



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)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2006

NOTICE IS HEREBY GIVEN that Annual General Meeting ("AGM") of Dalian Port (PDA) Company Limited (the "Company") for the year 2006 will be held at Room 109, PDA Group Building, No. 1 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC at 10:00 a.m. on 12 June 2007, Tuesday for the purposes of considering and, if thought fit, approving the following matters:

AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the Board of Directors of the Company for the year of 2006.
2. To consider and approve the report of the supervisory committee of the Company for the year of 2006.
3. To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2006.
4. To consider and approve the final dividend distribution for the year ended 31 December 2006.
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 auditor 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.
6. To consider and approve the executive directors' remuneration and the adjustment of independent non-executive director's remuneration.
7. To consider and approve the adjustment of independent supervisor's remuneration.

AS SPECIAL RESOLUTIONS:

8. To consider and approve the following resolution as a special resolution:

"THAT:

 - (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, agreements, 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 passing this special resolution; and
 - (iii) the Board of 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 apply for all necessary approval and make all necessary filings and registrations with the relevant PRC, Hong Kong and other relevant authorities.
9. To consider and approve the amendments to the Articles of Association and authorise the Board of Directors to make all necessary application for approval, filings and registrations with the relevant PRC, Hong Kong and other relevant authorities. The amendments to be approved by MOFCOM are final.

- (a) **THAT** the existing first paragraph of Article 6 of the Articles of Association be deleted in its entirety and replaced with the following: "the Articles of Association shall take effect as of the date of the incorporation of the Company.";

- (b) **THAT** the existing Article 11 of the Articles of Association be amended as:

"The business scope of the Company shall be determined in accordance with the approval of the company registration authority.

The principal businesses of the Company include: loading and discharging international and domestic cargos, transportation, transshipment, warehousing and other port operation services and logistic services.

The other businesses of the Company include: tallying service for vessels sailing international and domestic trade lanes; pilotage; tugging; port related logistic services and information technology and consultation services";

- (c) **THAT** the existing second paragraph of Article 21 of the Articles of Association, namely "the total investment of the Company is RMB8,500,000,000" be deleted in its entirety,

- (d) **THAT** the existing second paragraph of Article 86 of the Articles of Association be amended as: "the Company shall keep minutes of the shareholders' meeting recording the decisions of all of the matters under their consideration. The chairman of the meeting and a company secretary shall sign the minutes. The minutes, together with the signatory book of the shareholders who attending such meeting and the proxy forms, shall be maintained at the place of the Company."

- (e) **THAT** the existing first paragraph of Article 99 of the Articles of Association be amended as: "The directors shall be elected in the shareholders meeting. The term of office shall be three years from the date of election. The directors may be re-appointed upon election. However, the first session of the Board of Directors shall be elected in the inaugural meeting and its term of office shall end at the conclusion of third annual general meeting. The directors shall retire by rotation";

- (f) **THAT** the existing Article 202 of the Articles of Association be amended as: "Unless stipulated otherwise in the articles of association, any notice, material or written statement shall be delivered by hand or post to the address of each of the shareholders holding H shares, which is registered on the H share register.

Any notice, material or written statement to the shareholders holding the Domestic Shares shall be delivered to the registered address of each of such shareholders or to other address notified by such shareholders from time to time by email, facsimile, post or by hand or announcement.

Once the Company issues a notice, information or written statement by any means as stated above, such notice, information or written statement shall be deemed as having been delivered to all shareholders"

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

27 April 2007

Notes:

1. Each shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf at the annual general meeting. A proxy need not be a shareholder of the Company. A proxy of a shareholder may vote by hand or on a poll. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll. The shareholder shall have one vote for each share that they hold.
2. In order to determine the list of shareholder who are entitled to attend the annual general meeting, the registers of members of the Company will be closed from 12 May 2007, Saturday to 12 June 2007, Tuesday (both days inclusive), during which no share transfer will be registered. Holders of the H Shares and the Domestic Shares whose names appear on the registers of members as at 4:30 p.m. of 11 May 2007 are entitled to attend the annual general meeting. In order to attend and vote at the annual general meeting, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 11 May 2007.
3. The instruments appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorized attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization documents must be notarized.
4. The proxy form together with the power of attorney or other authorization document (if any) must be deposited at the office of Board of Directors at 2208, Times Building, No. 7 Gangwan Street, Zhongshan District, Dalian City, Liaoning Province, PRC for holders of the Domestic Shares and at the H share registrar, Computershare Hong Kong Investor Services Limited at the address as stated in Note 2 above for holders of the H Shares not less than 24 hours before the time fixed for holding the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should you so wish.
5. Shareholders who intend to attend the annual general meeting in person or by proxy should return the reply slip to the office of the Board of Directors at the address as stated in Note 6 below on or before 5:00 p.m. on 23 May 2007 by hand, by post or by fax. Shareholders attending the meeting in person or by proxy are required to present their identity certification. If the attending shareholders is a corporation, its legal representative or person authorized by the board or other decision making authority is required to present a copy of the relevant resolution of the board or other decision making authority approving him/her to attend the meeting on behalf of such corporations.
6. The contact details of the office of the Board of Directors are as follows:
 Room 2208, Times Building,
 No. 7, Gangwan Street
 Zhongshan District
 Dalian City, Liaoning Province
 PRC
 Postal Code: 116001
 Telephone No.: 86 411 8279 8566-801/811
 Facsimile No.: 86 411 8279 8566-805/8279 8108
7. The annual general meeting is expected to last for half a day and shareholders (in person or by proxy) attending the meeting shall be responsible for their own transportation and accommodation expenses.
8. The existing Board of Directors of the Company comprises four executive directors, namely Mr. SUN Hong, Mr. ZHANG Fengge, Mr. JIANG Luning and Ms. SU Chunhua, one non-executive director, namely Mr. LU Jianmin and three independent non-executive directors, namely Mr. YANG Zan, Mr. ZHANG Xianzhi and Mr. 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".