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中國遠洋控股股份有限公司
China COSCO Holdings Company Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 1919)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Internal Accountability System for Violation of Laws and Regulations on Securities of China COSCO Holdings Company Limited as published in Chinese on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 26 March 2015 is enclosed hereto as overseas regulatory announcement.

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

Beijing, the People's Republic of China
26 March 2015

As at the date of this announcement, the directors of the Company are Mr. MA Zehua² (Chairman), Mr. LI Yunpeng¹ (Vice Chairman), Ms. SUN Yueying², Mr. SUN Jiakang¹, Mr. YE Weilong¹, Mr. WANG Yuhang², Mr. JIANG Lijun¹ (President), Dr. FAN HSU Lai Tai, Rita³, Mr. KWONG Che Keung, Gordon³, Mr. Peter Guy BOWIE³ and Mr. YANG, Liang Yee Philip³.

¹ *Executive director*

² *Non-executive director*

³ *Independent non-executive director*

** For identification purpose only*

Internal Accountability System for Violation of Laws and Regulations on Securities of China COSCO Holdings Company Limited

Chapter I General Provisions

Article 1 In order to further improve the corporate governance structure, the internal restriction and accountability mechanisms of China COSCO Holdings Company Limited (the “Company”), facilitate organic growth, protect the reputation and image of the Company, in accordance with the relevant requirements of laws, regulations and regulatory documents including the Company Law, the Securities Law and the Notice in Relation to Further Establish and Improve the Internal Accountability System for Violation of Laws and Regulations on Securities of Listed Companies in Area under Jurisdiction (《關於進一步建立健全轄區上市公司證券違法違規行為內部問責機制的通知》) issued by the Tianjin Regulatory Authority of China Securities Regulatory Commission (the “Tianjin Securities Regulatory Bureau”) as well as the articles of association of the Company, the Internal Accountability System for Violation of Laws and Regulations on Securities of the Company (this “System”) is formulated after giving consideration to the actual status of the Company.

Article 2 Internal accountability referred in this System means that the Company will make the directors, supervisors, senior management and other relevant personnel of the Company who have breached relevant laws and regulations on securities or self-regulatory rules of stock exchanges because of his/her wilful or gross negligent acts, and have caused serious losses to and adverse impact on the Company accountable after investigation.

Article 3 The targeted persons subject to internal accountability include but are not limited to directors, supervisors, senior management, mid-level management of the Company and persons in charge of its branches, directors, supervisors and senior management of wholly-owned subsidiaries and non wholly-owned subsidiaries that have been included in the consolidated financial statements of the Company.

Article 4 Internal accountability in the Company shall be conducted in accordance with the following principles:

1. Principle of power matching obligations;
2. Principle of punishment matching liability;
3. Principle of seeking truth from facts, objectivity, fairness, integrity and openness;
4. Principle of promoting sense of responsibility through accountability; and

5. Principle of combining accountability with improvement and combining punishment with education.

Chapter II Accountability Matters

Article 5 Accountability matters involved in this System include but are not limited to the following items:

1. being transferred to the judicial authority to be accountable for criminal liability due to violation of laws and regulations relating to securities and futures;
2. being imposed of administrative punishment measures by China Securities Regulatory Commission due to violation of laws and regulations relating to securities and futures;
3. being imposed of regulatory measures by China Securities Regulatory Commission due to violation of laws and regulations relating to securities and futures;
4. being imposed of disciplinary measures, including circulation of notice of criticism, public censure, public determination of not suitable for holding relevant positions, etc. by stock exchanges due to violation of self-regulatory rules of stock exchanges;
5. being required by the regulatory authority to be accountable due to violation of laws and regulations relating to securities and futures; and
6. being considered accountable by general meetings, the board of directors and the supervisory committee of the Company.

Chapter III Accountability Bodies

Article 6 The Company has established an accountability committee on non-compliance with laws and regulations (the “Accountability Committee”) to lead and organize the implementation of the Company’s internal accountability work. The Accountability Committee is responsible for approving accountability matters, make accountability decisions and ensure the execution thereof.

Article 7 The Accountability Committee shall have one chairman, who shall be the chairman of the supervisory committee of the Company. Its members shall include directors, supervisors and the general manager of the Company.

Article 8 Any department and staff member of the Company have the right to report violation of laws and regulations or provide relevant information to the Accountability Committee, the board of directors or the supervisory committee of the Company.

Chapter IV Accountability Measures

Article 9 Accountability measures include but are not limited to order to inspect, circulation of notice of criticism, warning, recording demerit, retaining for probation, removing from posts, bonus deduction, penalty, suspension, demotion, vacation of office, dismissal, laid-off or termination of the service contract.

Article 10 The Company may hold the accountable party liable by way of administrative accountability or economic accountability or a combination of both.

1. Accountability measures to be imposed on directors or supervisors of the Company include order to inspect, circulation of notice of criticism, and proposing a resolution on dismissal.
2. Accountability measures to be imposed on senior management and other relevant personnel of the Company include order to inspect, circulation of notice of criticism, warning, recording demerit, retaining for probation, removing from posts, bonus deduction, penalty, suspension, demotion, vacation of office, laid-off or termination of the service contract.

Article 11 It may be given a lenient, mitigated penalty or be exempted from liabilities in any of the following circumstances:

1. the circumstances are minor and without adverse consequences and effects;
2. the persons who are held accountable proactively admit and correct their mistakes, and adopt remedial measures to eliminate the adverse effects;
3. force majeure or unexpected reasons and other factors;
4. it is not caused by subjective factors and does not result in any material or adverse effects;
5. it is due to administrative intervention or the party concerned has provided the superiors with recommendations which was not adopted; and

6. the Accountability Committee, the board of directors or the supervisory committee of the Company consider that it may be given a lenient, mitigated penalty or be exempted from liabilities.

Article 12 The penalties shall be more severe or aggravated in any of the following circumstances:

1. the circumstances are serious with severe consequences and material effects, and the violation of laws and regulations are actually caused by personal subjective factors;
2. failing to adopt any remedial measures in a timely manner after the occurrence of violation of laws and regulations, which has enlarged the losses and adverse effects;
3. disturbing and obstructing the investigation of the Company, or attacking, revenging and framing the investigators or the informers;
4. refusing to correct their mistakes despite repeated education, or refusing to admit their mistakes;
5. resulting in significant and unrecoverable economic losses; and
6. the Accountability Committee, the board of directors or the supervisory committee of the Company consider that the penalties should be more severe or aggravated.

Chapter V Accountability Procedures

Article 13 When the directors, supervisors, senior management and other relevant personnel of the Company are involved in the circumstances referred to in Article 5 of this System, the Accountability Committee shall initiate the internal accountability procedures in a timely manner.

Article 14 Where the directors and senior management of the Company are involved, the relevant matter shall be proposed by the chairman of the Accountability Committee or jointly by more than half of the supervisors of the supervisory committee; accountability involving the supervisors shall be proposed by the convener of the supervisory committee or jointly by more than half of the supervisors; accountability involving personnel other than the directors, supervisors and senior management of the Company shall be proposed by the general manager.

Article 15 If a director, supervisor, senior management and other relevant personnel is proposed to be held accountable, reporting materials on the accountability matters or accountability application materials shall be submitted to the Accountability Committee in writing. The Accountability Committee shall initiate the accountability procedures within 3 working days after the date of receiving the reporting materials on the accountability matters or accountability application materials, and transfer to the engaged external institutions or authorize the administrative bodies under the supervisory committee of the Company to investigate, collect and consolidate the information in relation to accountability with the assistance from the securities department of the Company.

Article 16 After the initiation of the accountability procedures, the Accountability Committee shall inform the person who is held accountable of his/her rights and obligations in writing. The person who is held accountable shall cooperate in the investigation and provide the true information, and shall not obstruct and disturb the investigation in any way or otherwise attack and revenge any entities or individuals who have impeached and reported his/her action.

Article 17 The investigation report shall be submitted to the Accountability Committee within 10 working days, which shall be filed with the audit committee and the supervisory committee of the Company.

Article 18 The Accountability Committee shall convene a meeting to discuss the investigation results within 7 working days upon receipt of such results.

Article 19 The Accountability Committee meeting shall have a quorum of two-thirds of its members. A meeting can be convened by way of on-site voting or through communication. A member of the Accountability Committee may attend such meeting in person or entrust another member in writing to attend and vote at such meeting on his/her behalf.

Article 20 The vote at the Accountability Committee meeting shall be taken by poll. Each member of the Accountability Committee is entitled to have one vote. Accountability matters proposed at such meeting shall be passed with a majority of all committee members with voting rights.

Article 21 There shall be minutes for the Accountability Committee meeting and the committee members who attend such meeting shall sign on the meeting minutes. The minutes of such meeting shall be kept permanently by the Company on a unified basis.

Article 22 Any member of the Accountability Committee who is held accountable himself/herself shall abstain from voting. Any member of the Accountability Committee who has a close family relation or any other relationship with a person who is being held accountable that would have an effect on the impartial handling of accountability shall abstain from voting.

Article 23 An investigating officer who has a close family relation or any other relationship with a person who is held accountable that would have an effect on the impartial handling of accountability shall excuse himself/herself.

Article 24 Prior to deciding the treatment on the person who is held accountable, the Accountability Committee shall hear his/her opinions.

Article 25 When an accountability decision is made, where the party being held accountable disagrees with the result, he/she may raise his/her objection in writing to the Accountability Committee and apply for review within five working days from the date of receiving the accountability decision. The Accountability Committee shall make a review decision within five working days from the date of the receipt of the written application for review.

Article 26 Where the party being held accountable still disagrees with the review decision, the relevant materials can be filed to the supervisory committee of the Company for review. The supervisory committee shall examine carefully whether relevant matters such as the accountability procedures and measures of the Accountability Committee are in compliance with the relevant regulations of this System, and shall make a review decision within 5 working days.

Article 27 When an accountability decision passed at the Accountability Committee meeting involves the appointment and dismissal of the directors, supervisors and senior management, the appointment and dismissal proposals shall be submitted to the board of directors or the supervisory committee of the Company within two working days for consideration, and then shall be proposed to the general meeting by the board of directors or the supervisory committee for consideration. The supervisory committee of the Company is responsible to oversee the implementation of the accountability decision.

Article 28 When the person who is held accountable makes a mistake, he/she is required to explain the reasons for such mistake to prevent the re-occurrence of similar issues.

Article 29 Where an accountability decision meets the disclosure standards in accordance with the requirements of laws, regulations and normative documents, including the rules governing the listing of securities on the relevant stock exchange, disclosure should be made in a timely manner.

Article 30 The Company shall report the implementation of internal accountability and results thereof to the Tianjin Securities Regulatory Bureau within 30 working days in writing after discovering the accounting matters or the accountability matters happen.

Chapter VI Supplementary Articles

Article 31 This System shall come into effect from the date being considered and approved at the general meeting of the Company.

Article 32 If this System contravenes the relevant laws, regulations and normative documents, it shall be implemented pursuant to such relevant laws, regulations and normative documents, and amended in a timely manner according to the relevant laws and regulations.

Article 33 The board of directors of the Company is responsible for the interpretation of this System.

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