

REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS

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REPORT OF THE DIRECTORS

The board of directors of the Company (the "Board") submits its report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2013.

Principal activities and segmental analysis of operations

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out in note 46 to the consolidated financial statements.

An analysis of the Group's performance for the year by operating segment is set out in note 6 to the consolidated financial statements.

Results and appropriations

The results of the Group for the year ended 31 December 2013 are set out in the consolidated income statement on page 120 of this annual report.

The directors declared an interim dividend of HK18.6 cents (equivalent to US2.396 cents) per share and a special interim dividend of HK43.8 cents (equivalent to US5.648 cents) with a scrip dividend alternative, totaling HK\$1,752,116,000 (equivalent to US\$225,866,000), which was paid on 23 October 2013.

The directors recommend the payment of a final dividend of HK15.0 cents (equivalent to US1.936 cents) per share with a scrip dividend alternative, totaling HK\$436,849,000 (equivalent to US\$56,383,000), payable on or about 16 July 2014.

Five-year financial summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 195 of this annual report.

Reserves

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 122 and 123 of this annual report.

Movements in the reserves of the Company during the year are set out in note 23 to the consolidated financial statements.

Donations

Charitable and other donations made by the Group during the year amounted to US\$107,000.

Property, plant and equipment

Details of the movements in property, plant and equipment of the Group and the Company are set out in note 7 to the consolidated financial statements.

Share capital

Details of the movements in share capital of the Company during the year are shown in note 21 to the consolidated financial statements.

Distributable reserves

The distributable reserves of the Company as at 31 December 2013 calculated under the Companies Act of Bermuda amounted to US\$1,554,838,000.

Borrowings

Details of the borrowings of the Group are set out in note 24 to the consolidated financial statements.

Retirement benefit schemes

Details of retirement benefit schemes of the Group are set out in notes 3.22 and 36 to the consolidated financial statements.

Directors

The directors of the Company during the year and up to the date of this report were:

Mr. LI Yunpeng ² (<i>Chairman</i>)	
Dr. WANG Xingru ¹ (<i>Vice Chairman and Managing Director</i>)	
Mr. WAN Min ²	
Mr. HE Jiale ¹	(resigned on 21 March 2013)
Mr. WANG Haimin ¹	(re-designated from a non-executive director to an executive director on 29 October 2013)
Mr. FENG Jinhua ¹	
Mr. TANG Runjiang ¹	(appointed on 21 March 2013)
Mr. FENG Bo ¹	
Mr. WANG Wei ²	
Dr. WONG Tin Yau, Kelvin ¹	
Mr. QIU Jinguang ¹	(appointed on 8 April 2013)
Mr. YIN Weiyu ¹	(resigned on 8 April 2013)
Mr. CHOW Kwong Fai, Edward ³	(retired on 23 May 2013)
Mr. Timothy George FRESHWATER ³	
Dr. FAN HSU Lai Tai, Rita ³	
Mr. Adrian David LI Man Kiu ³	
Mr. IP Sing Chi ³	
Mr. FAN Ergang ³	(appointed on 22 August 2013)

¹ Executive Director

² Non-executive Director

³ Independent Non-executive Director

In accordance with Clause 86(2) of the Bye-laws of the Company, Mr. FAN Ergang, being a new director appointed by the Board, shall retire at the forthcoming annual general meeting and, being eligible, offer himself for re-election.

In accordance with Clauses 87(1) and (2) of the Bye-laws of the Company, Mr. WAN Min, Mr. FENG Bo, Mr. WANG Wei and Dr. FAN HSU Lai Tai, Rita, being directors longest in office since their last re-election, shall retire from office by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The Company has received annual confirmation from each of the independent non-executive directors confirming their independence to the Company and considers that each of the independent non-executive directors is independent to the Company.

Biographical details of directors and senior management

Biographical details of directors and senior management are set out on pages 88 to 96 of this annual report.

Directors' service contracts

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

Directors' interest in contracts

No contracts of significance in relation to the Group's business to which the Company, any of its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Share options

At a special general meeting of the Company held on 23 May 2003, the shareholders of the Company approved the adoption of a share option scheme (the "2003 Share Option Scheme") and the termination of the share option scheme adopted by the shareholders of the Company on 30 November 1994.

On 5 December 2005, the shareholders of the Company approved the amendments to the 2003 Share Option Scheme at a special general meeting. The definitions of "Participant" and "relevant company" in paragraph 1 of the 2003 Share Option Scheme were amended by deleting all references to COSCO (Hong Kong) Group Limited and replacing them by China COSCO Holdings Company Limited ("China COSCO"), an intermediate holding company of the Company, and paragraph 8(e) of the 2003 Share Option Scheme was changed to allow a grantee who ceases to be an employee or an executive director of the relevant company (as defined in the 2003 Share Option Scheme) by reason of voluntary resignation from his employment, directorship, secondment or nomination to exercise the option up to his entitlement at the date of cessation within a period of three months following the date of such cessation pursuant to paragraph 7.3(a) of the 2003 Share Option Scheme. These amendments came into effect on 28 February 2006 after the approval of the shareholders of China COSCO at the general meeting held on the same date.

The following is a summary of the principal terms of the 2003 Share Option Scheme:

The 2003 Share Option Scheme is designed to attract, retain and motivate talented participants (the "Participants" or a "Participant") (as defined in note 1 below) to strive for future development and expansion of the Group and to provide the Company with a flexible means of giving incentive to rewarding, remunerating, compensating and/or providing benefits to the Participants and for such other purposes as the Board may approve from time to time.

Under the 2003 Share Option Scheme, the Board may, at its discretion, invite any Participants to take up options. In determining the basis of eligibility of each Participant, the Board would mainly take into account the experience of the Participant on the Group's business, the length of service of the Participant with the Group or the length of business relationship the Participant has established with the Group and such other factors as the Board may at its discretion consider appropriate.

The maximum number of shares which may be issued upon exercise of all options to be granted under the 2003 Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of shares in issue as at the date of the adoption of the 2003 Share Option Scheme (the "Scheme Mandate Limit") unless the Company seeks approval of its shareholders in general meeting to refresh the Scheme Mandate Limit, such that the maximum number of shares which may be issued upon exercise of all options to be granted under the 2003 Share Option Scheme or any other share option schemes of the Company under the limit as refreshed shall not exceed 10% of the total number of shares in issue as at the date of approval to refresh such limit. The Company may seek separate approval of its shareholders in general meeting for granting options beyond the 10% limit provided that the options in excess of such limit are granted only to Participants specifically identified by the Company before such approval is sought. Notwithstanding the above, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2003 Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares in issue from time to time (or such higher percentage as may be allowed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")).

The maximum entitlement for any one Participant (including exercised, cancelled and outstanding options) in any twelve months' period shall not exceed 1% of the total number of shares in issue.

The period under which an option must be exercised shall be such period as the Board may in its absolute discretion determine at the time of grant, save that such period shall not be longer than ten years from the date on which an offer is accepted or deemed to be accepted by the grantee pursuant to the 2003 Share Option Scheme. The minimum period for which an option must be held before it can be exercised is determined by the Board upon the grant of an option. The amount payable on acceptance of an offer of the grant of options is HK\$1.00. The full amount of the exercise price for the subscription of shares must be paid upon exercise of an option.

The exercise price in relation to each option shall be determined by the Board in its absolute discretion, but in any event shall be at least the highest of (i) the closing price of the shares as stated in the daily quotation sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date when an option is offered; (ii) a price being the average of the closing prices of the shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date on which an option is offered; and (iii) the nominal value of a share.

The 2003 Share Option Scheme was expired on 22 May 2013. No further options shall thereafter be granted under the 2003 Share Option Scheme but in all other respects the provisions of the 2003 Share Option Scheme shall remain in full force and effect.

As at the date of this report, a total of 26,706,000 shares (representing approximately 0.92% of the existing issued share capital of the Company) may be issued upon exercise of all options which had been granted and yet to be exercised under the 2003 Share Option Scheme.

Notes:

- (1) As defined in the 2003 Share Option Scheme (as amended), "Participants" include:
 - (i) any employee of the Group (including any executive director of the Group);
 - (ii) any management of China COSCO, or China Ocean Shipping (Group) Company ("COSCO"), the Company's parent company; and
 - (iii) any person seconded or nominated by the Group to represent the Group's interest in any of the Group's associated companies or jointly controlled entities (as defined in note 2 below), or any other company or organisation.

As to whether a particular person falls within the definition of Participants, it shall be determined by the Board in its absolute discretion.
- (2) Under the 2003 Share Option Scheme, associated companies and jointly controlled entities refer to those companies and/or enterprises which have defined and/or disclosed as associates and/or associated companies and joint ventures and/or jointly controlled entities of the Company in the latest audited financial statements of the Company.

Movements of the options, which were granted under the 2003 Share Option Scheme, during the year are set out below:

Category	Exercise Price HK\$	Number of share options					Outstanding at 31 December 2013	% of total issued share capital	Exercisable period	Note
		Outstanding at 1 January 2013	Granted during the year	Exercised during the year	Transfer(to)/ from other categories during the year	Lapsed during the year				
Directors										
Dr. WONG Tin Yau, Kelvin	9.54	800,000	–	(800,000)	–	–	–	–	28.10.2003-27.10.2013	(1), (4)
	13.75	1,000,000	–	–	–	–	1,000,000	0.034%	2.12.2004-1.12.2014	(2), (4)
	19.30	500,000	–	–	–	–	500,000	0.017%	18.4.2007-17.4.2017	(3), (4)
Ex-director										
Mr. YIN Weiyu	19.30	500,000	–	–	(500,000)	–	–	N/A	19.4.2007-18.4.2017	(3), (4), (5)
		2,800,000	–	(800,000)	(500,000)	–	1,500,000			
Continuous contract employees										
	9.54	1,381,000	–	(1,061,000)	–	(320,000)	–	N/A	(refer to note 1)	(1)
	13.75	10,948,000	–	–	(80,000)	(62,000)	10,806,000	0.371%	(refer to note 2)	(2)
	19.30	12,160,000	–	–	(60,000)	(70,000)	12,030,000	0.413%	(refer to note 3)	(3)
Others										
	9.54	50,000	–	(50,000)	–	–	–	N/A	(refer to note 1)	(1)
	13.75	1,630,000	–	–	80,000	(60,000)	1,650,000	0.057%	(refer to note 2)	(2)
	19.30	300,000	–	–	560,000	–	860,000	0.029%	(refer to note 3)	(3), (5)
		26,469,000	–	(1,111,000)	500,000	(512,000)	25,346,000			
		29,269,000	–	(1,911,000)	–	(512,000)	26,846,000			

Notes:

- (1) The share options were granted during the period from 28 October 2003 to 6 November 2003 under the 2003 Share Option Scheme at an exercise price of HK\$9.54. The options are exercisable at any time within ten years from the commencement date which is the date on which an offer is accepted or deemed to be accepted by the grantee pursuant to the 2003 Share Option Scheme (the "Commencement Date"). The Commencement Date of the options was from 28 October 2003 to 6 November 2003.
- (2) The share options were granted during the period from 25 November 2004 to 16 December 2004 under the 2003 Share Option Scheme at an exercise price of HK\$13.75. The options are exercisable at any time within ten years from the Commencement Date. The Commencement Date of the options was from 25 November 2004 to 16 December 2004.
- (3) The share options were granted during the period from 17 April 2007 to 19 April 2007 under the 2003 Share Option Scheme at an exercise price of HK\$19.30. The options are exercisable at any time within ten years from the Commencement Date. The Commencement Date of the options was from 17 April 2007 to 19 April 2007.
- (4) These options represent personal interest held by the relevant directors as beneficial owners.
- (5) Mr. YIN Weiyu resigned as an executive director of the Company on 8 April 2013. In this respect, the options granted to Mr. YIN Weiyu were re-classified from the category of "directors" to the category of "others".
- (6) No share options were granted or cancelled under the 2003 Share Option Scheme during the year ended 31 December 2013.

Directors' interest in shares, underlying shares and debentures

As at 31 December 2013, the interest of the Company's directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules were as follows:

(a) Long positions in the shares of the Company

Name of director	Capacity	Nature of interest	Number of ordinary shares held	% of total issued share capital of the Company
Dr. WONG Tin Yau, Kelvin	Beneficial owner	Personal	548,171	0.019%
Mr. Timothy George FRESHWATER	Beneficial owner	Personal	30,000	0.001%

(b) Long positions in underlying shares of equity derivatives of the Company

Share options were granted by the Company to certain directors of the Company pursuant to the 2003 Share Option Scheme. Details of the directors' interest in share options granted by the Company are set out under the section headed "Share options" of this report.

(c) Long positions in the shares of associated corporations

Name of associated corporation	Name of director	Capacity	Nature of interest	Number of H shares held	% of total issued H share capital of the relevant associated corporation
China COSCO Holdings Company Limited	Mr. WAN Min	Beneficial owner	Personal	2,000	0.0001%
	Dr. FAN HSU Lai Tai, Rita	Beneficial owner	Personal	10,000	0.0004%

Name of associated corporation	Name of director	Capacity	Nature of interest	Number of A shares held	% of total issued A share capital of the relevant associated corporation
China COSCO Holdings Company Limited	Mr. LI Yunpeng	Interest of spouse	Family	3,000	0.00004%
	Mr. WAN Min	Beneficial owner	Personal	35,000	0.0005%
	Mr. QIU Jinguang	Beneficial owner	Personal	6,400	0.00008%

Name of associated corporation	Name of director	Capacity	Nature of interest	Number of shares held	% of total issued share capital of the relevant associated corporation
COSCO International Holdings Limited	Dr. WONG Tin Yau, Kelvin	Beneficial owner	Personal	203,529	0.013%

(d) Long positions in underlying shares of equity derivatives of associated corporations

(i) Movements of the share options granted to the directors of the Company by associated corporations during the year are set out below:

Name of associated corporation	Name of director	Capacity	Nature of interest	Exercise price HK\$	Number of share options					Outstanding at 31 December 2013	% of total issued share capital of the relevant associated corporation	Note
					Outstanding at 1 January 2013	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year			
COSCO International Holdings Limited	Dr. WONG Tin Yau, Kelvin	Beneficial owner	Personal	1.37	500,000	-	-	-	-	500,000	0.033%	(1)
	Ex-director Mr. HE Jiale	Beneficial owner	Personal	1.37	1,200,000	-	-	-	(1,200,000)	N/A	N/A	(1), (2)

Notes:

- (1) The share options were granted by COSCO International Holdings Limited ("COSCO International"), an associated corporation of the Company listed on the Stock Exchange, on 2 December 2004 pursuant to the share option scheme of COSCO International adopted on 17 May 2002 and amended by the shareholders of COSCO International at the special general meeting held on 5 May 2005. The share options are exercisable at an exercise price of HK\$1.37 per share at any time between 29 December 2004 and 28 December 2014.
- (2) Mr. HE Jiale resigned as an executive director of the Company on 21 March 2013.

(ii) Movements of the share appreciation rights granted to the directors of the Company by an associated corporation during the year are set out below:

Name of associated corporation	Name of director	Capacity	Nature of interest	Exercise price HK\$	Number of units of share appreciation rights			Outstanding at 31 December 2013	% of total issued H share capital of the relevant associated corporation	Note
					Outstanding at 1 January 2013	Granted during the year	Exercised during the year			
China COSCO Holdings Company Limited	Mr. LI Yunpeng	Beneficial owner	Personal	3.195	450,000	–	–	450,000	0.017%	(1)
				3.588	600,000	–	–	600,000	0.023%	(2)
				9.540	580,000	–	–	580,000	0.022%	(3)
	Mr. WAN Min	Beneficial owner	Personal	3.195	75,000	–	–	75,000	0.003%	(1)
				3.588	280,000	–	–	280,000	0.011%	(2)
				9.540	260,000	–	–	260,000	0.010%	(3)
	Mr. WANG Haimin	Beneficial owner	Personal	3.195	57,000	–	–	57,000	0.002%	(1)
				3.588	90,000	–	–	90,000	0.003%	(2)
				9.540	75,000	–	–	75,000	0.003%	(3)
	Mr. FENG Jinhua	Beneficial owner	Personal	3.195	100,000	–	–	100,000	0.004%	(1)
				3.588	90,000	–	–	90,000	0.003%	(2)
				9.540	85,000	–	–	85,000	0.003%	(3)
	Mr. TANG Runjiang	Beneficial owner	Personal	3.195	N/A	–	–	75,000	0.003%	(1), (4)
				3.588	N/A	–	–	65,000	0.003%	(2), (4)
	Mr. FENG Bo	Beneficial owner	Personal	3.195	75,000	–	–	75,000	0.003%	(1)
				3.588	90,000	–	–	90,000	0.003%	(2)
				9.540	85,000	–	–	85,000	0.003%	(3)
	Mr. WANG Wei	Beneficial owner	Personal	3.195	75,000	–	–	75,000	0.003%	(1)
				3.588	65,000	–	–	65,000	0.003%	(2)
				9.540	60,000	–	–	60,000	0.002%	(3)
	Ex-directors									
Mr. HE Jiale	Beneficial owner	Personal	3.195	375,000	–	–	N/A	N/A	(1), (5)	
			3.588	500,000	–	–	N/A	N/A	(2), (5)	
			9.540	480,000	–	–	N/A	N/A	(3), (5)	
Mr. YIN Weiyu	Beneficial owner	Personal	3.195	100,000	–	–	N/A	N/A	(1), (6)	
			3.588	65,000	–	–	N/A	N/A	(2), (6)	

Notes:

- (1) The share appreciation rights were granted by China COSCO, an associated corporation of the Company and a company listed on the Stock Exchange and the Shanghai Stock Exchange, in units with each unit representing one H share of China COSCO, on 16 December 2005 pursuant to the share appreciation rights plan adopted by China COSCO (the "Plan"). Under the Plan, no shares of China COSCO will be issued. The share appreciation rights are exercisable at HK\$3.195 per unit at any time between 16 December 2007 and 15 December 2015.
- (2) The share appreciation rights were granted by China COSCO in units with each unit representing one H share of China COSCO on 5 October 2006 pursuant to the Plan. Under the Plan, no shares of China COSCO will be issued. The share appreciation rights are exercisable at HK\$3.588 per unit at any time between 5 October 2008 and 4 October 2016.
- (3) The share appreciation rights were granted by China COSCO in units with each unit representing one H share of China COSCO on 4 June 2007 pursuant to the Plan. Under the Plan, no shares of China COSCO will be issued. The share appreciation rights are exercisable at HK\$9.540 per unit at any time between 4 June 2009 and 3 June 2017.
- (4) Mr. TANG Runjiang was appointed as an executive director of the Company on 21 March 2013.
- (5) Mr. HE Jiale resigned as an executive director of the Company on 21 March 2013.
- (6) Mr. YIN Weiyu resigned as an executive director of the Company on 8 April 2013.
- (7) During the year, no share appreciation rights mentioned above were lapsed or cancelled.

Save as disclosed above, as at 31 December 2013, none of the directors or chief executive of the Company had any interest or short positions in any shares or underlying shares or interest in debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Directors' interest in competing business

As at 31 December 2013, the directors namely Mr. LI Yunpeng, Dr. WANG Xingru, Mr. WAN Min, Mr. WANG Haimin, Mr. FENG Jinhua, Mr. TANG Runjiang, Mr. FENG Bo and Mr. WANG Wei held directorships and/or senior management positions in COSCO and/or COSCO Container Lines Company Limited ("COSCON") and their respective subsidiaries or associates and/or other companies which have interest in container terminals (the "Container Terminals Interest"). In addition, Mr. IP Sing Chi acted as the Group Managing Director of Hutchison Port Holdings Limited (which engages in, inter alia, the operation of container terminals) and directors of certain other companies which have the Container Terminals Interest.

The Board is of the view that the Group is capable of carrying on its businesses independently of the Container Terminals Interest. When making decisions on the container terminals business of the Group, the relevant directors, in the performance of their duties as directors of the Company, have acted and will continue to act in the best interest of the Group.

Substantial interest in the share capital of the Company

So far as is known to any directors or chief executive of the Company, as at 31 December 2013, the interest of shareholders in the shares of the Company as recorded in the register required to be kept under Section 336 of the SFO, or as otherwise notified to the Company or the Stock Exchange were as follows:

Name	Capacity	Nature of interest	Number of ordinary shares/Percentage of total issued share capital as at 31 December 2013						Note
			Long positions	%	Short positions	%	Lending pool	%	
COSCO Investments Limited	Beneficial owner	Beneficial interest	213,989,277	7.35	-	-	-	-	(1)
COSCO Pacific Investment Holdings Limited	Beneficial owner and interest of controlled corporation	Beneficial interest and corporate interest	1,278,951,686	43.92	-	-	-	-	(1)
China COSCO Holdings Company Limited	Interest of controlled corporation	Corporate interest	1,278,951,686	43.92	-	-	-	-	(1)
China Ocean Shipping (Group) Company	Interest of controlled corporation	Corporate interest	1,278,951,686	43.92	-	-	-	-	(1)
The Capital Group Companies, Inc.	Interest of controlled corporation	Beneficial interest and corporate interest	158,851,551	5.45	-	-	-	-	

Note:

- (1) The 1,278,951,686 shares relate to the same batch of shares of the Company. COSCO Investments Limited ("COSCO Investments") is a wholly owned subsidiary of COSCO Pacific Investment Holdings Limited ("COSCO Pacific Investment"). Accordingly, the 213,989,277 shares of the Company held by COSCO Investments are also included as part of COSCO Pacific Investment's interest in the Company. COSCO Pacific Investment is a wholly owned subsidiary of China COSCO and it itself held 1,064,962,409 shares of the Company beneficially. Accordingly, COSCO Pacific Investment's interest in relation to the 1,278,951,686 shares of the Company are also recorded as China COSCO's interest in the Company. COSCO held 52.80% interest of the issued share capital of China COSCO as at 31 December 2013, and accordingly, COSCO is deemed to have the interest of 1,278,951,686 shares of the Company held by COSCO Pacific Investment.

Save as disclosed above, as at 31 December 2013, the Company has not been notified of any other interest or short positions in the shares and underlying shares of the Company which had to be recorded in the register required to be kept under Section 336 of the SFO.

Public float

Based on information that is publicly available to the Company and within the knowledge of its directors, as at the date of this report, there is sufficient public float of the shares of the Company with not less than 25% of the total number of issued shares of the Company held by the public as required under the Listing Rules.

Purchase, sale or redemption of shares

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries purchased or sold any of the Company's shares during the year.

Pre-emptive rights

There are no provisions for pre-emptive rights under the Bye-laws of the Company and there are no restrictions against such rights under the laws in Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Management contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

Major suppliers and lessees

The percentage of the Group's container purchases and leasing income attributable to major suppliers and lessees are as follows:

Percentage of container purchases attributable to the Group's largest supplier	21.73%
Percentage of container purchases attributable to the Group's five largest suppliers	52.99%
Percentage of leasing income attributable to the Group's largest lessee, which is a subsidiary of COSCO	52.75%
Percentage of leasing income attributable to the Group's five largest lessees	72.73%

None of the directors or their associates has interest in any of the suppliers or lessees of the Group.

During the year ended 31 December 2013, COSCO have equity interest in China International Marine Containers (Group) Co., Ltd., the holding company of three of the five largest suppliers of the Group. In 2013, these three suppliers attributed 35.37% of container purchases of the Group.

Save as disclosed above, to the knowledge of the directors, none of the shareholders owning more than 5% of the Company's shares has interest in any of the suppliers and lessees of the Group.

Corporate governance

The Company is committed to maintaining high standards of corporate governance so as to ensure better transparency and protection of shareholders' interest. The Company has fully complied with the code provisions of Corporate Governance Code and Corporate Governance Report (the "Corporate Governance Code") set out in Appendix 14 of the Listing Rules throughout the year ended 31 December 2013.

As announced by the Company on 23 May 2013, Mr. CHOW Kwong Fai, Edward, an independent non-executive director of the Company, retired from office after the conclusion of the annual general meeting of the Company held on 23 May 2013. Following the retirement of Mr. CHOW, the Board comprised 14 members including 6 executive directors, 4 non-executive directors and 4 independent non-executive directors. The number of independent non-executive directors fell below one-third of the Board required under Rule 3.10A of the Listing Rules.

As such, the Company had been actively identifying suitable candidates for appointment as an independent non-executive director of the Company in order to meet the requirement under Rule 3.10A of the Listing Rules. On 22 August 2013, Mr. FAN Ergang was appointed as an independent non-executive director of the Company, within the three-month grace period allowed under Rule 3.11 of the Listing Rules. Accordingly, the Company has complied with the requirement under Rule 3.10A of the Listing Rules since 22 August 2013.

Further information on the Company's corporate governance practices is set out in the Corporate Governance Report on pages 60 to 87 of this annual report.

Connected transactions

During the year, the Group entered into the following connected transactions and continuing connected transactions:

(I) Connected transaction

Disposal of the entire issued share capital of COSCO Container Industries Limited

On 20 May 2013, the Company as the vendor entered into a conditional sale and purchase agreement (the "Agreement") with Long Honour Investments Limited ("Long Honour") as the purchaser and COSCO (Hong Kong) Group Limited ("COSCO (Hong Kong)") as the guarantor pursuant to which the Company agreed to dispose of and Long Honour agreed to acquire (i) the entire issued share capital of COSCO Container Industries Limited ("COSCO Container"), a then wholly owned subsidiary of the Company whose major asset is the 21.80% equity interest in China International Marine Containers (Group) Co., Ltd. ("CIMC") and (ii) the unsecured, non-interest bearing and on-demand loan outstanding and owing from COSCO Container to the Company (the "Sale Loan") as at the date of completion of the transactions contemplated under the Agreement (the "Disposal"), at a total consideration of US\$1,219,788,621. In consideration of the Company entering into the Agreement, COSCO (Hong Kong) irrevocably and unconditionally agreed to guarantee the due and punctual performance and observance by Long Honour of all its obligations under or pursuant to the Agreement.

CIMC is a joint stock limited company established in the PRC and its A shares and H shares are listed and traded on the Shenzhen Stock Exchange and the Stock Exchange respectively.

Pursuant to the Agreement, the consideration of the transaction shall be satisfied in the manner of (i) 50% of the consideration should be paid by Long Honour to the Company at completion of the Disposal (the "Completion"); and (ii) the balance of the consideration should be paid by Long Honour to the Company within three months after the Completion. The deferred payment of the balance of the Consideration was requested by Long Honour and it was agreed to by the Company and Long Honour as a result of arm's length negotiations between the parties after taking into account the following factors: (i) security has been provided by Long Honour in favour of the Company for securing the deferred payment obligations; and (ii) all the terms and conditions of the Disposal (including the amount of the consideration) as a whole.

To secure the payment obligations of Long Honour for the balance of the consideration, a charge over the entire issued shares of COSCO Container incorporating COSCO Container's undertaking not to dispose of and deal with its major asset, being its 21.80% equity interest in CIMC, and the entire Sale Loan would upon Completion be created by Long Honour in favour of the Company.

The Completion took place on 27 June 2013 and COSCO Container ceased to be a subsidiary of the Company and the Company ceased to hold any interest in CIMC on that day. The balance of the consideration was settled by Long Honour on 26 September 2013.

As Long Honour is an indirect wholly owned subsidiary of COSCO, the ultimate controlling shareholder of the Company, and hence a connected person of the Company, the Disposal (including the financial assistance provided by the Company to Long Honour in connection with Long Honour's deferred payment of the part of the consideration after Completion) constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. The transaction also constituted a major transaction of the Company.

(II) Continuing connected transactions

Rental of office premises

On 28 November 2011, COSCO Pacific Management Company Limited ("COSCO Pacific Management"), a wholly owned subsidiary of the Company, as tenant entered into a tenancy agreement with Wing Thye Holdings Limited ("Wing Thye") as landlord (the "Tenancy Agreement") in respect of the leasing of Units 4901, 4902A and 4903 situated at 49th Floor of COSCO Tower, 183 Queen's Road Central, Hong Kong (the "Premises").

Pursuant to the Tenancy Agreement, COSCO Pacific Management agreed to rent from Wing Thye the Premises for a term of three years commencing from 29 November 2011 at a monthly rental of HK\$927,498 exclusive of government rent, rates and management fees. The monthly management fees payable to Wing Thye is HK\$72,586.80 (subject to further increase to an amount not exceeding HK\$80,652 from January 2012, HK\$90,330 from January 2013 and HK\$101,170 from January 2014 respectively). During the subsistence of the Tenancy Agreement, the maximum aggregate annual value of the rental and the management fee is HK\$12,213,936. The Tenancy Agreement does not provide for renewal clauses.

The Company intended to continue to occupy the Premises on a long term basis as the head office of itself and its subsidiaries and as its principal place of business in Hong Kong. In negotiating the rental under the Tenancy Agreement, the directors of the Company had made reference to the professional opinion given by DTZ Debenham Tie Leung Limited ("DTZ"), an independent professional valuer. DTZ opined that the monthly rental agreed for the Premises as provided in the Tenancy Agreement was at market levels and was fair and reasonable.

Wing Thye is a wholly owned subsidiary of COSCO (Hong Kong). COSCO is a controlling shareholder of both the Company and COSCO (Hong Kong). Accordingly, COSCO, COSCO (Hong Kong) and Wing Thye are all connected persons of the Company. The Tenancy Agreement and the transactions contemplated thereunder constituted a continuing connected transaction of the Company under the Listing Rules.

Master agreements relating to shipping and terminals related services and container and related services transactions (together the “Shipping and Terminals and Container Related Services Master Agreements”)

On 30 October 2012, certain subsidiaries of the Company entered into the following master agreements each for a term of three years from 1 January 2013 to 31 December 2015:

- (1) COSCO Shipping Services and Terminal Services Master Agreement entered into between COSCO Ports (Holdings) Limited (“COSCO Ports”, a wholly owned subsidiary of the Company), Piraeus Container Terminal S.A. (“PCT”, a wholly owned subsidiary of the Company) and COSCO in respect of the following transactions:
 - (a) Provision of shipping related services by COSCO Ports and its subsidiaries (collectively the “COSCO Ports Group”) and PCT to COSCO and its associates (excluding the Group and China COSCO and its other associates) (collectively the “COSCO Group”). The annual caps of the aggregate amount receivable by the COSCO Ports Group and PCT from the COSCO Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB160,999,000, RMB227,999,000 and RMB299,999,000 respectively. For the year ended 31 December 2013, the COSCO Group did not pay any fees to the COSCO Ports Group or PCT pursuant to such agreement.
 - (b) Provision of terminals related services by the COSCO Group to the COSCO Ports Group. The annual caps of the aggregate amount payable by the COSCO Ports Group to the COSCO Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB69,200,000, RMB104,520,000 and RMB 140,028,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB2,332,000.

It was agreed that the service fees payable by the relevant members of the COSCO Group shall be at rates no less favourable to the relevant members of the COSCO Ports Group or to PCT (as the case may be) than those at which the relevant members of the COSCO Ports Group or PCT charges other independent third party customers for the relevant services. It was also agreed that the service fees payable by the relevant members of COSCO Ports Group shall be at rates no less favourable to the relevant members of the COSCO Ports Group than those at which the relevant members of the COSCO Group charge other independent third party customers for the relevant services.

- (2) China COSCO Shipping Services and Terminal Services Master Agreement entered into between COSCO Ports, PCT, China COSCO and COSCON in respect of the following transactions:
 - (a) Provision of shipping related services by the COSCO Ports Group and PCT to China COSCO and COSCON and their respective associates (excluding the Group) (collectively the “China COSCO Group”). The annual caps of the aggregate amount receivable by the COSCO Ports Group and PCT from the China COSCO Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB2,388,669,000, RMB4,082,654,000 and RMB6,846,075,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB254,549,000.
 - (b) Provision of terminals related services by the China COSCO Group (including COSCON) to the COSCO Ports Group. The annual caps of the aggregate amount payable by the COSCO Ports Group to the China COSCO Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB58,000,000, RMB87,000,000 and RMB116,000,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB1,062,000.

It was agreed that the service fees payable by the relevant members of the China COSCO Group shall be at rates no less favourable to the relevant members of the COSCO Ports Group or to PCT (as the case may be) than those at which the relevant members of the COSCO Ports Group or PCT charges other independent third party customers for the relevant services. It was also agreed that the service fees payable by the relevant members of the COSCO Ports Group shall be at rates no less favourable to the relevant members of the COSCO Ports Group than those at which the relevant members of the China COSCO Group charge other independent third party customers for the relevant services.

- (3) APM Shipping Services Master Agreement entered into between COSCO Ports, PCT and entities trading under the names of Maersk Line, Safmarine, MCC or any other future names with majority ownership by A.P. Moller — Maersk A/S (“APM”) (collectively “the Line”) in respect of the provision of shipping related services by the COSCO Ports Group or PCT to the Line.

The annual caps of the aggregate amount receivable by the COSCO Ports Group and PCT from the Line for such services for the years ended 31 December 2013, 2014 and 2015 are RMB905,651,000, RMB1,318,430,000 and RMB1,875,845,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB293,422,000.

The terms on pricing under the APM Shipping Services Master Agreement are determined based on the existing scale and operations of the businesses of the COSCO Ports Group and PCT, the anticipated growth and development of such businesses and the anticipated demand for such services after taking into account that the economic condition will improve in the future compared with that in the past few years. COSCO Ports Group and PCT would ensure that the terms and rates will be no less favourable to the COSCO Ports Group and PCT than the terms and rates available from independent third parties for the relevant transactions.

- (4) Florens-APM Container Purchasing and Related Services Master Agreement entered into between Florens (a wholly owned subsidiary of the Company) and the Line in respect of the following transactions:
- (a) Purchase of containers and container related materials by Florens and its subsidiaries (collectively the "Florens Group") from the Line. The annual caps of the aggregate amount payable by the Florens Group to the Line for such purchase for the years ended 31 December 2013, 2014 and 2015 are US\$20,000,000, US\$31,000,000 and US\$44,000,000 respectively. For the year ended 31 December 2013, the Florens Group did not pay any fees to the Line pursuant to such agreement.
 - (b) Provision of container related services by the Line to the Florens Group. The annual cap of the aggregate amount payable by the Florens Group to the Line for such services for each of the years ended 31 December 2013, 2014 and 2015 is US\$150,000. For the year ended 31 December 2013, the Florens Group did not pay any fees to the Line pursuant to such agreement.

The consideration for the purchase of containers and related materials by the relevant members of the Florens Group and the provision of services by the Line shall be at rates no less favourable to the relevant members of the Florens Group (as purchaser or service receiving party, as the case may be) than those at which the Line charges independent third parties for the relevant transactions.

- (5) Nansha Container Terminal Services Master Agreement entered into between COSCO Ports, Guangzhou South China Oceangate Container Terminal Company Limited ("GZ South China", a subsidiary of the Company) and Guangzhou Port Group Company Limited (廣州港集團有限公司) ("GZ Port Holding") in respect of the following transactions:
- (a) Provision of container terminals related services by GZ South China to GZ Port Holding and its subsidiaries, branches and associates (collectively the "GZ Port Group"). The annual caps of the aggregate amount receivable by GZ South China from the GZ Port Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB62,350,000, RMB94,030,000 and RMB139,035,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB9,717,000.
 - (b) Provision of container terminals related services by the GZ Port Group to GZ South China. The annual caps of the aggregate amount payable by GZ South China to the GZ Port Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB292,370,000, RMB439,450,000 and RMB652,110,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB59,652,000.
 - (c) The appointment of GZ South China by GZ Port Holding to charge on behalf of GZ Port Holding the vessels which use the high-frequency wireless communication services at the Guangzhou port, or the agents of such vessels, the high-frequency communication fee at a rate as prescribed by GZ Port Holding from time to time. The relevant annual caps are as follows:
 - (i) The annual caps of the aggregate amount of the high-frequency communication fee payable by GZ South China to GZ Port Holding for the years ended 31 December 2013, 2014 and 2015 are RMB6,000,000, RMB9,000,000 and RMB13,500,000 respectively. The total amount of the aforesaid fee paid by GZ South China to GZ Port Holding for the year ended 31 December 2013 was RMB826,000.

- (ii) The annual caps of the aggregate amount of the handling fee receivable by GZ South China in respect of the charging of the high-frequency communication fee for the years ended 31 December 2013, 2014 and 2015 are RMB200,000, RMB300,000 and RMB450,000 respectively. For the year ended 31 December 2013, GZ Port Holding did not pay any fees to GZ South China pursuant to such agreement.

It was agreed that the terms for the provision of services by GZ South China shall be no less favourable to GZ South China (as service providing party) than terms available to GZ South China from independent third parties for the relevant services. It was also agreed that the terms for the provision of services by the relevant members of the GZ Port Group shall be no less favourable to GZ South China (as service receiving party) than terms available to independent third parties from the relevant members of the GZ Port Group for the relevant services.

- (6) Yangzhou Terminal Services Master Agreement entered into between COSCO Ports, Yangzhou Yuanyang International Ports Co., Ltd. (“Yangzhou Yuanyang”, a subsidiary of the Company) and Jiangsu Province Yangzhou Port Group Co., Ltd. (江蘇省揚州港務集團有限公司) (“Yangzhou Port Holding”) in respect of the provision of terminals related services by Yangzhou Port Holding and its subsidiaries, branches and associates (collectively the “Yangzhou Port Group”) to Yangzhou Yuanyang.

The annual caps of the aggregate amount payable by Yangzhou Yuanyang to the Yangzhou Port Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB225,400,000, RMB270,240,000 and RMB324,024,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB72,031,000.

It was agreed that the terms for the provision of services by the relevant members of the Yangzhou Port Group shall be no less favourable to Yangzhou Yuanyang (as service receiving party) than terms available to independent third parties from the relevant members of the Yangzhou Port Group for the relevant services.

- (7) COSCON Container Services Master Agreement entered into between Plangreat Limited (“Plangreat”, a wholly owned subsidiary of the Company), COSCO and COSCON in respect of the provision of container related services by Plangreat and its subsidiaries to the COSCO Group (including COSCON).

The annual cap of the aggregate amount receivable by Plangreat and its subsidiaries from the COSCO Group for each of the years ended 31 December 2013, 2014 and 2015 is US\$3,000,000. The total amount of the aforesaid transactions for the year ended 31 December 2013 was US\$2,566,000.

It was agreed that the service fees payable by the relevant members of the COSCO Group (including COSCON) shall be at rates no less favourable to Plangreat and its subsidiaries than those at which Plangreat and its subsidiaries charge other independent third party customers for the relevant services.

- (8) Florens-COSCON Container Leasing, Sales and Related Services Master Agreement entered into between Florens, COSCO and COSCON in respect of the following transactions:
- (a) Grant of leases of containers for a term of not more than three years by the Florens Group to the COSCO Group (including COSCON). The annual cap of the aggregate amount receivable by the Florens Group from the COSCO Group for such transactions for each of the years ended 31 December 2013, 2014 and 2015 is US\$2,470,000. The total amount of the aforesaid transactions for the year ended 31 December 2013 was US\$22,000.
- (b) Sales of old containers by the Florens Group to the COSCO Group (including COSCON). The annual caps of the aggregate amount receivable by the Florens Group from the COSCO Group for such transactions for the years ended 31 December 2013, 2014 and 2015 are US\$2,330,000, US\$2,450,000 and US\$2,570,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was US\$2,000.
- (c) Provision of container related services by the Florens Group to the COSCO Group (including COSCON). The annual caps of the aggregate amount receivable by the Florens Group from the COSCO Group for such services for the years ended 31 December 2013, 2014 and 2015 are US\$1,530,000, US\$1,613,000 and US\$1,710,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was US\$1,386,000.

It was agreed that the consideration for each of the leasing and sales of containers and the provision of services by the relevant members of the Florens Group to the relevant members of the COSCO Group (including COSCON) shall be at rates no less favourable to the relevant members of the Florens Group (as lessor, seller or service providing party, as the case may be) than those at which the relevant members of the Florens Group charge independent third parties for the relevant transactions.

- (9) Florens-COSCON Container Related Services and Purchase of Materials Master Agreement entered into between Florens, COSCO and COSCON in respect of the following transactions:
- (a) Provision of container related services by the COSCO Group (including COSCON) to the Florens Group. The annual caps of the aggregate amount payable by the Florens Group to the COSCO Group for the aforesaid services for the years ended 31 December 2013, 2014 and 2015 are US\$4,670,000, US\$5,280,000 and US\$5,960,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was US\$1,783,000.
 - (b) Purchase of container related materials by the Florens Group from the COSCO Group (including COSCON). The annual caps of the aggregate amount payable by the Florens Group to the COSCO Group for such purchase for the years ended 31 December 2013, 2014 and 2015 are US\$50,000, US\$50,000 and US\$70,000 respectively. For the year ended 31 December 2013, the Florens Group did not pay any fees to the COSCO Group (including COSCON) pursuant to such agreement.

It was agreed that the consideration for the purchase of materials by the relevant members of the Florens Group and the provision of services by the relevant members of the COSCO Group (including COSCON) shall be at rates no less favourable to the relevant members of the Florens Group (as purchaser or service receiving party, as the case may be) than those at which the relevant members of the COSCO Group (including COSCON) charge independent third parties for the relevant transactions.

- (10) Nansha Diesel Oil Purchase Master Agreement entered into between COSCO Ports, GZ South China and China Marine Bunker Guangzhou Co., Ltd. (中國船舶燃料廣州有限公司) ("CM Supply") in respect of the purchase of diesel oil by GZ South China from CM Supply.

The annual caps of the aggregate amount payable by GZ South China to CM Supply for the years ended 31 December 2013, 2014 and 2015 are RMB90,000,000, RMB135,000,000 and RMB150,000,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB6,897,000.

It was agreed that the terms for the supply of diesel oil by CM Supply shall be no less favourable to GZ South China (as purchaser) than terms available to independent third parties from CM Supply for the relevant transactions.

- (11) Zhangjiagang Container Terminal Services Master Agreement entered into between COSCO Ports, Zhangjiagang Win Hanverky Container Terminal Co., Ltd. ("Zhangjiagang Terminal", a subsidiary of the Company) and Zhangjiagang Port Group Co., Ltd. (張家港港務集團有限公司) ("Zhangjiagang Port Holding") in respect of the following transactions:

- (a) Provision of container terminals related services by Zhangjiagang Terminal to Zhangjiagang Port Holding and its subsidiaries, branches and associates (collectively the "Zhangjiagang Port Group"). The annual caps of the aggregate amount receivable by Zhangjiagang Terminal from the Zhangjiagang Port Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB6,280,000, RMB8,890,000 and RMB12,790,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB637,000.
- (b) Provision of container terminals related services by the Zhangjiagang Port Group to Zhangjiagang Terminal. The annual caps of the aggregate amount payable by Zhangjiagang Terminal to the Zhangjiagang Port Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB36,260,000, RMB50,030,000 and RMB69,060,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was RMB17,214,000.

It was agreed that the terms for the provision of services by Zhangjiagang Terminal to the relevant members of the Zhangjiagang Port Group shall be no less favourable to Zhangjiagang Terminal (as service providing party) than terms available to Zhangjiagang Terminal from independent third parties for the relevant services; and shall also be no less favourable to the relevant members of the Zhangjiagang Port Group (as service receiving party) than terms available to independent third parties from Zhangjiagang Terminal for the relevant services. It was also agreed that the terms for the provision of services by the relevant members of the Zhangjiagang Port Group shall be no less favourable to Zhangjiagang Terminal (as service receiving party) than terms available to independent third parties from the relevant members of the Zhangjiagang Port Group for the relevant services.

- (12) Xiamen Container Terminal Services Master Agreement entered into between COSCO Ports, Xiamen Ocean Gate Container Terminal Co., Ltd. (“Xiamen Ocean Gate”, a subsidiary of the Company) and Xiamen Haicang Investment Group Co., Ltd. (廈門海滄投資集團有限公司) (“Xiamen Haicang Holding”) in respect of the following transactions:
- (a) Provision of container terminals related services by Xiamen Haicang Holding and its subsidiaries, branches and associates (collectively the “Xiamen Haicang Group”) to Xiamen Ocean Gate. The annual caps of the aggregate amount payable by Xiamen Ocean Gate to the Xiamen Haicang Group for such services for the years ended 31 December 2013, 2014 and 2015 are RMB64,500,000, RMB79,000,000 and RMB93,500,000 respectively. The total amount for the aforesaid transactions for the year ended 31 December 2013 was RMB6,180,000.
 - (b) Provision of container terminals related services by Xiamen Ocean Gate to the Xiamen Haicang Group. The annual caps of the aggregate amount payable by the Xiamen Haicang Group to Xiamen Ocean Gate for such services for the years ended 31 December 2013, 2014 and 2015 are RMB7,000,000, RMB10,000,000 and RMB12,000,000 respectively. The total amount for the aforesaid transactions for the year ended 31 December 2013 was RMB655,000.

It was agreed that the terms for the provision of services by the relevant members of the Xiamen Haicang Group shall be no less favourable to Xiamen Ocean Gate (as service receiving party) than terms available to independent third parties from the relevant members of the Xiamen Haicang Group for the relevant services. It was also agreed that the terms for the provision of services by Xiamen Ocean Gate shall be no less favourable to the relevant members of the Xiamen Haicang Group (as service receiving party) than terms available to independent third parties from Xiamen Ocean Gate for the relevant services.

Since COSCO and China COSCO are controlling shareholders of the Company, members of the COSCO Group and the China COSCO Group (including COSCO, China COSCO and COSCON) are connected persons of the Company. APM Terminals Invest Company Limited (“APM Terminals”), which is a subsidiary of APM, is a substantial shareholder of a subsidiary of the Company. The Line are majority-owned by APM and are therefore associates of APM Terminals. Accordingly, the Line are connected persons of the Company.

GZ Port Holding has 41% equity interest in GZ South China. Accordingly, members of the GZ Port Group (including GZ Port Holding) are connected persons of the Company. As Yangzhou Port Holding has 40% equity interest in Yangzhou Yuanyang, members of the Yangzhou Port Group (including Yangzhou Port Holding) are connected persons of the Company. CM Supply is owned as to 50% by COSCO and hence CM Supply is a connected person of the Company. Zhangjiagang Port Holding has 49% equity interest in Zhangjiagang Terminal. Accordingly, members of Zhangjiagang Port Group (including Zhangjiagang Port Holding) are connected persons of the Company. Xiamen Haicang Holding has 30% equity interest in Xiamen Ocean Gate. Therefore, members of the Xiamen Haicang Group (including Xiamen Haicang Holding) are connected persons of the Company.

Each of the above master agreements and the transactions contemplated thereunder constituted continuing connected transactions under Chapter 14A of the Listing Rules. The continuing connected transactions under agreements no. (1) to (6) above were subject to the reporting, annual review, announcement and independent shareholders’ approval requirements and were approved by the independent shareholders of the Company at the special general meeting held on 29 November 2012 (“SGM”).

With respect to the continuing connected transactions under agreements no. (7) to (12) above, they were subject to the reporting, annual review and announcement requirements, but were exempt from the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Master agreement relating to finance lease arrangements (the “Finance Leasing Master Agreement”)

On 30 October 2012, COSCO Ports entered into the Finance Leasing Master Agreement with Florens Capital Management Company Limited (“Florens Capital Management”, a non wholly owned subsidiary of the Company and owned as to 50% by COSCO) for a term of three years from 1 January 2013 to 31 December 2015 in respect of the provision of the Finance Leasing (as defined below) by Florens Capital Management and its subsidiary(ies) (collectively the “Florens Management Group”) to the COSCO Ports Group.

Finance Leasing referred to the provision of finance leasing on any machinery, equipment or other property related to shipping and the operation of terminals to be leased to the members of the COSCO Ports Group by the members of the Florens Capital Management Group or to be sold by the members of the COSCO Ports Group to, and then leased back from, members of the Florens Capital Management Group (the “Leasing Equipment”) by any member of the Florens Capital Management Group to any member of the COSCO Ports Group pursuant to the Finance Leasing Master Agreement and such other related services as may be agreed between the relevant member of the Florens Capital Management Group and the relevant member of the COSCO Ports Group.

The lease method includes sale and leaseback pursuant to which the lessor (a member of the Florens Capital Management Group) shall purchase from the lessee (a member of the COSCO Ports Group) the Leasing Equipment which will be leased back to the lessee by the lessor; finance leasing arrangement involving the execution of an entrusted purchase agreement for the intended purchase of Leasing Equipment by the lessee and the subsequent provision of finance lease services to the lessee and the making of lease payments to the lessor; and finance lease arrangement involving the leasing of Leasing Equipment acquired by the lessor to the lessee as per the requirements of the lessee.

The lease period for each Finance Leasing will be determined taking into account, inter alia, the useful life of the relevant Leasing Equipment (which will be assessed by reference to the Group's assets management policy, industry practice, the past experience in using the Leasing Equipment and information obtained from internal engineering department staff who has technical knowledge on the use of the Leasing Equipment), the financial needs of the lessee and the funding availability of the lessor, which in general should not exceed the useful life of such Leasing Equipment.

The lease payments charged by the lessor will include the purchase price or the value of the Leasing Equipment and interest thereon charged on terms no less favourable to the Lessee than those offered by independent third parties and at a rate determined by reference to the benchmark lending rates published by the People's Bank of China, the central bank of the People's Republic of China ("PBOC") from time to time, or, if no such rate is available, by reference to, among other factors, the rate charged by the other major financial institutions for the same or similar types of services.

In the event that the purchase price of the Leasing Equipment is paid by the lessor before commencement of the lease period, pre-lease interests on the purchase price may be charged by the lessor and payable by the lessee for the period from the date of payment of the purchase price by the lessor to the date immediately before commencement of the lease period. Pre-lease interests (if charged) will be charged on terms no less favourable to the lessee than those offered by independent third parties and at a rate determined by reference to the benchmark lending rates published by PBOC from time to time, or if no such rate is available, by reference to, among other factors, the rate charged by the other major financial institutions for the same or similar types of services.

An one-off non-refundable handling fee may be charged on terms no less favourable to the lessee than those offered by independent third parties by the lessor and payable by the lessee when the relevant Finance Leasing agreement is entered into and at a rate determined by reference to, among others, the rate charged by the other major financial institutions in relation to finance leasing of the same or similar types of assets, or if available, the applicable rates published by PBOC for this kind of services from time to time, and will be set out in the relevant Finance Leasing agreement.

The legal title and all rights of the Leasing Equipment shall vest in the lessor throughout the lease period. In the event that the lessee fails to make any lease payment or fulfill any obligations under the relevant Finance Leasing agreement and without prejudice to any rights of the lessor under the relevant law, the lessor could take the following steps, namely (1) To demand full repayment of all outstanding lease payments; (2) To recover the relevant Leasing Equipment and to claim all damages arising from the lessee; and/or (3) To take necessary legal actions according to the relevant Finance Leasing agreement.

Subject to the lessee having duly and satisfactorily performed all its obligations under, and upon the expiry of the lease period under the Finance Leasing agreement, the lessee shall have an option to purchase the relevant Leasing Equipment at a price charged on terms no less favourable to the lessee than those offered by independent third parties and at a rate determined by reference to, among other factors, the methodology and market practice for determining such price by the other major financial institutions in relation to finance leasing of the same or similar types of assets, or if available, the applicable rates published by PBOC for this kind of service from time to time, which will be agreed between the lessor and the lessee at the time of entering into, and will be set out in, the Finance Leasing agreement.

The annual caps of the aggregate amount payable by the COSCO Ports Group to the Florens Capital Management Group for such services for the years ended 31 December 2013, 2014 and 2015 are US\$200,000,000, US\$250,000,000 and US\$300,000,000 respectively. The total amount of the aforesaid transactions for the year ended 31 December 2013 was US\$9,324,000.

It was agreed that the total consideration payable by the relevant members of the COSCO Ports Group for the provision of the Finance Leasing by members of the Florens Capital Management Group shall be at rates no less favourable to the relevant members of the COSCO Ports Group than those available from other independent third parties for the relevant Finance Leasing.

Florens Capital Management is indirectly owned as to 50% by each of the Company and COSCO, which is the ultimate controlling shareholder of the Company. Accordingly, the Florens Capital Management Group (including Florens Capital Management) are connected persons of the Company and the entering into of the Finance Leasing Master Agreement constituted a continuing connected transaction of the Company under the Listing Rules. The transaction also constituted a disclosable transaction of the Company.

The Finance Lease Master Agreement was approved by the independent shareholders of the Company at the SGM.

Long term container leasing transactions (with waiver granted by the Stock Exchange)

During the year, long term container leasing transactions were entered into between COSCO Group and the Group in respect of the provision of long term container leases by the Group to COSCO Group to which the Stock Exchange had, subject to certain conditions, granted waiver dated 14 December 1994 to the Company from strict compliance with the requirements stipulated in the then Chapter 14 of the Listing Rules to disclose details of such connected transactions by press notice and/or circular and/or to obtain prior independent shareholders' approval. The total consideration of the aforesaid transactions for the year ended 31 December 2013 amounted to US\$153,436,000. In the opinion of the directors of the Company, the aforesaid transactions were conducted in the ordinary and normal course of business of the Group and using average market rates by reference to, if applicable, the average of the available leasing rates quoted from four of the top ten independent container leasing companies.

Opinion from the independent non-executive directors on the continuing connected transactions

Pursuant to the conditions of the waiver in relation to long term container leasing transactions and Rule 14A.37 of the Listing Rules, Mr. Timothy George FRESHWATER, Mr. Adrian David LI Man Kiu, Mr. IP Sing Chi and Mr. FAN Ergang, independent non-executive directors of the Company, have reviewed the above continuing connected transactions and opined that:

- (i) the long term container leasing transactions had been conducted in the ordinary course of business of the Group and using average market rates by reference to, if applicable, the average of the available leasing rates quoted from four of the top ten independent container leasing companies and were fair and reasonable so far as the shareholders of the Company were concerned; and
- (ii) the rental of office premises transaction and the transactions entered into by COSCO Ports, PCT, Florens, GZ South China, Yangzhou Yuanyang, Plangreat, Zhangjiagang Terminal and Xiamen Ocean Gate under the Shipping and Terminals and Container Related Services Master Agreements and the Finance Leasing Master Agreement were:
 - entered into in the ordinary and usual course of the Group's businesses;
 - entered into on terms no less favourable to the Group than terms available from/to independent third parties; and
 - entered into in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

Dr. FAN HSU Lai Tai, Rita confirmed that in view of her position of also being an independent non-executive director of China COSCO and that COSCO (a controlling shareholder of China COSCO) and China COSCO and their respective associates (including but not limited to COSCON, Wing Thye, CM Supply and Florens Capital Management Group) are parties of the long term container leasing transactions, the rental of office premises transaction and the transactions under the Shipping and Terminals and Container Related Services Master Agreements and the Finance Leasing Master Agreement respectively, for good corporate governance practices, she would not take part in the review process in respect of the above mentioned continuing connected transactions and would not express her opinion in relation to such transactions reviewed by the other independent non-executive directors of the Company.

Report from the auditor on the continuing connected transactions

For the purposes of the conditions of the waiver in relation to long term container leasing transactions, the Board engaged the auditor of the Company to perform certain agreed-upon procedures on the long term container leasing transactions for the year ended 31 December 2013 (the "Relevant Year") in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants, and the auditor reported that the long term container leasing transactions for the Relevant Year had been conducted in the ordinary and normal course of business of the Group and by reference to, if applicable, the average of the available leasing rates quoted from four of the top ten independent container leasing companies.

For the purposes of Rule 14A.38 of the Listing Rules in relation to the other continuing connected transactions, the Board engaged the auditor of the Company to report on the above other continuing connected transactions as identified by the management for the Relevant Year in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the other continuing connected transactions, including the rental of office premises transaction, and the transactions entered into by COSCO Ports, PCT, Florens, GZ South China, Yangzhou Yuanyang, Plangreat, Zhangjiagang Terminal and Xiamen Ocean Gate under the Shipping and Terminals and Container Related Services Master Agreements and the Finance Leasing Master Agreement for the Relevant Year, in accordance with Rule 14A.38 of Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Stock Exchange.

Disclosure under Rule 13.22 of Chapter 13 of the Listing Rules

In relation to the financial assistance granted by the Group to certain affiliated companies, a proforma combined balance sheet of the affiliated companies as at 31 December 2013 required to be disclosed under Rule 13.22 of Chapter 13 of the Listing Rules is set out below:

	US\$'000
Non-current assets	5,618,919
Current assets	1,459,574
Current liabilities	(2,075,218)
Non-current liabilities	(1,061,194)
Net assets	<u>3,942,081</u>
Share capital	121,290
Reserves	2,215,476
Non-controlling interest	1,605,315
Capital and reserves	<u>3,942,081</u>

As at 31 December 2013, the Group’s attributable interest in these affiliated companies amounted to US\$671,750,000.

Audit Committee

As at the date of this report, the Audit Committee of the Company consists of three independent non-executive directors.

The Audit Committee reviews the systems of internal controls throughout the Group, the completeness and accuracy of its financial statements and liaises on behalf of the Board with external auditor and the Group’s internal auditor. During the year, the Audit Committee members met regularly with management, external auditor and the Group’s internal auditor and reviewed the internal and external audit reports and the interim and annual consolidated financial statements of the Group.

Auditor

The consolidated financial statements for the year have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

On behalf of the Board

WANG Xingru

Vice Chairman and Managing Director

Hong Kong, 25 March 2014