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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 10:00 a.m. on Tuesday, 5 July 2011 at Conference Room, 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong and Conference Center, Ocean Plaza, 158 Fuxingmennei Avenue, Xicheng District, Beijing, the People’s Republic of China for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

To consider and, if thought fit, to approve the allowance standard of the independent non-executive directors and the independent supervisors of the third session of the board of directors and the committee of supervisors of the Company.

By order of the Board
China COSCO Holdings Company Limited
Zhang Yongjian
Company Secretary

Beijing, the PRC
18 May 2011

Notes:

1. In respect of the resolution, the allowance standard of the independent non-executive directors and the independent supervisors of the third session of the board of directors and the committee of supervisors consist of annual allowance and meeting allowance.

Annual allowance:

- (a) Independent non-executive director: RMB450,000 per year (including the allowance for acting as the chairman of any special committee)
- (b) Independent supervisor: RMB280,000 per year

Meeting allowance:

- (a) Meetings of the board of directors or the committee of supervisors: RMB4,000 per meeting for each independent non-executive director or independent supervisor
- (b) Meetings of special committee: RMB3,000 per meeting for each independent non-executive director

The annual allowance will be paid on a monthly basis. The meeting allowance will be paid after the relevant directors or supervisors attended the relevant meetings. The amounts of annual allowance and meeting allowance stated above are before tax. The Company will withhold and pay the personal income tax payable under the PRC Tax Law on behalf of the relevant directors and supervisors. The above allowance standard will take effect on the appointment date of the independent non-executive directors and the independent supervisors of the third session of the board of directors or the committee of supervisors.

The directors and supervisors nominated by the controlling shareholders of the Company would not receive any allowance.

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 at the EGM shall be taken by poll.
3. A shareholder who is entitled to attend and vote at the EGM 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 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 of it (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM if he so wishes.
6. The H share register of members of the Company will be closed from Sunday, 5 June 2011 to Tuesday, 5 July 2011, both days inclusive, during which period no transfer of the H shares of the Company will be effected. Shareholders whose names appear in the register of members of the Company on Friday, 3 June 2011 at 4:30 p.m. are entitled to attend and vote at the EGM. In order to attend and vote at the EGM, all transfers accompanied by relevant share certificates must be lodged with the Company's H Share Registrar, 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 Friday, 3 June 2011.
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 Center, 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. Tuesday, 14 June 2011.
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. WEI Jiafu¹ (Chairman and CEO), Mr. ZHANG Fusheng² (Vice Chairman), Mr. ZHANG Liang¹ (President), Mr. XU Lirong², Ms. SUN Yueying², Mr. SUN Jiakang², Mr. XU Minjie², Mr. TEO Siong Seng³, Dr. FAN HSU Lai Tai, Rita³, Mr. KWONG Che Keung, Gordon³ and Mr. Peter Guy BOWIE³.

¹ *Executive director*

² *Non-executive director*

³ *Independent non-executive director*

* The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name “中國遠洋控股股份有限公司” and its English name “China COSCO Holdings Company Limited”.