



CHINA SHIPPING DEVELOPMENT COMPANY LIMITED

中海發展股份有限公司

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

(Stock Code: 1138)

Supplemental Proxy Form For the Annual General Meeting for holders of H Shares to be held on Friday, 20 May 2016

I/We _____

of _____ am/are the shareholder(s) of China

Shipping Development Company Limited (the "**Company**"), holding _____ H Shares.

I/We hereby appoint _____

of _____

as my/our proxy/proxies, failing which, I/we hereby appoint the chairman of the annual general meeting ("**AGM**") as my/our proxy/proxies

(please delete where appropriate) for _____ H shares which I/we hold in the share capital of the Company to attend and vote at the AGM to be held at 3rd Floor, Ocean Hotel, No. 1171 Dong Da Ming Road, Hongkou District, Shanghai, the People's Republic of China at 2:00 p.m. on Friday, 20 May 2016 or at any adjournment thereof. The proxy/proxies is/are authorised to vote on the resolutions according to the following instructions. In the absence of instructions, the proxy/proxies shall vote for or against the resolutions or abstain at his/their discretion.

No.	Ordinary Resolutions	For	Against	Abstain
20.	to approve the Financial Services Framework Agreement entered into between Dalian Ocean and COSCO Finance on 28 April 2016 and the transactions contemplated thereunder (including the relevant annual caps); and to authorise the directors of the Company (" Directors ") to exercise all powers which they consider necessary and do such other acts and things and execute such other documents which in their opinion may be necessary or desirable to implement the transactions contemplated thereunder.			
21.	to approve the Materials And Services Framework Agreement entered into between Dalian Ocean and COSCO Company on 28 April 2016, and the transactions contemplated thereunder (including the relevant annual caps); and to authorize the Directors to exercise all powers which they consider necessary and do such other acts and things and execute such other documents which in their opinion may be necessary or desirable to implement the transactions contemplated thereunder.			

Dated _____

Signature _____

Notes:

- (A) Please refer to the proxy form despatched together with the notice of AGM dated 1 April 2016 for Resolutions 1 to 19 (“**First Proxy Form**”).
- (B) The H Share register of the Company was closed from Thursday, 21 April 2016 and will be closed until Friday, 20 May 2016 (both days inclusive), during which no transfer of H Shares will be effected. Any holders of H Shares of the Company, whose names appear on the Company’s register of members at the close of business on Friday, 20 May 2016 are entitled to attend and vote at the AGM after completing the registration procedures for attending the meeting. For the holders of H Shares, in order to be entitled to attend and vote at the AGM, their share transfer documents must be lodged with the Company’s H share registrar not later than 4:30 p.m. on Wednesday, 20 April 2016.

The address of the share registrar (for share transfer) for the Company’s H Shares is as follows:

Hong Kong Registrars Limited Rooms 1712-1716
17th Floor
Hopewell Centre
183 Queen’s Road East Wanchai
Hong Kong

- (C) Holders of H Shares, who intend to attend the AGM, must complete the reply slips for attending the AGM and return them to the Office of the Secretary to the Board of Directors of the Company not later than 20 days before the date of the AGM, i.e. no later than Friday, 29 April 2016.

Details of the Office of the Secretary to the Board of Directors of the Company are as follows:

7th Floor, 670 Dong Da Ming Road, Shanghai,
The People’s Republic of China
Postal Code: 200080
Tel: 86(21) 6596 6666
Fax: 86(21) 6596 6160

- (D) ATTENTION: If you wish to vote “For” the resolution, please indicate with a “√” in the appropriate space under “For”. If you wish to vote “Against” the resolution, please indicate with a “√” in the appropriate space under “Against”. If you wish to abstain from voting any resolution, please indicate with a “√” in the appropriate space under “Abstain”. If no direction is given, your proxy may vote at his/her discretion. Unless you direct in the First Proxy Form or in this supplemental proxy form, the proxy will also be entitled to vote at his/her discretion for any resolution duly put to the AGM other than those set out in the notice of AGM dated 1 April 2016 or the supplemental notice of the AGM.

The shares abstained will be counted in the calculation of the required majority. You should give your opinion as any one of the following: “For”, “Against” or “Abstain”. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived your voting rights, and the corresponding poll will be counted as “Abstain”, while for shareholders not present at the AGM, the relevant voting rights subject to their waiver to vote shall not be counted for the purpose of determining the voting results of the resolutions.

- (E) Each holder of H Shares who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM.
- (F) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (G) For holders of H Shares, to be valid, the proxy form, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company’s H Shares share registrar, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 24 hours before the time for holding the AGM in order for such documents to be valid.
- (H) Each holder of A Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the AGM. Notes (E) to (F) also apply to holders of A Shares, except that the supplemental proxy form or other documents of authority must be delivered to the Office of the Secretary to the Board of Directors, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the AGM in order for such documents to be valid.
- (I) If a proxy attends the AGM on behalf of a shareholder, he should produce his identity card and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the AGM, such legal representative should produce his identity card and valid documents evidencing his capacity as such legal representative. If a shareholder which is a legal person appoints a representative of a company other than its legal representative to attend the AGM, such representative should produce his identity card and an authorization instrument affixed with the seal of that shareholder (which is a legal person) and duly signed by its legal representative.
- (J) This supplemental proxy form is intended to be used for the resolutions set out in the supplemental notice of the AGM dated 29 April 2016 and supplements the First Proxy Form. This supplemental proxy form will not affect the validity of duly completed proxy form in respect of the resolutions set out in original notice for the AGM dated 1 April 2016. If you have already appointed a proxy to attend and act on your behalf at the AGM but do not return this supplemental proxy form, your proxy will have the right to vote on the supplemental resolutions set out in the supplemental notice of the AGM at his/her discretion.
- (K) If you have already validly appointed a proxy to act for you at the AGM but have not completed and returned this supplemental proxy form, your proxy will have the right to vote at his/her discretion. Completion and return of the supplemental proxy form will not preclude you from attending, and voting at, the AGM.
- (L) The AGM is expected to last for an hour. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.