

*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)

**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 Tuesday, 28 February 2012 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 elect Mr. Li Yunpeng and Mr. Jiang Lijun as directors of the Company for a period 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 of directors of the Company (the “**Board**”) to enter into service contracts with Mr. Li Yunpeng and Mr. Jiang Lijun 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.
2. To elect Mr. Song Dawei and Dr. Zhang Jianping as supervisors of the Company for a period 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 enter into service contracts with Mr. Song Dawei and Dr. Zhang Jianping 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.
3. To consider and, if thought fit, to approve the provision of guarantee by the Company to The Export-Import Bank of China for the USD100,000,000 revolving loan facilities to be granted to COSCO Bulk Carrier Co., Ltd. (a wholly-owned subsidiary of the Company).

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

Beijing, the People’s Republic of China  
10 January 2012

**Notes:**

1. In respect of resolution 1, particulars of Mr. Li Yunpeng and Mr. Jiang Lijun are as follows:

Mr. Li Yunpeng (“**Mr. Li**”)

Mr. Li, aged 52, is the executive vice president of China Ocean Shipping (Group) Company (中國遠洋運輸(集團)總公司) (“**COSCO**”) and a supervisor and the chairman of the supervisory committee of the Company. Mr. Li is the spokesman of COSCO. Mr. Li had been the deputy manager, the manager, and the general manager of the executive division of Tianjin Ocean Shipping Company, the deputy general manager of the supervising division, the general manager of the supervision division, the general manager of the human resources division and the assistant president and the head of the CPC Discipline Inspection Committee of COSCO. Mr. Li has over 30 years of experience in the shipping industry and has extensive experience in corporate management, internal control and human resources. Mr. Li obtained a master’s degree in shipping and marine engineering from Tianjin University. He is a senior engineer and a senior administrative officer.

A service contract will be signed by and between Mr. Li and the Company. Mr. Li will not receive any subsidy from the Company for being a director, but the expenses incurred in connection with his discharge of his duties as a director will be born by the Company. Mr. Li is appointed for a period 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 will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company (the “**Articles**”).

Save as disclosed above, Mr. Li does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and has not held any directorship in any other listed companies in the past three years nor any other position in the Company and/or its subsidiaries. As at the date hereof, Mr. Li is the beneficial owner of 3,000 H shares of the Company.

Save as disclosed above, there are no other matters concerning Mr. Li’s appointment that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Mr. Jiang Lijun (“**Mr. Jiang**”)

Mr. Jiang, aged 56, is the president of the Company. Mr. Jiang was the vice chairman, non-independent executive director and president of COSCO Corporation (Singapore) Limited (a Singapore blue chip listed company) from August 2008 until November 2011. Mr Jiang was the deputy general manager of COSCO Pacific Limited (Stock code: 1199), the deputy general manager of Florence Container (H.K.) Company, the head of finance department and the deputy general manager of operation department of COSCO Japan Company, the deputy chief financial officer of COSCO Container Lines Ltd., the chief executive officer of COSCO Shipping Co., Ltd

(a Shanghai listed company), and the president of COSCO Holding (Singapore) Pte Limited. Mr. Jiang, an accountant, has more than 30 years of experience in shipping business and has extensive experience in the operation and management of domestic and overseas enterprises, and he holds an MBA degree.

A service contract will be signed by and between Mr. Jiang and the Company. Mr. Jiang will not receive any subsidy from the Company for being a director, but the expenses incurred in connection with his discharge of his duties as a director will be born by the Company. Mr. Jiang will receive his remuneration from the Company as the president in accordance with the remuneration policy of the Company for senior management and his bonus will be determined by the Board with reference to the operating results of the Company and his individual performance. Mr. Jiang is appointed for a period 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 will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, Mr. Jiang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and has not held any directorship in any other listed companies in the past three years nor any other position in the Company and/or its subsidiaries. As at the date hereof, Mr. Jiang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”).

Save as disclosed above, there are no other matters concerning Mr. Jiang’s appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

2. In respect of resolution 2, particulars of Mr. Song Dawei and Dr. Zhang Jianping are as follows:

Mr. Song Dawei (“**Mr. Song**”)

Mr. Song, aged 56, is a director and the head of the CPC Discipline Inspection Committee of COSCO. Mr. Song was the former director of Industrial Production Committee of Fuxin City, the deputy director of the Economic and Trade Commission of Liaoning Province, the deputy director of the General Office of Liaoning Provincial Government, the deputy secretary-general of Liaoning Provincial Government, the director of the Research Center for Restructuring Economic Systems, and the director-general of the Comprehensive Research Department, Research Department of Social Development of the State Council. Mr. Song graduated from the Department of National Economy at the School of Economics and Management of Liaoning University with a Master’s degree in economics.

A service contract will be signed by and between Mr. Song and the Company. Mr. Song will not receive any subsidy from the Company for being a supervisor, but the expenses incurred in connection with his discharge of his duties as a supervisor will be born by the Company. Mr. Song is appointed for a period 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 will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, Mr. Song does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and has not held any directorship in any other listed companies in the past three years nor any other position in the Company and/or its subsidiaries. As at the date hereof, Mr. Song does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Song's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Dr. Zhang Jianping (“**Dr. Zhang**”)

Dr. Zhang, aged 45, is the director of the capital markets and investment and financing research center of University of International Business and Economics. Dr. Zhang is also an independent director of Xinxing Ductile Iron Pipe Company Limited (a Shenzhen listed company), SDIC Juice Company Limited (a Shanghai listed company) and Zhejiang Huafeng Spandex Corporation (a Shenzhen listed company), and a director of Jiangsu Hongda New Material Co., Ltd. (a Shenzhen listed company). Dr. Zhang was the research director of the Department of Teaching and Research and the faculty dean of the Business School of University of International Business and Economics. Dr. Zhang, a professor, graduated from University of International Business and Economics with a PhD in transnational business management.

A service contract will be signed by and between Dr. Zhang and the Company, pursuant to which, Dr. Zhang will be entitled to an annual subsidy of RMB280,000 which is determined with reference to his duties and responsibilities with the Company and the prevailing market conditions. Dr. Zhang is appointed for a period 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 will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles.

Save as disclosed above, Dr. Zhang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and has not held any directorship in any other listed companies in the past three years nor any other position in the Company and/or its subsidiaries. As at the date hereof, Dr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Dr. Zhang's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

3. In respect of resolution 3, the guarantee to be provided by the Company is for the USD100,000,000 revolving loan facilities to be granted by The Export-Import Bank of China with a term of three years with an interest rate of an aggregate of 6-month LIBOR and margin of 2.8% per annum and will be used as working capital of COSCO Bulk Carrier Co., Ltd. According to the requirements under the Rules Governing the Listing of Stocks on Shanghai Stock Exchanges and other regulations, this provision of guarantee by the Company is conditional on the obtaining of the approval of the shareholders of the Company by way of an ordinary resolution.
4. 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.
5. 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.
6. 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.
7. 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: 17M, 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.
8. The H share register of members of the Company will be closed from Saturday, 28 January 2012 to Tuesday, 28 February 2012, 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, 27 January 2012 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, 27 January 2012.
9. 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, 8 February 2012.
10. 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.

11. As at the date hereof, the directors of the Company are Mr. WEI Jiafu<sup>2</sup> (*Chairman*), Mr. MA Zehua<sup>1</sup> (*Vice Chairman*), Mr. ZHANG Liang<sup>1</sup>, Ms. SUN Yueying<sup>2</sup>, Mr. SUN Jiakang<sup>1</sup>, Mr. XU Minjie<sup>1</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-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”.*