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**中遠海運控股股份有限公司**  
**COSCO SHIPPING Holdings Co., Ltd.\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1919)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of COSCO SHIPPING Holdings Co., Ltd.\* (the “**Company**”) will be held at Conference Room, 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong and Oceanus International Convention Hall, 4th Floor, Shanghai Ocean Hotel, No. 1171, Dong Da Ming Road, Shanghai, the People’s Republic of China on Friday, 28 May 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions.

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors (the “**Directors**”) of the Company (the “**Board**”) for the year ended 31 December 2020.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020.
3. To consider and approve the audited financial statements and the auditors’ report of the Company prepared in accordance with the Accounting Standards for Business Enterprises and Hong Kong Financial Reporting Standards, respectively, for the year ended 31 December 2020.

**SPECIAL RESOLUTION**

4. To consider and approve the proposed profit distribution (no dividend distribution) of the Company for the year ended 31 December 2020 and capitalization issue of shares (the “**Capitalization Issue**”):
  - (1) proposed profit distribution: no dividend distribution for the year ended 31 December 2020; and

- (2) the Capitalization Issue: the issue of three (3) capitalization shares for every ten (10) shares of the Company held by the shareholders of the Company (the “Shareholders”) whose names appear on the register of members of the Company on the relevant record date, by way of capitalization of capital reserve. All the Shareholders will be entitled to the capitalization shares on a pro-rata basis.

### **ORDINARY RESOLUTIONS**

5. To approve the guarantees mandate to the Company and its subsidiaries for the provision of external guarantees for the year ending 31 December 2021 not exceeding US\$3.535 billion.
6. To consider and approve (i) the proposed re-appointment of PricewaterhouseCoopers as the international auditors of the Company and ShineWing Certified Public Accountants as the domestic auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company; and (ii) the audit fees of the Company for the year ending 31 December 2021 of RMB14.98 million payable to PricewaterhouseCoopers and RMB12.70 million payable to ShineWing Certified Public Accountants.

### **SPECIAL RESOLUTION**

7. To consider and approve the resolution on the general mandate to the Board to issue new shares of the Company within the Relevant Period (as defined below). Details are as follows:
  - (1) Granting of a general mandate to the to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with new A shares and/or H shares of the Company (including warrants, convertible bonds and other securities which carry rights to subscribe for or are convertible into shares).
  - (2) The aggregate amount of the A shares and/or H shares to be allotted or agreed separately or concurrently to be allotted by the Board shall not respectively exceed:
    - a. 20% of the existing A shares of the Company in issue as at the date of the passing of this resolution at the AGM; and/or
    - b. 20% of the existing H shares of the Company in issue as at the date of the passing of this resolution at the AGM.
  - (3) The Board be authorized to, upon the exercise of the general mandate, formulate and implement detailed issuance plan, including but not limited to the class of new shares to be issued, pricing mechanism and/or issuance price (including price range), number of new shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot new shares to existing Shareholders.
  - (4) The Board be authorized to engage the services of professional advisers for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance; and to approve and execute, on behalf of the Company, agreements related to share issuance, including but not limited to underwriting agreement and engagement agreements of professional advisers.

- (5) The Board be authorized to approve and execute, on behalf of the Company, statutory documents in relation to share issuance to be submitted to regulatory authorities, to carry out approval procedures required by regulatory authorities and venues in which the Company is listed, and to complete all necessary filings, registrations and records with the relevant governmental authorities and/or stock exchanges within or outside the PRC.
- (6) The Board be authorized to amend, as required by regulatory authorities within or outside the PRC, agreements and statutory documents referred to in (4) and (5) above.
- (7) The Board be authorized to increase the registered capital of the Company after a share issuance, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings, etc., and to carry out the relevant procedures.
- (8) The Board be and is hereby approved and authorized, contingent on the passing of the aforesaid matters as contained in subparagraphs (1) to (7) in the AGM, to authorize any executive Director(s) to implement all the matters in relation to the issue of new shares of the Company under general mandate.

For the purposes of this resolution, the relevant period (the “**Relevant Period**”) means the period from the date of passing of this resolution at the AGM until the earliest of:

- (1) the conclusion of the 2021 annual general meeting of the Company;
- (2) the expiry of the 12-month period from the date of passing of this resolution at the AGM; or
- (3) the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.

The Board will only exercise its respective power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC, and the listing rules of the stock exchange on which the shares of the Company are listed (as amended from time to time) and only if all necessary approvals from relevant regulatory entities are obtained will the Board exercise its power under such mandate in accordance within the scope of power granted by the Shareholders to the Board at the AGM.

By Order of the Board  
**COSCO SHIPPING Holdings Co., Ltd.**  
**Guo Huawei**  
*Company Secretary*

Shanghai, the People’s Republic of China

26 April 2021

*Notes:*

1. For more information in relation to resolution number 5, please refer to the announcement of the Company dated 30 March 2021 in relation to the proposed grant of guarantees mandate.
2. Pursuant to Rule 13.39(4) of the Listing Rules, votes of the Shareholders at the AGM shall be taken by poll.
3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his/her stead. A proxy needs not to be a shareholder.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her/its attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
5. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for holders of H shares as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the AGM if he/she so wishes.
6. The H share register of members of the Company will be closed from Friday, 21 May 2021 to Friday, 28 May 2021, both days inclusive, during which period no transfer of the H shares of the Company will be effected. The Shareholders whose names appear in the register of members of the Company on Thursday, 20 May 2021 at 4:30 p.m. are entitled to attend and vote at the AGM. In order to attend and vote at the AGM, all transfer documents accompanied by relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 20 May 2021.
7. The Shareholders or their proxies attending the AGM shall produce their identity documents. If the attending Shareholder is a corporate, its legal representative or person authorized by the Board or other decision-making authority shall present a copy of the relevant resolution of the Board or other decision making authority in order to attend the AGM.
8. As at the date of this notice, the Directors are Mr. XU Lirong<sup>1</sup> (Chairman), Mr. HUANG Xiaowen<sup>1</sup> (Vice Chairman), Mr. YANG Zhijian<sup>1</sup>, Mr. FENG Boming<sup>1</sup>, Mr. WU Dawei<sup>2</sup>, Mr. ZHOU Zhonghui<sup>2</sup>, Mr. TEO Siong Seng<sup>2</sup> and Prof. MA, Si Hang Frederick<sup>2</sup>.

<sup>1</sup> *Executive director*

<sup>2</sup> *Independent non-executive director*

\* *For identification purpose only*