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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)

REVISED NOTICE OF ANNUAL GENERAL MEETING

REVISED 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 People’s Republic of China on Friday, 8 June 2018 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions.

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 2017.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017.
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 2017.
4. To consider and approve the proposed profit distribution plan (no dividend distribution) of the Company for the year ended 31 December 2017.
5. To approve the guarantees mandate to the Company and its subsidiaries for the provision of external guarantees for the year 2018 not exceeding US\$1.9 billion and the equivalent amount of RMB.

SPECIAL RESOLUTION

6. To consider and approve the proposed amendments to the articles of association and the rules of procedures of the general meeting of the Company.

ORDINARY RESOLUTIONS

7. To consider and approve the Master Vessel Time Charter Services Agreement (as defined in the announcement of the Company dated 29 March 2018 in relation to continuing connected transactions) and the proposed annual caps thereunder for the two financial years ending 31 December 2019.
8. Subject to and conditional upon (a) the passing of an ordinary resolution by the shareholders of COSCO SHIPPING Ports Limited (“**COSCO SHIPPING Ports**”) at its general meeting approving the adoption of the share option scheme of COSCO SHIPPING Ports (the “**Share Option Scheme**”), the summary of the terms of which is contained in Appendix III to the circular of the Company dated 18 May 2018 in which this revised notice of meeting is set out; and (b) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares in the capital of COSCO SHIPPING Ports which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the Share Option Scheme, to approve and adopt the Share Option Scheme with effect from the day on which all the conditions as set out in the Share Option Scheme have been fulfilled, and the directors of COSCO SHIPPING Ports be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme.
9. To consider and approve (i) the re-appointment of PricewaterhouseCoopers as the international auditors of the Company and the appointment of ShineWing Certified Public Accountants as the domestic auditors of the Company to hold office until the conclusion of the next annual general meeting; (ii) in the event that the Company’s review and audit scope is basically in line with that for 2017, the review and audit fee of the Company payable to PricewaterhouseCoopers and ShineWing Certified Public Accountants for the year ending 31 December 2018 of RMB15.98 million and RMB11.18 million respectively; and (iii) in the event of a major change in the Company’s scope of review and audit due to material asset restructuring, the authorization to the Board or any person authorized by the Board to reasonably determine the specific amount of the audit fees of the Company’s domestic and international auditors for the year ending 31 December 2018.

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

Shanghai, the People’s Republic of China
18 May 2018

Notes:

1. For more information relating to resolutions number 5 and 6, please refer to the announcement of the Company dated 29 March 2018 in relation to the proposed amendment of articles of association and proposed grant of guarantees mandate and the circular of the Company dated 18 May 2018.
2. For more information relating to resolution number 7, please refer to the announcement of the Company dated 29 March 2018 in relation to continuing connected transactions.
3. For more information relating to resolution number 8, please refer to the circular of the Company dated 18 May 2018.
4. For more information relating to resolution number 9, please refer to the announcement of the Company dated 17 May 2018 in relation to the appointment of auditors.
5. Since the form of proxy sent together with the notice of AGM dated 10 April 2018 (the “**Original Form of Proxy**”) does not contain the additional proposed resolutions as set out in this revised notice of AGM, a revised form of proxy (the “**Revised Form of Proxy**”) has been prepared and is enclosed herewith.
6. 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
7. 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.
8. 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.
9. In order to be valid, the Revised 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 the Revised Form of Proxy will not preclude a Shareholder from attending and voting in person at the AGM if he so wishes.
10. A Shareholder who has not yet lodged the Original Form of Proxy in accordance with the instructions printed thereon is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxies to attend the meeting on his or her behalf. In this case, the Original Proxy Form should not be lodged.
11. A Shareholder who has already lodged the Original Form of Proxy in accordance with the instructions printed thereon should note that:
 - (i) If no Revised Form of Proxy is lodged by the Shareholder in accordance with the instructions printed thereon, the Original Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions as set out in this revised notice of AGM.

- (ii) If the Revised Form of Proxy is lodged by the Shareholder in accordance with the instructions printed thereon or before 24 hours before the time appointed for the AGM or any adjournment thereof, the Revised Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if duly completed.
- (iii) If the Revised Form of Proxy is lodged by the Shareholder after the closing time set out in the Revised Notice of AGM, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid proxy form if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolutions as set out in this revised notice of AGM).
12. The H share register of members of the Company will be closed from Wednesday, 25 April 2018 to Friday, 8 June 2018, 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 Tuesday, 24 April 2018 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 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 Tuesday, 24 April 2018.
13. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the H share registrar 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. Saturday, 19 May 2018.
14. 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.
15. As at the date of this announcement, the directors of the Company are Mr. HUANG Xiaowen¹ (Vice Chairman), Mr. WANG Haimin¹, Mr. MA Jianhua², Mr. ZHANG Wei (張為)¹, Mr. FENG Boming², Mr. ZHANG Wei (張煒)², Mr. CHEN Dong², Mr. YANG, Liang Yee Philip³, Mr. WU Dawei³, Mr. ZHOU Zhonghui³ and Mr. TEO Siong Seng³.

¹ *Executive director*

² *Non-executive director*

³ *Independent non-executive director*

* *For identification purpose only*