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中遠國際控股有限公司*

COSCO International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00517)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of COSCO International Holdings Limited (the “Company”) will be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 31st May 2012 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements for the year ended 31st December 2011 together with the directors’ report and the independent auditor’s report thereon.
2. To declare final dividend for the year ended 31st December 2011.
3. To re-elect directors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To re-appoint auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor of the Company.
5. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

A. “THAT:

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.1 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

* *for identification purpose only*

(ii) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(iii) for the purposes of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company; or

(b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company in general meeting.”

B. “THAT:

(i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;

(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (c) any issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any

existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (d) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the by-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(iv) for the purposes of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares, or any class of shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- C. **“THAT** subject to the passing of ordinary resolution nos. 5.A. and 5.B. as set out in the notice of annual general meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution no. 5.B. set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5.A. as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of the ordinary resolution no. 5.A..”

6. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as special resolutions of the Company:

A. **“THAT** the bye-laws of the Company (the “Bye-laws”) be amended as follows:

(i) Heading immediately preceding Bye-law 3

By deleting the existing heading immediately preceding Bye-law 3 in its entirety and substituting therefor the following:

“SHARES AND MODIFICATION OF RIGHTS”;

(ii) Bye-law 6.(A)

By deleting the existing Bye-law 6.(A) in its entirety and substituting therefor the following:

“6.(A) The authorised share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each.”;

(iii) Bye-law 6.(B)

By deleting the word “Statues” in the first line in the existing Bye-law 6.(B) and replacing it with the word “Statutes”;

(iv) Bye-law 6.(C)

By deleting the existing Bye-law 6.(C) in its entirety and substituting therefor the following:

“(C) Subject to compliance with the rules and regulations of The Stock Exchange of Hong Kong Limited and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”;

(v) Bye-law 33

By deleting the words “minute book of the Board” in the existing Bye-law 33 and replacing them with the words “minutes book of the Board”;

(vi) Bye-law 36

By deleting the existing Bye-law 36 in its entirety and substituting therefor the following:

“36. Subject to these Bye-Laws, any member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of The Stock Exchange of Hong Kong Limited or by an instrument of transfer in the usual or common form or in a form prescribed by The Stock Exchange of Hong Kong Limited or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a Clearing House or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.”;

(vii) Bye-law 39

By deleting the words “(not being a fully paid up share)” immediately preceding the words “to more than four joint holders” in the existing Bye-law 39;

(viii) Bye-law 40.(i)

By adding the words “is paid to the Company in respect thereof” immediately following the words “from time to time determine” in the existing Bye-law 40.(i);

(ix) Bye-law 68

By deleting the words “Deputy Chairman” appearing in the existing Bye-law 68 and replacing all such words with the words “Vice Chairman”;

(x) Bye-law 81

By deleting the third sentence in the existing Bye-law 81 in its entirety and substituting therefor the following:

“A proxy need not be a member of the Company.”;

(xi) Bye-law 89

By deleting the existing Bye-law 89 in its entirety and substituting therefor the following:

“89. The number of Directors shall not be more than twenty or less than two (unless otherwise determined by the members in general meeting pursuant to Bye-Law 101). The Board shall cause to be kept a register of the Directors and Secretaries.”;

(xii) Bye-law 90

By deleting the existing Bye-law 90 (including the margin note) in its entirety and substituting therefor the following:

“Rights of alternate Directors	90. A Director may at any time, by notice in writing signed by him delivered to the Registered Office of the Company or at the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director such appointment unless previously approved by the Board, shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director.”;
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(xiii) Bye-law 92

By deleting the existing Bye-law 92 (including the margin note) in its entirety and substituting therefor the following:

“No qualification shares for Director	92. A Director or an alternate director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and of any class of members of the Company.”;
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(xiv) Bye-law 97.(A)(vi)

By deleting the word “a” in the existing Bye-law 97.(A)(vi) and replacing it with the word “an”;

(xv) Bye-law 98.(E)

By deleting the existing Bye-law 98.(E) in its entirety and replacing it with the following:

(E) Subject to the Companies Act and to paragraph (G) of this Bye-Law, where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested,

a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) to the office or place of profit with the Company or any such other company as aforesaid.”;

(xvi) Bye-law 98.(H)(vi)

By deleting the existing Bye-law 98.(H)(vi) in its entirety and replacing it with the words “(vi) [Intentionally deleted]”;

(xvii) Bye-law 98.(I)

By deleting the existing Bye-law 98.(I) in its entirety and replacing it with the words “(I) [Intentionally deleted]”;

(xviii) Bye-law 98.(J)

By deleting the existing Bye-law 98.(J) in its entirety and replacing it with the words “(J) [Intentionally deleted]”;

(xix) Bye-law 98.(L)

By deleting the word “Article” in the existing Bye-law 98.(L) and replacing it with the word “Bye-Law”;

(xx) Bye-law 101

By deleting the existing Bye-law 101 in its entirety and substituting therefor the following:

“101. The Company in general meeting shall from time to time fix and may from time to time by Ordinary Resolution, increase or reduce the maximum and minimum number of Directors but so that the number of Directors shall never be less than two.”;

(xxi) Bye-law 102.(B)

By deleting the first sentence of Bye-law 102.(B) in its entirety and substituting therefor the following:

“(B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the maximum number of directors so appointed shall not exceed the number stipulated under Bye-Law 89 or other number determined from time to time by the members in general meeting pursuant to Bye-Law 101.”;

(xxii) Bye-law 103

By deleting the words “or at the Registration Office” in the first sentence of the existing Bye-law 103 and replacing them with the words “and at the Registered Office”;

(xxiii) Bye-law 117

By deleting the words “at it may think fit” in the existing Bye-law 117 and replacing them with the words “as it may think fit”;

(xxiv) Bye-law 119

By deleting the existing Bye-law 119 in its entirety and substituting therefor the following:

“119. The Board shall from time to time elect or otherwise appoint a director to be Chairman and may also, but shall not be required to, elect any Vice Chairman (or two or more Vice Chairmen) or a President or Vice-President (or two or more Vice-Presidents) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Vice Chairman shall preside at meetings of the Board, but if no such Chairman or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Vice Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-Laws 112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Law.”

(xxv) Bye-law 130.(D)

By deleting the words “minute book” in the first sentence in the existing Bye-law 130.(D) and replacing them with the words “minutes book”;

(xxvi) Bye-law 137

By deleting the words “so person dealing in good faith” in the existing Bye-law 137 and replacing them with the words “no person dealing in good faith”;

(xxvii) Bye-law 139

By deleting the words “as true copies of extracts” in the first sentence of the existing Bye-law 139 and replacing them with the words “as true copies or extracts” and by deleting the words “any minute so extracted” in the last sentence of the existing Bye-law 139 and replacing them with the words “any minutes so extracted”;

(xxviii) Bye-law 143.(A)

By deleting the existing Bye-law 143.(A) in its entirety and substituting therefor the following:

“143. (A) No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.”;

(xxix) Bye-law 147.(A)(ii)

By deleting the first sentence of the existing Bye-law 147.(A)(ii) in its entirety and substituting therefor the following:

“(ii) that shareholders entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of receiving the whole or such part of the dividend in cash as the Directors may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee.”;

(xxx) Bye-law 147.(A)(ii)(d)

By adding the words “in cash” immediately following the words “shall not be payable” in the existing Bye-law 147.(A)(ii)(d);

(xxxii) Bye-law 156

By adding the following paragraph at the end of the existing Bye-law 156:

“Notwithstanding the foregoing, if the entitlement of the holder of such shares requires the approval of the Company in general meeting or is contingent on a transaction that is subject to the approval of the Company in general meeting, the last day for trading in such shares with such entitlement on The Stock Exchange of Hong Kong Limited must fall at least one business day after the general meeting.”;

(xxxii) Bye-law 167

By deleting the existing Bye-law 167 in its entirety and substituting therefor the following:

“167. Subject to the requirements as stipulated in the rules of The Stock Exchange of Hong Kong Limited, these Bye-Laws and all applicable laws, rules and regulations, any notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of The Stock Exchange of Hong Kong Limited), whether or not, to be given or issued under these Bye-Laws from the Company to a member shall be in writing or by cable, telex or facsimile transmission message or other form of

electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member or may also be served by advertisement in appointed newspapers (as defined in the Companies Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of The Stock Exchange of Hong Kong Limited or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of The Stock Exchange of Hong Kong Limited, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.";

(xxxiii) Bye-law 169

By deleting the existing Bye-law 169 in its entirety and substituting therefor the following:

"169. Any notice or other document:

- (i) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (ii) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of The Stock Exchange of Hong Kong Limited is deemed given by the Company to a member on the day on which a notice of availability is

deemed served on the member or such later time as may be prescribed by the rules of The Stock Exchange of Hong Kong Limited or any applicable laws or regulations;

- (iii) if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (iv) may be given to a member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”; and

(xxxiv) Bye-law 182

By deleting the existing Bye-law 182 in its entirety and substituting therefor the following:

“182. [Intentionally deleted].”

- B. “**THAT** subject to the passing of special resolution no. 6.A. as set out in the notice convening this meeting, a new set of Bye-laws which consolidates all of the proposed amendments referred to in special resolution no. 6.A. and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings, a copy of which is produced to the meeting and marked “A” and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby adopted as the new Bye-laws in substitution for and to the exclusion of the existing Bye-laws with immediate effect.”

By Order of the Board
COSCO International Holdings Limited
Chiu Shui Suet
Company Secretary

Hong Kong, 27th April 2012

Notes:

1. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.
3. The register of members of the Company will be closed from 29th May 2012 to 31st May 2012, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 28th May 2012.
4. The register of members of the Company will be closed from 7th June 2012 to 11th June 2012, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 6th June 2012.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. A circular containing the particulars in connection with the retiring directors be re-elected under resolution no. 3. and an explanatory statement in connection with the proposed repurchase mandate under resolution no. 5.A. as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, have been dispatched to members of the Company together with the 2011 annual report of the Company.
7. The Chinese version of the resolutions as set out in this notice is for reference only. If there is any conflict between the English and the Chinese versions, the English version shall prevail.
8. As at the date of this notice, the board of the Company (the "Board") comprises nine directors with Mr. Ye Weilong (Chairman), Mr. Zhang Liang (Vice Chairman), Mr. He Jiale and Mr. Wang Xiaodong (Managing Director) as executive directors; Mr. Wang Wei and Mr. Wu Shuxiong as non-executive directors; and Mr. Tsui Yiu Wa, Alec, Mr. Jiang, Simon X. and Mr. Alexander Reid Hamilton as independent non-executive directors.