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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 a.m. on Wednesday, 12 October 2011 at Function Room, 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong and Conference Center, Ocean Plaza, 158 Fuxingmennei Avenue, Xicheng District, Beijing, the PRC for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. To consider and, if thought fit, to approve the proposed issue of the US\$ denominated bonds (the “Bonds”) and the provision of guarantee by the Company for the offshore issuer and/or the Bonds:

**“THAT**

(A) the Company be authorised to issue the Bonds on the following major terms:

Issuer	:	An offshore wholly-owned subsidiary of the Company to be established for the issue of the Bonds after obtaining the approval of shareholders of the Company at the EGM in relation to the issue of the Bonds and provisions of guarantee
Size of issue	:	The aggregate principal amount shall not be more than US\$2 billion
Type and price of issue	:	US\$ bonds and issue price to be determined according to market conditions by then
Term of issue	:	Not more than 10 years since the date of issue
Listing place of the Bonds	:	Singapore Stock Exchange or other internationally recognized stock exchange

Security of the Bonds	:	The Company will provide guarantee for the issuer and/or the Bonds
Use of proceeds	:	Proceeds will be used by offshore subsidiaries of the Company mainly for the production and operational activities of the Company, including, but not limited to, supplementing liquidity, repaying bank loans and settling fixed asset investment expenses
Sources of fund for repayment	:	The Bonds shall, in principle, be repaid by the offshore subsidiaries of the Company which used the proceeds of the Bonds

(B) authorisation be granted to the board of directors (which may further authorize any one director of the Company) (the “**Board**”) by the shareholders of the Company at the EGM, pursuant to the applicable laws, market conditions and opinions from the regulatory department, and in the best interest of the Company, to decide and deal with the followings:

1. confirm specific terms, conditions and other matters in relation to the issue of the Bonds (including but not limited to the scale of registration, the size of issue, the term of issue, the issue price, interest rates or the calculation mechanism thereof, the timing of the issue, whether to issue in multiple tranches and number of tranches, whether terms of repurchase or redemption will be incorporated, the grading arrangement, the guarantees, the term for repayment of the principal and interest, the specific arrangement of use of proceeds within the scope approved in the EGM and other relevant matters in relation to the issue of the Bonds);
2. other matters in relation to the issue of the Bonds, including but not limited to the engagement of intermediaries to deal with approval matters in relation to the issue; to handle relevant matters such as issue and registration of debentures and debts and circulation of bonds transaction; to amend and execute all relevant agreements and other necessary legal documents (including but not limited to application for the issue of the Bonds, registration report, offering document, underwriting agreement, all announcements and documents for disclosure); and to disclose relevant information pursuant to the applicable regulatory rules;
3. if there are any changes of the policy of regulatory department or market conditions, relevant adjustment can be made to the relevant matters, such as specific plan of the issue of the Bonds, in accordance with the opinions of the regulatory department; and
4. handle all disclosure matters onshore or offshore in relation to the issue of the Bonds.

The authority granted to the Board passed at the EGM with regard to the proposed issue of the Bonds will expire twelve months after the date of such resolutions passed at the aforesaid general meeting.

- (C) the Company is authorized to provide guarantee for the offshore issuer and/or the Bonds in an amount of not more than US\$2 billion.
  - (D) authorisation be granted to the Board (which may further authorize any one director of the Company) by the shareholders of the Company at the EGM, pursuant to the applicable laws, market conditions and opinions from the regulatory department, and in the best interest of the Company, to adjust the proposal about the guarantee to be provided by the Company for the offshore issuer and/or the Bonds and handle all disclosure matters onshore or offshore in relation to the provision of guarantee.”
2. To elect Mr. Ma Zehua as director of the Company for the next term of office for a period of three years commencing from the conclusion of the EGM and expiring on the date of the annual general meeting of the Company for the year of 2013 and to authorize the Board to determine the remuneration of Mr. Ma Zehua and to enter into service contract with Mr. Ma Zehua subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

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

Beijing, the People's Republic of China  
27 August 2011

**Notes:**

1. 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.
2. 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 need not to be a shareholder of the Company.
3. 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.
4. 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 H share registrar of the Company, Computershare Hong Kong Investor Services Limited (address: Rooms 1806-1807, 18/F, 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 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.

5. The H share register of members of the Company will be closed from Monday, 12 September 2011 to Wednesday, 12 October 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, 9 September 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, 9 September 2011.
6. 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, for holders of H shares not later than 20 days before the date of the EGM, i.e. Wednesday, 21 September 2011.
7. Shareholders or their proxies attending the EGM shall produce their identity documents. If the attending shareholder is a corporate, its legal representative or person authorised 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.
8. As at the date hereof, the directors of the Company are Mr. WEI Jiafu<sup>1</sup> (Chairman and CEO), Mr. ZHANG Liang<sup>1</sup> (President), Ms. SUN Yueying<sup>2</sup>, Mr. SUN Jiakang<sup>2</sup>, Mr. XU Minjie<sup>2</sup>, Mr. TEO Siong Seng<sup>3</sup>, Dr. FAN HSU Lai Tai, Rita<sup>3</sup>, Mr. KWONG Che Keung, Gordon<sup>3</sup> and Mr. Peter Guy BOWIE<sup>3</sup>.

*1 Executive director*

*2 Non-executive director*

*3 Independent non-executivedirector*

\* *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".*