

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China COSCO Holdings Company Limited (the “Company”) will be held at 2:30 p.m. on Thursday, 15 June 2006 at Function Room, 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications) as ordinary resolutions of the Company:

## **AS ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (the “Board of Directors”) for the year ended 31 December 2005.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2005.
3. To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2005.
4. To consider and approve the payment of a final dividend for the year 2005 and the profit appropriation proposal (including making an appropriation to the discretionary surplus reserve) as proposed by the Board of Directors.
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the international auditors and BDO Reanda Certified Public Accountants as the PRC auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board of Directors to fix their remuneration.

And to consider and approve other matters, if any.

By order of the Board of Directors

**WEI Jiafu**

*Chairman*

Beijing, the PRC

24 April 2006

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## Notes:

1. According to the Articles of Association of the Company, resolutions at general meetings of the Company will be determined by a show of hands unless a poll is required under the Listing Rules or demanded before or after any vote by show of hands. A poll may be demanded by the chairman of the meeting or at least two shareholders entitled to vote, present in person or by proxy, or by one or more shareholders present in person or by proxy representing 10% or more of all shares carrying the voting rights at the meeting singly or in aggregate. Irrespective of whether the voting is carried out by show of hands or by poll, the votes counted will be based on the number of shares represented by such votes.
2. The register of members will be closed from 17 May 2006 to 15 June 2006, both days inclusive, during which period no transfer of shares will be effected. Holders of H shares and domestic shares of the Company whose names appear on the register of members of the Company on 16 May 2006 at 4:00 p.m. are entitled to attend this meeting.
3. A shareholder entitled to attend and vote at this meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not to be a shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised 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 authorised attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the registered office of the Company for holders of domestic shares and at the Company's H share registrar, Computershare Hong Kong Investor Services Limited (address: Units 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for holders of H shares not less than 24 hours before the time appointed for the holding of this meeting or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at this meeting if he so wishes.
6. Shareholders who intend to attend this meeting in person or by proxy should return the reply slip to the registered office of the Company for holders of domestic shares and the Company's H share registrar, Computershare Hong Kong Investor Services Limited, for holders of H shares not later than 20 days before the date of this meeting, i.e. Friday, 26 May 2006.
7. Shareholders or their proxies attending this meeting shall produce their identity documents.