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**中遠海運國際(香港)有限公司**

COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00517)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of COSCO SHIPPING International (Hong Kong) Co., Ltd. (the “**Company**”) will be held on Friday, 30 December 2016 at 10:00 a.m. at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong or at any adjournment thereof for the purpose of considering and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT** the New Master Supply Agreement and the Caps in relation thereto, each as defined and described in the circular of the Company dated 6 December 2016 (the “**Circular**”), a copy of the Circular marked “A” together with a copy of the New Master Supply Agreement marked “B” being tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the New Master Supply Agreement.”
2. “**THAT** the New Master Purchase Agreement and the Caps in relation thereto, each as defined and described in the Circular, a copy of the New Master Purchase Agreement marked “C” being tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the New Master Purchase Agreement.”

3. “**THAT** the New Fuel Oil Master Agreement and the Caps in relation thereto, each as defined and described in the Circular, a copy of the New Fuel Oil Master Agreement marked “D” being tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the New Fuel Oil Master Agreement.”
  
4. “**THAT** the New Financial Services Master Agreement and the Caps in relation thereto, each as defined and described in the Circular, a copy of the New Financial Services Master Agreement marked “E” being tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder (except loan services contemplated thereunder) and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the New Financial Services Master Agreement.”

By Order of the Board  
**COSCO SHIPPING International (Hong Kong) Co., Ltd.**  
**Chiu Shui Suet**  
*Company Secretary*

6 December 2016

*Notes:*

1. The ordinary resolutions to be considered at the special general meeting will be determined by poll. On voting by poll, each member shall have one vote for each fully paid or credited as fully paid share held in the Company.
2. A member of the Company who is entitled to attend and vote at the special general meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company.
3. Whether or not a member of the Company intends to attend the special general meeting in person, he or she is urged to complete and return the form of proxy in accordance with the instruction printed thereon.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. To be valid, the form of proxy in prescribed form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the special general meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.
6. Shareholders of the Company who are entitled to attend and vote at the meeting are those whose names appear as shareholders of the Company on the register of members of the Company as at the close of business on Thursday, 22 December 2016. In order to be eligible to attend and vote at the meeting, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 22 December 2016.
7. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the special general meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the special general meeting in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and Chinese versions, the English version shall prevail.
9. As at the date of this notice, the board of directors of the Company (the "Board") comprises eight Directors with Mr. Ye Weilong (Chairman), Mr. Zhu Jianhui (Vice Chairman), Mr. Liu Gang (Managing Director) and Mr. Liu Xianghao as executive directors, Mr. Wang Wei as non-executive director and Mr. Tsui Yiu Wa, Alec, Mr. Jiang, Simon X. and Mr. Alexander Reid Hamilton as independent non-executive directors.