until the conclusion of its next annual general meeting. The Board considers such proposal is in line with the requirements of the Listing Rules with respect to auditor’s independence and to be in the interests of the Company and its shareholders as a whole.

Ernst & Young Hua Ming has served successively as the auditors of the Company since 2009. The Board would like to take this opportunity to thank Ernst & Young Hua Ming for its professional and quality services rendered to the Company in the past.

Ernst & Young Hua Ming has confirmed in writing that, up to the date of this announcement, there are no matters that need to be brought to the attention of the shareholders of the Company. The Board has also confirmed that there is no disagreement between Ernst & Young Hua Ming

and the Company and there are no other matters in respect of the proposed appointment of new auditors which the Board considers should be brought to the attention of the shareholders of the Company.

By Order of the Board
Gui Yuchan LEE, Kin Yu Arthur
Joint Company Secretaries

Dalian, Liaoning Province, the PRC
29 April 2014

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

Executive Directors: HUI Kai, XU Song, ZHU Shiliang and SU Chunhua

Non-executive Director: XU Jian and ZHANG Zuogang

Independent non-executive Directors: LIU Yongze, GUI Liyi, WAN Kam To, Peter and YU Long

**The Company is registered as Non-Hong Kong company under Part XI of the previous Companies Ordinance (equivalent to Part 16 of the Companies Ordinance with effect from 3 March 2014) under the English name “Dalian Port (PDA) Company Limited”.*