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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)

APPOINTMENT OF JOINT COMPANY SECRETARY

Reference is made to the announcement of Dalian Port (PDA) Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 24 March 2016 in relation to the appointment of Mr. Wang Jilu (“**Mr. Wang**”) as a joint company secretary of the Company subject to obtaining a waiver from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to Rule 3.28 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Pursuant to Rule 8.17 of the Listing Rules on the Stock Exchange, an issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, an issuer must appoint a company secretary who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Mr. Wang does not currently possess the qualifications of company secretary as required by Rule 3.28 of the Listing Rules. The Company has therefore made a waiver application to the Stock Exchange based on the following reasons: (i) Mr. Lee, Kin Yu Arthur (“**Mr. Lee**”), who meets all qualification requirements under Rule 3.28 of the Listing Rules, will remain as a joint company secretary to assist and guide Mr. Wang to enable him to acquire the relevant knowledge and experience as required under the Listing Rules; (ii) the Company believes that the three-year period in respect of which the waiver is sought should be sufficient for Mr. Wang to acquire the relevant knowledge and experience required by the Stock Exchange; (iii) Mr. Wang has substantial experience in relation to A share company secretarial matters and will be highly conducive to the Company in fulfilling its obligations under the dual-regulatory requirements; (iv) given that the core business operations of the Group are in

the PRC, Mr. Wang, who ordinarily resides in the PRC, will be able to closely communicate with Mr. Lee by providing timely and comprehensive on-the-ground information to Mr. Lee, who ordinarily resides in Hong Kong, when considering the steps to be taken for compliance with the Listing Rules.

Having considered the above reasons, the Stock Exchange has granted a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) for a period of three years from the date of the appointment of Mr. Wang as a joint company secretary of the Company (the “**Waiver Period**”), on the conditions that: (i) Mr. Wang will be assisted by Mr. Lee during the Waiver Period; (ii) the Company will notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Wang satisfies Rule 3.28 of the Listing Rules and a further waiver will not be necessary; and (iii) the Company will announce the details of the Waiver. The waiver will be revoked immediately if and when Mr. Lee ceases to provide assistance to Mr. Wang.

The Board is pleased to announce that Mr. Wang has been appointed as the joint company secretary of the Company with effect from 18 April 2016. The Board would like to express its warmest welcome to Mr. Wang for taking up the appointment.

By Order of the Board
WANG, Jilu and LEE, Kin Yu Arthur
Joint Company Secretaries

Dalian, Liaoning Province, the PRC
19 April 2016

Executive Directors: HUI Kai and WEI Minghui

Non-executive Directors: XU Song and YIN Shihui

Independent non-executive Directors: WAN Kam To, Peter, WANG Zhifeng and SUN Xiyun

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”.

* *For identification purposes only*