

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, making 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 notice.*



**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 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 Thursday, 25 August 2016 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and approve the proposed amendments to the articles of association, the rules of procedures of the general meeting and the rules of procedures of the board of directors of the Company.
2. To consider and approve the proposed amendments to the rules of procedures of the supervisory committee of the Company.

**ORDINARY RESOLUTIONS**

3. To consider and approve the change of the English name of the Company from “China COSCO Holdings Company Limited” to “COSCO SHIPPING Holdings Co., Ltd.” and the Chinese name of the Company from “中國遠洋控股股份有限公司” to “中遠海運控股股份有限公司”.
4. To consider and approve the provision of external guarantees mandate by the Company for the borrowings of COSCO Container Lines Co., Ltd. and its subsidiaries not exceeding US\$1 billion.

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

Shanghai, the People’s Republic of China  
11 July 2016

*\* For identification purpose only*

*Registered Office:*  
2nd Floor, 12 Yuanhang Business Centre  
Central Boulevard and East Seven Road Junction  
Tianjin Port Free Trade Zone  
Tianjin, the PRC

*Head office and principal place of business  
in Hong Kong:*  
49th Floor  
COSCO Tower  
183 Queen's Road Central  
Hong Kong

*Notes:*

1. For more information relating to the resolutions set out above, please refer to the announcement of the Company dated 11 July 2016 and the circular of the Company expected to be issued by the Company in early August 2016.
2. 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 EGM shall be taken by poll.
3. 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.
4. 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.
5. 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.
6. The H share registrar of members of the Company will be closed from Tuesday, 26 July 2016 to Thursday, 25 August 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 Monday, 25 July 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 Monday, 25 July 2016.
7. 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, 5 August 2016.
8. 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.
9. 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*