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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of COSCO SHIPPING Holdings Co., Ltd. (the “**Company**”) will be held at 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, the PRC on Thursday, 25 May 2017 at 1:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolutions of the Company.

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2016.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2016.
3. To consider and approve the audited financial statements and the auditors’ report of the Company prepared in accordance with the Generally Accepted Accounting Principles of the People’s Republic of China and Hong Kong Financial Reporting Standards, respectively, for the year ended 31 December 2016.
4. To consider and approve the proposed profit distribution plan (no dividend distribution) of the Company for the year ended 31 December 2016.
5. To approve the guarantees mandate to the Company for the provision of external guarantees to COSCO SHIPPING Lines Co., Ltd. not exceeding US\$1.5 billion.

6. To consider and approve the remuneration of the members of the fifth session of the Board and the members of the fifth session of the Supervisory Committee.
7. To consider and approve the re-election of the following persons nominated as executive directors and non-executive directors of the fifth session of the Board:
  - (1) Mr. Wan Min (萬敏) as a non-executive director of the Company;
  - (2) Mr. Huang Xiaowen (黃小文) as an executive director of the Company;
  - (3) Mr. Xu Zunwu (許遵武) as an executive director of the Company;
  - (4) Mr. Ma Jianhua (馬建華) as a non-executive director of the Company;
  - (5) Mr. Wang Haimin (王海民) as an executive director of the Company;
  - (6) Mr. Zhang Wei (張為) as an executive director of the Company;
  - (7) Mr. Feng Boming (馮波鳴) as a non-executive director of the Company;
  - (8) Mr. Zhang Wei (張煒) as a non-executive director of the Company; and
  - (9) Mr. Chen Dong (陳冬) as a non-executive director of the Company.
8. To consider and approve the election or re-election of the following persons nominated as independent non-executive directors of the fifth session of the Board:
  - (1) Mr. Yang Liang-Yee, Philip (楊良宜) as an independent non-executive director of the Company;
  - (2) Mr. Wu Dawei (吳大衛) as an independent non-executive director of the Company;
  - (3) Mr. Zhou Zhonghui (周忠惠) as an independent non-executive director of the Company;
  - (4) Mr. Kenneth C.K. Koo (顧建綱) as an independent non-executive director of the Company; and
  - (5) Mr. Teo Siong Seng (張松聲) as an independent non-executive director of the Company.

9. To consider and approve the re-election of the following persons nominated as supervisors of the fifth session of the Supervisory Committee:

- (1) Mr. Fu Xiangyang (傅向陽) as the supervisor representing shareholders of the Company;
- (2) Mr. Hao Wenyi (郝文義) as the supervisor representing shareholders of the Company;
- (3) Mr. Meng Yan (孟焰) as the independent supervisor of the Company; and
- (4) Mr. Zhang Jianping (張建平) as the independent supervisor of the Company.

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

Shanghai, the People's Republic of China  
10 April 2017

*Notes:*

1. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the shareholders of the Company (the “**Shareholders**”) at the AGM shall be taken by poll.
2. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy needs not to be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H share as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM if he so wishes.
5. The H share register of members of the Company will be closed from Tuesday, 25 April 2017 to Thursday, 25 May 2017, both days inclusive, during which period no transfer of the H shares of the Company will be effected. Shareholders whose names appear in the register of members of the Company on Monday, 24 April 2017 at 4:30 p.m. are entitled to attend and vote at the AGM.

In order to attend and vote at the AGM, all transfer documents accompanied by relevant share certificates must be lodged with the H share register 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 not later than 4:30 p.m. on Monday, 24 April 2017.

6. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the H share register of the Company, Computershare Hong Kong Investor Services Limited, for holders of H shares not later than 20 days before the date of the AGM, i.e. Friday, 5 May 2017.
7. Shareholders or their proxies attending the AGM shall produce their identity documents. If the attending shareholder is a corporate, its legal representative or person authorized by the board or other decision making authority shall present a copy of the relevant resolution of the board or other decision making authority in order to attend the AGM.
8. 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>, Dr. FAN HSU Lai Tai, Rita<sup>3</sup>, Mr. KWONG Che Keung, Gordon<sup>3</sup>, Mr. Peter Guy BOWIE<sup>3</sup> and Mr. YANG, Liang Yee Philip<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*