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中國遠洋控股股份有限公司  
**China COSCO Holdings Company Limited\***

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of China COSCO Holdings Company Limited (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, People’s Republic of China on Friday, 16 December 2016 at 2:00 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company.

Unless otherwise defined herein, the terms used in this notice of EGM shall have the same meaning as those defined in the Company’s circular dated 29 October 2016 (the “**Circular**”).

**ORDINARY RESOLUTIONS**

1. (i) **“THAT:**
  - (a) the form and substance of the Master General Services Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;
  - (b) the proposed annual caps, being the expected amount payable for the purchase of general services from COSCO SHIPPING and its subsidiaries and associates under the Master General Services Agreement for the three financial years ending on 31 December 2019 be and are hereby approved;
  - (c) the proposed annual caps, being the expected amount receivable for the provision of general services to COSCO SHIPPING and its subsidiaries and associates under the Master General Services Agreement for the three financial years ending on 31 December 2019 be and are hereby approved; and

(d) the execution of the Master General Services Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Master General Services Agreement and the transactions contemplated under it.”

(ii) **“THAT:**

(a) the form and substance of the Master Vessel Services Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;

(b) the proposed annual caps, being the expected amount payable for the purchase of vessel services from COSCO SHIPPING and its subsidiaries and associates under the Master Vessel Services Agreement for the three financial years ending on 31 December 2019 be and are hereby approved;

(c) the proposed annual caps, being the expected amount receivable for the provision of vessel services to COSCO SHIPPING and its subsidiaries and associates under the Master Vessel Services Agreement for the three financial years ending on 31 December 2019 be and are hereby approved; and

(d) the execution of the Master Vessel Services Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Master Vessel Services Agreement and the transactions contemplated under it.”

(iii) **“THAT:**

(a) the form and substance of the Master Container Services Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;

(b) the proposed annual caps, being the expected amount payable for the purchase of services from COSCO SHIPPING and its subsidiaries and associates under the Master Container Services Agreement for the three financial years ending on 31 December 2019 be and are hereby approved;

(c) the proposed annual caps, being the expected amount receivable for the provision of services to COSCO SHIPPING and its subsidiaries and associates under the Master Container Services Agreement for the three financial years ending on 31 December 2019 be and are hereby approved; and

(d) the execution of the Master Container Services Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Master Container Services Agreement and the transactions contemplated under it.”

(iv) **“THAT:**

- (a) the form and substance of the Master Seamen Leasing Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps, being the expected amount payable for the purchase of services from COSCO SHIPPING and its subsidiaries and associates under the Master Seamen Leasing Agreement for the three financial years ending on 31 December 2019 be and are hereby approved;
- (c) the proposed annual caps, being the expected amount receivable for the provision of services to COSCO SHIPPING and its subsidiaries and associates under the Master Seamen Leasing Agreement for the three financial years ending on 31 December 2019 be and are hereby approved; and
- (d) the execution of the Master Seamen Leasing Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Master Seamen Leasing Agreement and the transactions contemplated under it.”

(v) **“THAT:**

- (a) the form and substance of the Freight Forwarding Master Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps, being the expected amount payable for the purchase of services from COSCO SHIPPING and its subsidiaries and associates under the Freight Forwarding Master Agreement for the three financial years ending on 31 December 2019 be and are hereby approved;
- (c) the proposed annual caps, being the expected amount receivable for the provision of services to COSCO SHIPPING and its subsidiaries and associates under the Freight Forwarding Master Agreement for the three financial years ending on 31 December 2019 be and are hereby approved; and
- (d) the execution of the Freight Forwarding Master Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Freight Forwarding Master Agreement and the transactions contemplated under it.”

(vi) **“THAT:**

- (a) the form and substance of the Master Port Services Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps, being the expected amount payable for the purchase of services from COSCO SHIPPING and its subsidiaries and associates under the Master Port Services Agreement for the three financial years ending on 31 December 2019 be and are hereby approved;
- (c) the execution of the Master Port Services Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Master Port Services Agreement and the transactions contemplated under it.”

(vii) **“THAT:**

- (a) the form and substance of the Master Premises Leasing Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps, being the expected rent and other fees and charges payable to COSCO SHIPPING and its subsidiaries and associates under the Master Premises Leasing Agreement for the three financial years ending on 31 December 2019 be and are hereby approved;
- (c) the proposed annual caps, being the expected rent and other fees and charges receivable from COSCO SHIPPING and its subsidiaries and associates under the Master Premises Leasing Agreement for the three financial years ending on 31 December 2019 be and are hereby approved; and
- (d) the execution of the Master Premises Leasing Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Master Premises Leasing Agreement and the transactions contemplated under it.”

(viii) **“THAT:**

- (a) the form and substance of the Financial Services Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps, being the maximum daily outstanding balance of deposits (including accrued interest and handling fee) to be placed by the Company and its subsidiaries with COSCO Finance and CS Finance under the Financial Services Agreement for the three years ending 31 December 2019 be and are hereby approved;
- (c) the proposed annual caps, being the maximum daily outstanding balance of loans (including accrued interest and handling fee) to be granted by COSCO Finance and CS Finance to the Company and its subsidiaries under the Financial Services Agreement for the three years ending 31 December 2019 be and are hereby approved;
- (d) the execution of the Financial Services Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Financial Services Agreement and the transactions contemplated under it.”

(ix) **“THAT:**

- (a) the form and substance of the Master Vessel and Container Asset Services Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps, being the expected amount payable for the provision of services in relation to leasing of vessels and containers and sale of containers by COSCO SHIPPING and its subsidiaries and associates under the Master Vessel and Container Asset Services Agreement for the three financial years ending on 31 December 2019 be and are hereby approved;
- (c) the execution of the Master Vessel and Container Asset Services Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Master Vessel and Container Asset Services Agreement and the transactions contemplated under it.”

- (x) To consider and, if thought fit, approve the Trademark Licence Agreement:

“**THAT:**

- (a) the form and substance of the Trademark Licence Agreement and the transactions contemplated under it be and are hereby approved, ratified and confirmed;
  - (b) the execution of the Trademark Licence Agreement by any director of the Company be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorized to take steps as they consider necessary, desirable or expedient in connection with the Trademark Licence Agreement and the transactions contemplated under it.”
2. (i) To elect Mr. Wang Haimin as executive Director for a period commencing from the conclusion of the EGM and ending on the expiration of the term of the fourth session of the Board and to authorize the Board to enter into service contract and/or appointment letter with Mr. Wang Haimin subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
- (ii) To elect Mr. Zhang Wei (張為) as executive Director for a period commencing from the conclusion of the EGM and ending on the expiration of the term of the fourth session of the Board and to authorize the Board to enter into service contract and/or appointment letter with Mr. Zhang Wei subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
- (iii) To elect Mr. Feng Boming as non-executive Director for a period commencing from the conclusion of the EGM and ending on the expiration of the term of the fourth session of the Board and to authorize the Board to enter into service contract and/or appointment letter with Mr. Feng Boming subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
- (iv) To elect Mr. Zhang Wei (張煒) as non-executive Director for a period commencing from the conclusion of the EGM and ending on the expiration of the term of the fourth session of the Board and to authorize the Board to enter into service contract and/or appointment letter with Mr. Zhang Wei subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

- (v) To elect Mr. Chen Dong as non-executive Director for a period commencing from the conclusion of the EGM and ending on the expiration of the term of the fourth session of the Board and to authorize the Board to enter into service contract and/or appointment letter with Mr. Chen Dong subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
  - (vi) To elect Mr. Ma Jianhua as non-executive Director for a period commencing from the conclusion of the EGM and ending on the expiration of the term of the fourth session of the Board and to authorize the Board to enter into service contract and/or appointment letter with Mr. Ma Jianhua subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
3. To elect Mr. Hao Wenyi as a Supervisor of the Company for a period commencing from the conclusion of the EGM and ending on the expiration of the term of the fourth session of the supervisory committee of the Company and to authorize the Board to enter into service contract and/or appointment letter with the newly elected Supervisor subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

By Order of the Board  
**China COSCO Holdings Company Limited**  
**GUO Huawei**  
*Company Secretary*

Shanghai, the People's Republic of China  
29 October 2016

*Notes:*

1. For more information relating to the resolutions number 1(i) to 1(x), please refer to the announcement of the Company dated 14 September 2016 and the Circular.
2. For more information relating to the resolutions number 2(i) to 2(vi) and 3, please refer to the announcements of the Company dated 25 August 2016 and 28 October 2016 and the Circular.
3. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, votes of the Shareholders at the EGM shall be taken by poll.
4. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy needs not to be a Shareholder.
5. 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.

6. 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 shares as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if he so wishes.
7. The H share registrar of members of the Company will be closed from Thursday, 17 November 2016 to Friday, 16 December 2016, both days inclusive, during which period no transfer of the H shares of the Company will be effected. Shareholders whose names appear on the register of members of the Company on Wednesday, 16 November 2016 at 4:30 p.m. are entitled to attend and vote at the EGM. In order to attend and vote at the EGM, all transfer documents accompanied by relevant share certificates must be lodged with 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 not later than 4:30 p.m. on Wednesday, 16 November 2016.
8. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares not later than 20 days before the date of the EGM, i.e. Friday, 25 November 2016.
9. Shareholders or their proxies attending the EGM 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 EGM.
10. As at the date hereof, the directors of the Company are Mr. WAN Min<sup>2</sup> (Chairman), Mr. HUANG Xiaowen<sup>1</sup> (Vice Chairman), Ms. SUN Yueying<sup>2</sup>, Mr. SUN Jiakang<sup>1</sup>, Mr. YE Weilong<sup>1</sup>, Mr. WANG Yuhang<sup>2</sup>, Mr. XU Zunwu<sup>1</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*