



大連港股份

# Dalian Port (PDA) Company Limited\*

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

## ANNOUNCEMENT

### POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 1 DECEMBER 2006

The Company is pleased to announce that the proposed conversion of the Company into a sino-foreign joint stock limited company and related amendments to the Articles of Association and the proposed general mandate to issue shares have been approved by the shareholders at the EGM on 1 December 2006.

Reference is made to the circular of Dalian Port (PDA) Company Limited (the “**Company**”) in relation to the proposed conversion of the Company into a sino-foreign joint stock limited company and related amendments to the Articles of Association and the general mandate to issue shares (the “**Circular**”) and the notice convening an extraordinary general meeting (the “**EGM**”) to consider, and if thought fit, approve the same (the “**Notice**”). Both of the Circular and the Notice were delivered to the shareholders of the Company on 16 October 2006. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Notice.

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#### ATTENDANCE AT THE EGM

14 Shareholders (or proxies) were present at the EGM, holding an aggregate of 2,110,798,093 shares of the Company (the “**Shares**”) which represented approximately 72.14% of the total number of Shares carrying voting rights. Out of the Shareholders present at the EGM, 5 were holders (or proxies) of the domestic shares of the Company (the “**Domestic Shares**”) holding an aggregate of 1,863,400,000 Shares which represented approximately 88.28% of the total number of Shares carrying voting rights and 9 were holders (or proxy) of the H shares of the Company holding an aggregate of 247,398,093 Shares which represented approximately 11.72% of the total number of Shares carrying voting rights.

#### RESULTS OF THE EGM

##### Special resolutions

The following resolutions were passed by the Shareholders at the EGM as special resolutions through voting by poll:

Special Resolutions	No. of votes and Percentage (Approx.)		
	For	Against	Abstain
1. To consider and approve the conversion of the Company into a sino-foreign joint stock limited company and related amendments to the Articles of Association as follows: (a) <b>THAT</b> Article 1 of the Articles of Association be amended as: “The Company (the “ <b>Company</b> ”) is a sino-foreign joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “ <b>Company Law</b> ”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “ <b>Special Regulations</b> ”), the Certain Questions on the Establishment of Foreign-invested Joint Stock Limited Company Tentative Provisions (the “ <b>Tentative Provisions</b> ”) and the applicable laws and regulations of the People’s Republic of China (the “ <b>PRC</b> ”).”; (b) <b>THAT</b> Article 5 of the Articles of Association be amended as: “The Company is a joint stock limited company with perpetual existence. The status of the Company is a sino-foreign joint stock limited company. The Company is an independent legal person subject to the jurisdiction and under the protection of the laws and regulations of the People’s Republic of China.”; (c) <b>THAT</b> Article 21 of the Articles of Association be amended by inserting the following as the second paragraph: “The total investment of the Company is RMB8,500,000,000.”; (d) <b>THAT</b> Article 156 of the Articles of Association be amended as: “The Company shall distribute its profit after payment of taxes in the following order: (i) making up losses; (ii) allocation of reserve fund; (iii) allocation of bonuses and welfare fund for employees; (iv) allocation of expansion fund; and (v) distribution of dividends. The allocation and the proportion of allocation of funds referred to in (ii), (iii), (iv) and (v) in any particular year shall be proposed by the Board of Directors based on operation circumstances and needs of expansion of the Company and decided by the shareholders in general meeting.”; (e) <b>THAT</b> Article 157 of the Articles of Association be amended as: “The Company shall not distribute dividends or carry out other distributions by way of bonus before any losses are made up.”; (f) <b>THAT</b> Article 158 of the Articles of Association be amended as: “In the event that the reserve fund of the Company is insufficient to make up the losses of the previous year, the profits of the current year shall first be used to make up the losses before making any allocation of reserve fund. After making up losses and allocation of reserve fund, bonuses and welfare fund for employees and expansion fund, the profits of the Company may be distributed to the shareholders in proportion to their respective shareholdings. If the shareholders or the Board of Directors distribute profits before making up losses and allocation of reserve fund, bonuses and welfare fund for employees and expansion fund in breach of the stipulation of the previous paragraph, the profits distributed must be returned to the Company.”; (g) <b>THAT</b> Article 159 of the Articles of Association be amended as: “Expansion fund shall be allocated from the profits of the Company after allocation of reserve fund and bonuses and welfare fund for employees according to the shareholders’ resolution.”; (h) <b>THAT</b> Article 161 of the Articles of Association be amended as: “The reserve fund, expansion fund and common reserve fund of the Company may be applied for the following use: (i) making up losses; (ii) expanding the Company’s productions and operation; or	2,110,792,093 (100.00%)	2,000 (0.00%)	4,000 (0.00%)

Special Resolutions	No. of votes and Percentage (Approx.)		
	For	Against	Abstain
(iii) converting into the capital of the Company. The Company may convert its reserve fund and common reserve fund into capital with the approval of the Shareholders in a general meeting. When such conversion takes place, the company shall either issue new shares to the existing shareholders in proportion to their respective shareholdings or increase the par value of each share, provided, however, that when the reserve fund is converted to capital, the balance of the reserve fund may not fall below 25% of the registered capital.”; and (i) <b>THAT</b> Article 162 of the Articles of Association be amended as: “The Company’s bonuses and welfare fund for employees is used for the collective welfare of the Company’s employees.”			
2. To consider and, if thought fit, approve the following resolution as a special resolution: “ <b>THAT</b> : (a) The Board of Directors be and is hereby granted, during the Relevant Period, a general mandate to separately or concurrently issue, allot and deal with additional Domestic Shares and/or H Shares of the Company, and to make or grant offers, agreement, and options in respect thereof, subject to the following conditions: (i) such mandate shall not extend beyond the Relevant Period save that the Board of Directors may during the Relevant Period make or grant offers, agreements or options which may require the exercise of such powers after the end of the Relevant Period; (ii) the aggregate nominal amount of the Domestic Shares and/or H Shares allotted and issued by the Board of Directors shall not exceed 20% of the aggregate nominal amount of the Domestic Shares and H Shares, respectively, of the Company in issue as at the date of this special resolution; and (iii) the Board of the Directors will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if necessary approval from the China Securities Regulatory Commission and/or other relevant approval authorities are obtained. For the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following passing of this special resolution; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or other applicable laws to be held; and (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the Shareholders of the Company in a general meeting of the Company. (b) The Board of Directors be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares (including without limitation, determining the time and place of issue, making all necessary application to the relevant authorities, entering into underwriting agreements or any other agreements and determining the use of proceeds); (c) The Board of Directors be and is hereby authorized to make such amendments to the Articles of Association in connection with an increase of the registered capital of the Company to reflect the new capital structure of the Company upon the allotment and issuance of new shares of the Company as contemplated in this special resolution and make all necessary filings and registrations with the relevant PRC, Hong Kong and other relevant authorities.	2,102,485,093 (99.61%)	4,770,000 (0.23%)	2,000 (0.00%)

#### SCRUTINY OF VOTE-COUNTING

According to the requirements under the Listing Rules, Deloitte Touche Tohmatsu acted as the scrutineer of the EGM and reviewed the counting of the votes at the meeting.

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

Dalian City, Liaoning Province, the PRC  
1 December 2006

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

*Executive Directors:* SUN Hong, JIANG Luning and SU Chunhua  
*Non-executive Directors:* LU Jianmin and ZHANG Fengge  
*Independent non-executive Directors:* YANG Zan, ZHANG Xianzhi and NG Ming Wah, Charles

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