



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)**

**RESULTS OF  
THE ANNUAL GENERAL MEETING FOR THE YEAR 2007  
AND PAYMENT OF FINAL DIVIDEND**

The Board is pleased to announce the voting results of the AGM held on 18 June 2008 and all resolutions set out in the Notice of AGM were duly passed at the AGM.

The Board also wishes to notify shareholders of the details relating to the payment of the final dividend.

**1. Resolutions Passed at the Annual General Meeting**

The board of directors("the Board") of Dalian Port (PDA) Company Limited (the "Company") is pleased to announce that the Annual General Meeting for the year 2007 ("AGM") of the Company was held at 10:00 a.m. on Wednesday, 18 June 2008 at Room 602, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC, and the proposed resolutions set out in the Notice of AGM ("Notice of AGM"), which was dispatched to the shareholders on 30 April 2008, were duly passed at the AGM.

Save where the context otherwise requires, the words used herein, shall have the same meanings as those defined in the Notice of AGM.

Five shareholders (or proxies) were present at the AGM, holding an aggregate of 2,908,061,000 shares of the Company which represented approximately 99.39% of the total number of shares carrying voting rights.

A poll was demanded by the Chairman for voting on all proposed resolutions as set out in the Notice of AGM and the voting results of AGM for the proposed resolutions are as follows:

Ordinary Resolutions	Number of Votes and Percentage(Approx.)		Total Number of Votes Cast
	for	against	

1. To consider and approve the report of the Board of Directors of the Company for 2007	2,334,301,080 (100%)	0 (0%)	2,334,301,080
2. To consider and approve the report of the supervisory committee of the Company for 2007	2,334,301,080 (100%)	0 (0%)	2,334,301,080
3. To consider and approve the report of the auditors and audited financial statements of the Company for the year ended 31 December 2007	2,334,301,080 (100%)	0 (0%)	2,334,301,080
4. To consider and approve the final dividend distribution for 2007.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
5. To consider and approve the appointment of Deloitte Touche Tohmatsu CPA Ltd. as the PRC auditors of the Company and Deloitte Touche Tohmatsu as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and authorise the Board of Directors to fix their remunerations, respectively.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
6. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to re-election or election of directors and remuneration thereof:	—	—	—
A. the re-election of Mr. Sun Hong as director of the Company and his annual remuneration.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
B. the re-election of Mr. Zhang Fengge as director of the Company and his annual remuneration.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
C. the re-election of Mr. Jiang Luning as director of the Company and his annual remuneration.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
D. the re-election of Ms. Su Chunhua as director of the Company and her annual remuneration.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
E. the re-election of Mr. Lu Jianmin as director of the Company.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
F. the election of Mr. Xu Jian as director of the Company.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
G. the re-election of Mr. Zhang Xianzhi as director of the Company and his annual remuneration.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
H. the re-election of Mr. Ng Ming Wah, Charles as director of the Company and his annual remuneration.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
I. the election of Mr. Wang Zuwen as director	2,334,805,080	0 (0%)	2,334,805,080

of the Company and his annual remuneration.	(100%)		
7. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to re-election of supervisors and remuneration thereof:	—	—	—
A. the re-election of Mr. Fu Bin as supervisor of the Company.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
B. the re-election of Mr. Zhang Guofeng as supervisor of the Company.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
C. the re-election of Mr. Diao Chengbao as a supervisor of the Company and his annual remuneration.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
D. the re-election of Ms. Fu Rong as a supervisor of the Company and her annual remuneration.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
As more than 50% of the votes were cast in favour of each of the above resolutions, the above resolutions were duly passed as ordinary resolutions.			

Special Solutions	Number of Votes and Percentage(Approx.)		Number of Shares Carrying voting Rights represented by the Shareholders Attending the AGM
	for	against	
8. To consider and approve the grant to the board of directors a general mandate to issue, allot and deal with additional Domestic Shares and/or H Shares not exceeding 20 per cent. of each of the Domestic Shares and/or H Shares in issue of the Company, 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.	2,189,685,060 (93.78%)	145,120,020 (6.22%)	2,334,805,080
9. To consider and approve the amendments to the Articles of Association and authorize the board of directors to make necessary application for approval, filings and registrations in accordance with the laws, regulations of PRC, Hong Kong and relevant requirements of Listing Rules of the Stock Exchange. The amendments to be approved by the relevant government authorities are final.	2,334,805,080 (100%)	0 (0%)	2,334,805,080
As more than two-thirds of the votes were cast in favour of each of the above resolutions, the above resolutions were duly passed as special resolutions.			

The details related to the above item 6, 7, 8 and 9 were set out in the Notice of AGM dispatched to the shareholders on 30 April 2008. The profiles of the directors and supervisors approved at the AGM are set out in the appendix of this announcement.

Notes:

- (1) The total number of shares held by the shareholders of the Company entitled to attend and vote for or against the resolutions of No.1 to No.3 at the AGM was 2,334,301,080. The total number of Shares entitling the shareholders of the Company to attend and vote for or against the resolutions of No.4 to No.9 was 2,334,805,080.
- (2) No shareholders of the Company were entitled to attend and vote only against the resolutions at the AGM.
- (3) Deloitte Touche Tohmatsu, the auditors of the Company, acted as the scrutineer of the AGM and reviewed the counting of the votes at the AGM.
- (4) The appointment of Mr. Xu Jian shall take effect on the date on which the amendments to the articles of association of the Company becomes effective, and the term of office of Mr. Xu shall be three years commencing from the date on which his election was approved by the shareholders at the AGM.
- (5) Ms.Gui Yuchan and Ms.Xu Jinrong have been selected as the supervisors representing the employees of the Company by the employees of the Company.

## **2. Payment of the Final Dividend**

The Company will pay a final dividend of RMB 8 cents per share (inclusive of applicable tax). The payment shall be made to shareholders whose names appeared on the register of members of the Company on 23 May 2008. According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends on domestic shares will be paid in RMB and dividends on H shares 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 18 June 2008, being the date of declaration of dividends by the AGM, which is RMB 0.883866 to HK\$1.00. Accordingly, the amount of final dividend payable per H share is HK\$ 0.09051.

The Company has appointed ICBC (Asia) Trustee Company Ltd.as the receiving agent of H shares in Hong Kong (the "Receiving Agent") and will pay to such Receiving Agent final dividend declared for payment to holders of H shares. Final dividend will be paid by the Receiving Agent and relevant cheques will be dispatched on or before 16 July 2008 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 final dividend to the holders of domestic shares.

By Order of the Board of Directors  
MA Jinru      LEE, Kin Yu Arthur  
Joint Company Secretaries

Dalian City, Liaoning Province, the PRC  
18 June 2008

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

*Executive Directors:* SUN Hong, JIANG Luning, ZHANG Fengge and SU Chunhua

*Non-executive Director:* LU Jianmin

*Independent non-executive Directors:* WANG Zuwen, ZHANG Xianzhi and NG Ming Wah, Charles

\* *The Company is registered as an overseas 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”.*

## APPENDIX

### A. Profiles of newly elected directors of the Company

**Mr. Sun Hong**, aged 45, has been an executive Director and the chairman of the Board of the Company since November 2005. 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 the board 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. 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-three years of experience in managing port business and extensive experience in business and management. Mr. Sun obtained a master's degree in port management from the Antwerp Port Engineering and Consulting Centre in Belgium and was honoured as one of the "Ten Most Outstanding Young Entrepreneurs in Liaoning Province" and "the First Countrywide Labor models of the Logistics Industry in 2007".

**Mr. Zhang Fengge**, aged 54, was appointed as a non-executive Director of the Company in November 2005 and re-designated as an executive Director of the Company in April 2007. He joined Port of Dalian Authority in 1972. He is currently a deputy general manager and the chief accountant of Dalian Port Corporation 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, researcher and senior accountant. Mr. Zhang also serves as a member of the standing committee of the China Association of Chief Financial Officers and a member and deputy chairman of the third standing committee of the Dalian Association of Chief Financial Officers. Mr. Zhang has more than thirty-one 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".

**Mr. Jiang Luning**, aged 45, was appointed an executive Director and the general manager of the Company in November 2005. After joining Port of Dalian Authority in 1984, he held the positions of a director of Dalian Container Terminal Co., Ltd., Odjell Terminals (Dalian) Limited, and Dalian China Oil Dock Management Co., Ltd., respectively, a director and the chairman of the board of Dalian Port Container Co., Ltd., and also serves as the chairman of the board of Dalian Port Container Terminal Co., Ltd., Dalian Container Terminal Co., Ltd. and Dalian Automobile Terminal Company Limited, the deputy chairman of the board of Dalian International Container Terminal Co., Ltd. and a director of Dalian Ocean Shipping Tally Co., Ltd., and China United Tally Co., Ltd. Dalian, respectively. He completed a Beijing international master of business administration program at Peking University, obtained a master's degree from Fordham University in U.S. and graduated from Shanghai Maritime University with a bachelor's degree in water transportation management and engineering. He is a senior economist. Mr. Jiang has more than twenty-three years of experience in port planning, construction and operations, as well as the management of international finance projects and Sino-foreign joint venture projects and extensive experience in many aspects such as corporate operation, management and capital operations.

**Ms. Su Chunhua**, aged 45, was appointed as an executive Director and the chief accountant of the Company in November 2005. She joined Port of Dalian Authority in 1988. Ms. Su is currently a director of Dalian Port Jifa Logistics Co., Ltd., Dalian Port Container Co., Ltd., Dalian Container Terminal Co., Ltd., Dalian Port Container Terminal Co., Ltd. and Dalian Automobile Terminal Co., Ltd., and a supervisor of Dalian International Container Terminal Co., Ltd. and China United Tally Co., Ltd. Dalian, respectively. 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. She serves as a member and deputy secretary general of the third standing committee of the Dalian Association of Chief Financial Officers and has nearly twenty years of experience in finance and financial management.

**Mr. Lu Jianmin**, aged 56, was appointed as a non executive Director of the Company in November 2005. After joining Port of Dalian Authority in 1975, he held the positions of the chairman of Dalian Port Industrial Company Limited and Dalian Port Rixing Industrial Company Limited, respectively. He is currently a deputy general manager of Dalian Port Corporation Limited. He was a representative to the Twelfth and Thirteenth National People's Congress of Dalian Municipality. He is a senior accountant. Mr. Lu has more than thirty-one years of experience in port business and extensive experience in finance, financing, corporate management and operation.

**Mr. Xu Jian**, aged 43, graduated from Tianjing University majoring port and sea-route. After joining Port of Dalian Authority in 1988, he held the positions of the deputy general manager of Dalian Port Harbour Construction Superintendence and Consulting Company Limited, general manager of Dalian Gangwan Engineering Company, the commander in chief of the headquarter for the Key Projects of Dalian Port Corporation Limited, the assistant to the general manager of Dalian Port Corporation Limited. He is currently a deputy general manager of Dalian Port Corporation Limited and the deputy president of China Water Transportation Construction Association. Mr. Xu Jian does not hold any positions with the Company and any member of the Group. Mr. Xu is a senior engineer and has extensive experience in port planning and construction. He was awarded the honour of "2006 Dalian 5.1 medal for Laborers".

**Mr. Zhang Xianzhi**, aged 51, was appointed as an independent non-executive Director of the Company in November 2005. Mr. Zhang has a doctorate degree in economics. He is a professor, a tutor of doctorate postgraduates and a State grade lecturer. He was a senior visiting scholar at the New York State University. He is the deputy dean of the accountancy college at Dongbei University of Finance and Economics and the head of its internal control and risk management research centre (key research base in Liaoning Province for human and social sciences), a visiting professor of Dongwu University (Taiwan), as well as a part-time professor of Dalian University of Science and Technology and Shandong University of Science and Technology. Mr. Zhang is a co-chairman of the Annual Conference of Finance of China, a deputy chairman of Liaoning Institute of Chief Accountants. He is a non-practicing member of Liaoning Association of CFO and the chairman of Dalian Enterprises Finance Researching Association. Mr. Zhang has more than twenty-five years of experiences in finance and extensive experience in finance and financial management and obtained a number of research findings in the areas of analysis of financial statement and internal control.

**Mr. Ng Ming Wah, Charles**, aged 58, was appointed to the Board as an independent non-executive Director in November 2005. Mr. Ng graduated from Loughborough University in England in 1972 with a B.Sc. degree in Electronic and Electrical Engineering and from London Graduate School of Business Studies in England in 1974 with a M.Sc. degree in Business Studies. He is the director of Somerley Limited, the principal business of which is the provision of corporate financial advisory services. Mr. Ng has over twenty-five years of experience in corporate finance and investment banking. Mr. Ng is a non-executive director of Goldlion Holdings Limited (stock code: 533) and an independent non-executive director of each of China Everbright Limited (stock code: 165), Stone Group Holdings Limited (stock code: 409) and China Molybdenum Co., Ltd. (stock code: 3993). In addition, Mr. Ng holds a number of community service positions, including as a member of the Council of Lingnan University of Hong Kong and a member of the Board of Governors of Hong Kong Arts Centre.

Mr. Wang Zuwen, aged 53, is a professor, a tutor of doctorate postgraduates and the president of Dalian

Maritime University. Mr. Wang graduated from Haerbin University of Technology with a master's degree in engineering. In 1987, he studied in Japan and graduated from Sophia University with a doctor's degree in engineering, majoring in mechanical engineering. Mr. Wang is currently a representative to the eleventh National People's Congress, and also holds a number of positions, including as the chairman of International Association of Maritime Universities, a director of the board of World Maritime University, an communication academician of International Eurasian Academy of Sciences, the deputy chairman of China Institute of Navigation, a member of Chinese Mechanical Engineering Society, a member of the Fluid Power Transmission & Control Committee of Chinese Mechanical Engineering Society, and a member of the editor committee of "Chinese Journal of Mechanical Engineering" and a director of its board. Mr. Wang was honoured as one of the "Ten Most Outstanding Young People in Haerbin", "Outstanding Returnees of State" and the "Outstanding Expert in Liaoning Province", and "Dalian 5.1 Special Award for Laborers". Mr. Wang Zuwen does not hold any positions with the Company and any member of the Group.

Save as disclosed above, the directors did not hold any directorships in listed public companies in the last three years. They are not related to any director, supervisor, senior management or substantial or controlling shareholders of the Company respectively. The directors are not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The directors will enter into a service contract with the Company effective from the conclusion of the AGM. There is no other information relating to the appointment of the directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). Save as disclosed herein, there are no other matters that need to be brought to the attention of shareholders of the Company.

## **B: Profiles of supervisors of the Company**

**Mr. Fu Bin**, aged 50, was appointed as the chairman of the supervisory committee and supervisor of the Company in November 2005. After joining Port of Dalian Authority in 1980, he held the positions of the chairman of the board of Dalian Jingangwan Grains and Logistics Company Limited, China United Tallying Co., Ltd. Dalian, Dalian Ocean Shipping Tally Co., Ltd., Odfjell Terminals (Dalian) Ltd. and Changxingdao Port Co., Ltd.. He is currently a director and a deputy general manager of Dalian Port Corporation Limited. He obtained from the Hong Kong Baptist University a master of business administration degree. He is a senior economist. Mr. Fu has extensive experience in corporate management and internal control.

**Mr. Zhang Guofeng**, aged 53, was appointed as a supervisor of the Company in November 2005. After joining Port of Dalian Authority in 1975, he held the positions of a director of Dalian Port Wantong Shipping Company Limited, a supervisor of Dalian Portsoft Technology Company Limited, a director of Dalian Golden Name Building Company Limited, the chairman of the board of Dalian Port Real Estate Development and Construction Group Company Limited and the chairman of the supervisory committee of Dalian Port Container Co., Ltd., a supervisor of Dalian Port Jifa Logistics Co., Ltd., a director of Dalian China Oil Dock Management Co., Ltd. and Dalian Harbour Construction Superintendence Co., Ltd., respectively, and a supervisor of Zhangxing Island Terminal Co., Ltd., Dalian Port Construction and Management Co., Ltd., respectively. He is currently a supervisor and the head of financial planning department of Dalian Port Corporation Limited. He graduated from the faculty of water transportation economics of Shanghai Maritime University majoring in finance and accountancy. He is a senior accountant. He has extensive experience in corporate management, internal control and financial management. Mr. Zhang was named as a pioneer of internal audit of the State and pioneer of internal audit of Liaoning Province.

**Mr. Diao Chengbao**, aged 62, was appointed as a supervisor of the Company in November 2005. He worked as a deputy head of the general office of Dalian Municipal Commission, the head of Dalian Municipal Commission for Economic Restructuring, the Development and Research Centre of Dalian Municipal Government, respectively, and Dalian and North-eastern Asia Regional Cooperation Research Centre. He is currently a deputy head of Dalian Charity Federation. Mr. Diao graduated from the Party School of Liaoning Province Commission majoring in administration and management. Mr. Diao has extensive experience in social and economic research. He also serves as a part-time Professor of the Party School of Dalian Municipal Commission, Dalian Administrative College, Dalian Socialism College and Dalian University of Science and Technology, respectively. He is a consultant of Dalian Social and

Economic Research Institute under Dalian University and a member of Dalian Environmental Protection Consultative Committee, Dalian Port Development Consulting Committee, the Adviser Committee of the Management Committee of Dalian Hi-tech Industrial Park Zone and the Fourth Consultative Commission of Dalian Municipal Commission and Dalian Municipal People's Government, respectively.

**Ms. Fu Rong**, aged 50, was appointed as a supervisor of the Company in November 2005. She graduated from Dongbei University of Finance and Economics with a master's degree in economics majoring in accounting. Ms. Fu is a professor of Dongbei University of Finance and Economics who has undertaken the professional teaching assignments in finance and accounting of undergraduates and postgraduates and assumed the relevant seminars and continuing education training courses. Her research direction is company finance and accounting. She obtained a number of research findings in the areas of consolidated financial statement and accounting standards for business. Ms. Fu is currently the dean of the accountancy department of Accountancy College at Dongbei University of Finance and Economics and a non-practicing member of the China Institute of Certified Public Accountants.

Save as disclosed above, the supervisors did not hold any directorships in listed public companies in the last three years. They are not related to any director, supervisor, senior management or substantial or controlling shareholders of the Company respectively. The supervisors are not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The supervisors will enter into a service contract with the Company effective from the conclusion of the AGM. There is no other information relating to the appointment of the supervisors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of shareholders of the Company.