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**中遠海運控股股份有限公司**  
**COSCO SHIPPING Holdings Co., Ltd.\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock code: 1919)**

**ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT  
THE EXTRAORDINARY GENERAL MEETING,  
THE A SHARE CLASS MEETING  
AND THE H SHARE CLASS MEETING**

The Board is pleased to announce that the resolutions proposed at the EGM and the Class Meetings held on 18 December 2017 were duly passed by way of poll.

Reference is made to (1) the notice of the extraordinary general meeting (the “**EGM**”) of COSCO SHIPPING Holdings Co., Ltd.\* (the “**Company**”) dated 3 November 2017 (the “**EGM Notice**”); (2) the notice of the H share class meeting of the Company (the “**H Share Class Meeting**”) dated 3 November 2017 (the “**H Share Class Meeting Notice**”); and (3) the circular of the Company dated 1 December 2017 (the “**Circular**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

**RESULTS OF THE EGM AND THE CLASS MEETINGS**

The EGM, the A Share Class Meeting and the H Share Class Meeting were held in sequence at the Conference Room, 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong and Ocean Hall, 5th Floor, Shanghai Ocean Hotel, No.1171, Dong Da Ming Road, Shanghai, People’s Republic of China on Monday, 18 December 2017 at 2:30 p.m. Voting by way of poll was demanded as required under the Listing Rules. The EGM and the Class Meetings were chaired by Mr. Huang Xiaowen, an executive Director and the Vice Chairman of the Company.

The total number of issued A Shares and H Shares as at the date of the EGM and the Class Meetings was 10,216,274,357 Shares, which comprises 7,635,674,357 A Shares and 2,580,600,000 H Shares. COSCO SHIPPING and its associates, which control or are entitled to exercise control over the voting rights in respect of 4,557,594,644 A Shares and 87,635,000 H Shares, representing approximately 45.47% of the total issued share capital of the Company, were required under the Listing Rules to abstain and did abstain from voting on resolutions no. 2 to 4, 6 to 8 and 12 at the EGM and resolutions no. 1 to 4 at the Class Meetings. Accordingly, (i) the total number of Shares entitling Shareholders to attend and vote for or against resolutions no. 2 to 4, 6 to 8 and 12 at the EGM was 5,571,044,713 Shares, representing approximately 54.53% of the total issued share capital of the Company; (ii) the total number of A Shares entitling A Shareholders to attend and vote for or against resolutions no. 1 to 4 at the A Share Class Meeting was 3,078,079,713 A Shares, representing approximately 40.31% of the total issued A Share capital of the Company; and (iii) the total number of H Shares entitling H Shareholders to attend and vote for or against resolutions no. 1 to 4 at the H Share Class Meeting was 2,492,965,000 H Shares, representing approximately 96.60% of the total issued H Share capital of the Company.

Saved as disclosed above, there were no Shares entitling the Shareholders to attend the EGM and the Class Meetings and abstain from voting in favor as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the EGM and/or the Class Meetings.

Shareholders and their authorized proxies holding an aggregate of (i) 5,636,989,645 Shares, representing approximately 55.1766% of the total issued share capital of the Company, were present at the EGM; (ii) 5,354,249,590 A Shares, representing approximately 70.1215% of the total issued A Share capital of the Company, were present at the A Share Class Meeting; and (iii) 282,653,797 H Shares, representing approximately 10.9530% of the total issued H Share capital of the Company, were present at the H Share Class Meeting. The holding of the EGM and the Class Meetings were in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

## 1. POLL RESULTS OF THE EGM

The results of the poll conducted at the EGM were as follows:

ORDINARY RESOLUTION		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the satisfaction of the criteria for non-public issuance of A Shares by the Company.	5,628,027,947 (99.8410%)	8,636,516 (0.1532%)	325,182 (0.0058%)
SPECIAL RESOLUTIONS		For	Against	Abstain
2.	To consider and approve the proposed non-public issuance of not more than 2,043,254,870 A Shares by the Company to not more than 10 specific target subscribers, including COSCO SHIPPING under the Proposed Non-public Issuance of A Shares:	/		
	(i) class and par value of shares to be issued;	1,070,569,803 (99.1824%)	8,723,616 (0.8082%)	101,582 (0.0094%)
	(ii) method and time of issuance;	1,070,569,803 (99.1824%)	8,723,616 (0.8082%)	101,582 (0.0094%)
	(iii) target subscribers and subscription method;	1,070,569,803 (99.1824%)	8,723,616 (0.8082%)	101,582 (0.0094%)
	(iv) Price Determination Date, issue price and pricing principles;	1,070,569,803 (99.1824%)	8,723,616 (0.8082%)	101,582 (0.0094%)
	(v) number of A Shares to be issued;	1,070,569,803 (99.1824%)	8,723,616 (0.8082%)	101,582 (0.0094%)
	(vi) lock-up period;	1,070,569,805 (99.1824%)	8,723,614 (0.8082%)	101,582 (0.0094%)
	(vii) place of listing of the A Shares to be issued;	1,070,569,803 (99.1824%)	8,723,616 (0.8082%)	101,582 (0.0094%)
	(viii) amount and use of proceeds;	1,072,065,642 (99.3210%)	7,227,777 (0.6696%)	101,582 (0.0094%)
	(ix) arrangement of accrued undistributed profit of the Company prior to the Proposed Non-public Issuance of A Shares; and	1,070,567,803 (99.1822%)	8,725,616 (0.8084%)	101,582 (0.0094%)
	(x) validity period of resolution.	1,070,567,803 (99.1822%)	8,725,616 (0.8084%)	101,582 (0.0094%)

<b>SPECIAL RESOLUTIONS</b>		<b>Number of votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
3.	To consider and approve the “Proposal in respect of the Non-public Issuance of A Shares”.	1,070,562,803 (99.1817%)	8,725,616 (0.8084%)	106,582 (0.0099%)
4.	To consider and approve the “Feasibility Report on the Use of Proceeds from the Non-public Issuance of A Shares”.	1,071,705,914 (99.2876%)	7,142,679 (0.6617%)	546,408 (0.0507%)
<b>ORDINARY RESOLUTION</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
5.	To consider and approve the exemption from the preparation of a report on the utilization of proceeds from previous fund raising.	5,629,643,284 (99.8697%)	7,206,769 (0.1278%)	139,582 (0.0025%)
<b>SPECIAL RESOLUTIONS</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
6.	To consider and approve the COSCO SHIPPING Subscription Agreement dated 30 October 2017 entered into between the Company and COSCO SHIPPING.	1,070,492,808 (99.1753%)	8,772,611 (0.8127%)	129,582 (0.0120%)
7.	To consider and approve the Proposed COSCO SHIPPING Subscription constituting a connected transaction.	1,071,850,640 (99.3011%)	7,276,779 (0.6742%)	267,582 (0.0247%)
8.	To consider and approve the waiver of COSCO SHIPPING’s obligation to make a general offer of the securities of the Company as a result of the COSCO SHIPPING Subscription under PRC laws and regulations.	1,069,711,148 (99.1028%)	9,429,271 (0.8736%)	254,582 (0.0236%)
<b>ORDINARY RESOLUTIONS</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
9.	To consider and approve the Shareholders’ Return Plan for the Years 2017-2019.	5,631,125,289 (99.8960%)	5,606,774 (0.0995%)	257,582 (0.0045%)

ORDINARY RESOLUTIONS		Number of votes (%)		
		For	Against	Abstain
10.	To consider and approve the “Remedial Measures Regarding Dilution on Current Returns and the Impact on the Company’s Major Financial Indicators by the Non-public Issuance of A Shares”.	5,628,019,447 (99.8409%)	8,702,616 (0.1544%)	267,582 (0.0047%)
11.	To consider and approve the resolution on the relevant undertakings by the Company’s controlling shareholders, Directors and senior management with regards to the remedial measures regarding dilution on current returns by the Proposed Non-public Issuance of A Shares.	5,628,032,447 (99.8411%)	8,702,616 (0.1544%)	254,582 (0.0045%)
SPECIAL RESOLUTIONS		For	Against	Abstain
12.	To consider and approve the Specific Mandate.	1,070,381,302 (99.1649%)	8,702,616 (0.8062%)	311,083 (0.0289%)
13.	To consider and approve the authorization to the Board and any person authorized by the Board to handle all matters in connection with the Proposed Non-public Issuance of A Shares in accordance with applicable laws and regulations.	5,629,528,284 (99.8676%)	7,206,779 (0.1278%)	254,582 (0.0046%)

As more than 50% of the votes were cast in favour of the resolutions no. 1, 5, 9 to 11 set out above at the EGM, such resolutions were duly passed as ordinary resolutions of the Company. As more than two-thirds of the votes were cast in favor of the resolutions no. 2 to 4, 6 to 8 and 12 to 13 set out above at the EGM, such resolutions were duly passed as special resolutions of the Company. For details of the aforesaid resolutions, the Shareholders may refer to the EGM Notice and the Circular.

## 2. POLL RESULTS OF THE A SHARE CLASS MEETING

The results of the poll conducted at the A Share Class Meeting were as follows:

SPECIAL RESOLUTIONS		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposed non-public issuance of not more than 2,043,254,870 A Shares by the Company to not more than 10 specific target subscribers, including COSCO SHIPPING under the Proposed Non-public Issuance of A Shares:	/		
	(i) class and par value of shares to be issued;	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(ii) method and time of issuance;	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(iii) target subscribers and subscription method;	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(iv) Price Determination Date, issue price and pricing principles;	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(v) number of A Shares to be issued;	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(vi) lock-up period;	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(vii) place of listing of the A Shares to be issued;	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(viii) amount and use of proceeds;	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(ix) arrangement of accrued undistributed profit of the Company prior to the Proposed Non-public Issuance of A Shares; and	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
	(x) validity period of resolution.	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
2.	To consider and approve the “Proposal in respect of the Non-public Issuance of A Shares”.	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
3.	To consider and approve the COSCO SHIPPING Subscription Agreement dated 30 October 2017 entered into between the Company and COSCO SHIPPING.	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)

SPECIAL RESOLUTIONS		Number of votes (%)		
		For	Against	Abstain
4.	To consider and approve the Specific Mandate.	791,137,400 (99.3074%)	5,516,546 (0.6925%)	1,000 (0.0001%)
5.	To consider and approve the authorization to the Board and any person authorized by the Board to handle all matters in connection with the Proposed Non-public Issuance of A Shares in accordance with applicable laws and regulations.	5,348,732,044 (99.8970%)	5,516,546 (0.1030%)	1,000 (0.0000%)

As more than two-thirds of the votes were cast in favor of the resolutions no. 1 to 5 set out above at the A Share Class Meeting, such resolutions were duly passed as special resolutions of the Company.

### 3. POLL RESULTS OF THE H SHARE CLASS MEETING

The results of the poll conducted at the H Share Class Meeting were as follows:

SPECIAL RESOLUTIONS		Number of votes (%)		
		For	Against	Abstain
1.	To consider and approve the proposed non-public issuance of not more than 2,043,254,870 A Shares by the Company to not more than 10 specific target subscribers, including COSCO SHIPPING under the Proposed Non-public Issuance of A Shares:	/		
	(i) class and par value of shares to be issued;	280,669,519 (99.2980%)	1,609,939 (0.5696%)	374,339 (0.1324%)
	(ii) method and time of issuance;	280,669,519 (99.2980%)	1,609,944 (0.5696%)	374,334 (0.1324%)
	(iii) target subscribers and subscription method;	280,669,519 (99.2980%)	1,609,944 (0.5696%)	374,334 (0.1324%)
	(iv) Price Determination Date, issue price and pricing principles;	280,669,519 (99.2980%)	1,609,944 (0.5696%)	374,334 (0.1324%)

SPECIAL RESOLUTIONS		Number of votes (%)		
		For	Against	Abstain
	(v) number of A Shares to be issued;	280,672,519 (99.2990%)	1,606,944 (0.5685%)	374,334 (0.1325%)
	(vi) lock-up period;	280,672,521 (99.2990%)	1,606,942 (0.5685%)	374,334 (0.1325%)
	(vii) place of listing of the A Shares to be issued;	280,672,519 (99.2990%)	1,606,944 (0.5685%)	374,334 (0.1325%)
	(viii) amount and use of proceeds;	282,168,356 (99.8283%)	111,107 (0.0393%)	374,334 (0.1324%)
	(ix) arrangement of accrued undistributed profit of the Company prior to the Proposed Non-public Issuance of A Shares; and	280,672,519 (99.2990%)	1,606,944 (0.5685%)	374,334 (0.1325%)
	(x) validity period of resolution.	280,672,519 (99.2990%)	1,606,944 (0.5685%)	374,334 (0.1325%)
2.	To consider and approve the “Proposal in respect of the Non-public Issuance of A Shares”.	280,633,519 (99.2958%)	1,586,944 (0.5615%)	403,334 (0.1427%)
3.	To consider and approve the COSCO SHIPPING Subscription Agreement dated 30 October 2017 entered into between the Company and COSCO SHIPPING.	280,667,519 (99.2973%)	1,586,944 (0.5614%)	399,334 (0.1413%)
4.	To consider and approve the Specific Mandate.	280,600,419 (99.2735%)	1,583,944 (0.5604%)	469,434 (0.1661%)
5.	To consider and approve the authorization to the Board and any person authorized by the Board to handle all matters in connection with the Proposed Non-public Issuance of A Shares in accordance with applicable laws and regulations.	282,146,356 (99.8205%)	88,107 (0.0312%)	419,334 (0.1483%)

As more than two-thirds of the votes were cast in favor of the resolutions no. 1 to 5 set out above at the H Share Class Meeting, such resolutions were duly passed as special resolutions of the Company. For details of the aforesaid resolutions, the Shareholders may refer the H Share Class Meeting Notice and the Circular.



Computershare Hong Kong Investor Services Limited was the scrutineer for the vote-taking of the H Shares at the EGM and the H Share Class Meeting. The EGM and the Class Meetings were witnessed by Commerce & Finance Law Offices, who presented a legal opinion concluding that the convening and the procedures for holding of the EGM and the Class Meetings, the eligibility of the Shareholders who attended the EGM and the Class Meetings and the persons who convened the EGM and the Class Meetings, and the voting procedures of the EGM and the Class Meetings were in compliance with the relevant laws, rules, regulations and the Articles of Association. The voting results are lawful and valid.

By Order of the Board  
**COSCO SHIPPING Holdings Co., Ltd.**  
**Guo Huawei**  
*Company Secretary*

Shanghai, the People's Republic of China  
18 December 2017

*As at the date of this announcement, the directors of the Company are Mr. WAN Min<sup>2</sup> (Chairman), Mr. HUANG Xiaowen<sup>1</sup> (Vice Chairman), Mr. XU Zunwu<sup>1</sup>, Mr. MA Jianhua<sup>2</sup>, Mr. WANG Haimin<sup>1</sup>, Mr. ZHANG Wei (張為)<sup>1</sup>, Mr. FENG Boming<sup>2</sup>, Mr. ZHANG Wei (張煒)<sup>2</sup>, Mr. CHEN Dong<sup>2</sup>, Mr. YANG, Liang Yee Philip<sup>3</sup>, Mr. WU Dawei<sup>3</sup>, Mr. ZHOU Zhonghui<sup>3</sup>, Mr. TEO Siong Seng<sup>3</sup> and Mr. KOO, Chee Kong Kenneth<sup>3</sup>.*

<sup>1</sup> *Executive Director*

<sup>2</sup> *Non-executive Director*

<sup>3</sup> *Independent non-executive Director*

\* *For identification purpose only*