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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 AGM

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of China COSCO Holdings Company Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 22 May 2012 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 PRC for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions numbered 1 to 5 as ordinary resolutions of the Company and passing the following resolution numbered 6 as special resolution of the Company:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors of the Company (the “**Directors**”) for the year ended 31 December 2011.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
3. To consider and approve the audited financial statements and the auditors’ report of the Company for the year ended 31 December 2011.
4. To consider and approve the 2011 profit distribution plan.
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the international auditors of the Company and RSM China Certified Public Accountants, LLP. as the PRC auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

SPECIAL RESOLUTION

6. To consider and approve the proposed amendments to the articles of association of the Company (details of which are to be set out in a circular to be despatched to the shareholders of the Company on or about 23 April 2012), and any one Director or either of the joint company secretaries of the Company be and is hereby authorized to deal with on

behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the articles of association 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
30 March 2012

Notes:

1. A shareholder entitled to attend and vote at AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not to be a shareholder of the Company.
2. 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.
3. 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 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 the AGM 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 AGM if he so wishes.
4. The H share register of members of the Company will be closed from Sunday, 22 April 2012 to Tuesday, 22 May 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 H share register of members of the Company on Friday, 20 April 2012 at 4:30 p.m. will be entitled to attend and vote at AGM. In order to attend and vote at the AGM, all transfers 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 Friday, 20 April 2012.
5. Shareholders who intend to attend the AGM 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 AGM, i.e. Wednesday, 2 May 2012.
6. Shareholders or their proxies attending AGM 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 AGM.
7. As at the date hereof, the Directors are Mr. WEI Jiafu² (Chairman), Mr. MA Zehua¹ (Vice Chairman), Mr. LI Yunpeng², Ms. SUN Yueying², Mr. SUN Jiakang¹, Mr. XU Minjie¹, Mr. JIANG Lijun¹ (President), 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".*