

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)

**ANNOUNCEMENT ON CONTROLLING SHAREHOLDER RESTRUCTURING**

This announcement is made by China COSCO Holdings Company Limited\* (the “**Company**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

We refer to the announcement of the Company dated 11 December 2015 and the circular of the Company dated 31 December 2015 (the “**Circular**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Company hereby announces that on 4 May 2016, it has received notification from COSCO, its controlling shareholder, that SASAC has transferred its entire equity interest in COSCO at nil consideration to China COSCO Shipping Corporation Limited\* (“**COSCO Shipping**”), a state-owned enterprise wholly-owned and controlled by SASAC, upon completion of which COSCO Shipping indirectly held approximately 45.47% equity interest in the Company through COSCO, and became an indirect controlling shareholder of the Company (the “**Controlling Shareholder Restructuring**”). SASAC has granted its approval of the equity transfer registration in respect of the Controlling Shareholder Restructuring, and the relevant equity transfer registration procedures have been completed.

Before and after the Controlling Shareholder Restructuring, COSCO remains the direct controlling shareholder of the Company and SASAC remains the ultimate controller of the Company. Therefore, COSCO has applied for and has been granted a waiver by the Securities and Futures Commission of Hong Kong pursuant to Note 6 to Rule 26.1 of the Code on Takeovers and Mergers of the obligation of COSCO Shipping to make a general offer for the shares of the Company and COSCO Pacific (a non-wholly owned subsidiary of the Company listed on the Stock Exchange (stock code: 1199)) arising as a result of the Controlling Shareholder Restructuring. Pursuant to applicable PRC laws and regulations, COSCO Shipping will apply to China Securities Regulatory Commission for a waiver from the general offer obligation.

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

Shanghai, the People's Republic of China  
4 May 2016

*As at the date of this announcement, the directors of the Company are Mr. WAN Min<sup>2</sup> (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*

*\* For identification purpose only*