

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

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 “Announcement on Public Solicitation of Voting Rights by Independent Director” as published in Chinese on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 15 May 2019 is enclosed hereto as overseas regulatory announcement in English and Chinese.

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

Shanghai, the People's Republic of China
15 May 2019

As at the date of this announcement, the directors of the Company are Mr. XU Lirong¹ (Chairman), Mr. HUANG Xiaowen¹ (Vice Chairman), Mr. WANG Haimin¹, Mr. ZHANG Wei¹, Mr. YANG, Liang Yee Philip², Mr. WU Dawei², Mr. ZHOU Zhonghui² and Mr. TEO Siong Seng².

¹ *Executive Director*

² *Independent non-executive Director*

** For identification purpose only*

Stock Code:
601919

Stock Name:
COSCO SHIP HOLD

Announcement No.:
Lin 2019-047

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

**ANNOUNCEMENT ON PUBLIC SOLICITATION OF VOTING RIGHTS BY
INDEPENDENT DIRECTOR**

The board of directors and all directors of the Company warrant that the contents of this announcement do not contain any false information, misleading statement or material omission, and that they shall accept joint and several liabilities for the truthfulness, accuracy and completeness of the contents of this announcement.

IMPORTANT:

- The Announcement on Public Solicitation of Voting Rights by Independent Director (Announcement No.: Lin 2019-015) issued on 12 March 2019 is hereby adjusted to reflect the amendments to relevant resolutions to be reviewed and considered at the general meeting.
- Period for solicitation of voting rights: up to 24 hours prior to the first extraordinary meeting of 2019, the first A share class meeting of 2019 and the first H share class meeting of 2019
- The opinion of the soliciting party as an independent director of the board of directors of the Company on all voting matters: agreed
- The soliciting party does not hold any shares of the Company

Pursuant to the relevant provisions of the “Administrative Measures on Share Incentives of Listed Companies” (《上市公司股權激勵管理辦法》) issued by the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), and as authorised by other independent directors of COSCO SHIPPING Holdings Co., Ltd. (hereinafter referred to as the “**Company**”), Mr. Wu Dawei, an independent director of the Company, acts as the soliciting party to solicit voting rights from all shareholders of the Company on the relevant resolutions in relation to the share option incentive scheme to be considered at the first extraordinary general meeting of 2019, the first A share class meeting of 2019 and the first H share class meeting of 2019 of the Company. For details, please refer to the relevant announcement published by the Company on 12 March 2019 (Announcement No.: Lin 2019-015).

Given that the resolution on the “Amendment to Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Draft)” and the resolution put to the general meeting regarding adjustment of authorisation to the board of directors and any person authorised by the board of directors to handle all matters relating to the Share Option Incentive Scheme were considered and approved at the 25th meeting of the fifth session of the board of directors of the Company, the resolution on the “Amendment to Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Second Amended Draft) and the summary thereof” was considered and approved at the 28th meeting of the fifth session of the board of directors of the Company, the above resolutions will be submitted to the first extraordinary general meeting of 2019, the first A share class meeting of 2019 and the first H share class meeting of 2019 of the Company by way of ex tempore proposals for review and consideration. In addition, the Company published the announcement on postponement and change of venue of the first extraordinary general meeting of 2019, the first A share class meeting of 2019 and the first H share class meeting of 2019 of COSCO SHIPPING Holdings Co., Ltd. (Announcement No.: 2019-030) on 20 April 2019. Accordingly, the Company has revised the announcement on public solicitation of voting rights by independent director of COSCO SHIPPING Holdings Co., Ltd. (Announcement No.: Lin 2019-015). The content of the revised announcement is as follows:

I. BASIC INFORMATION OF THE SOLICITING PARTY AND HIS VOTE ON VOTING MATTERS AND REASONS

The soliciting party, Mr. Wu Dawei (hereinafter referred to as the “**Soliciting Party**”), is a current independent director of the Company and does not hold any shares of the Company. As an independent director of the Company, Mr. Wu Dawei voted in favour of the resolution on the “Management Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Draft)” which was considered and approved at the 20th meeting of the fifth session of the board of directors of the Company, and the resolution on the “Amendment to Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Draft)”, the resolution put to the general meeting regarding adjustment of authorisation to directors and any person authorised by the board of directors to handle all matters relating to the Share Option Incentive Scheme” which were considered and approved at the 25th meeting of the fifth session of the board of directors of the Company, and the resolution on the “Amendment to Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Second Amended Draft) and the summary thereof” which was considered and approved at the 28th meeting of the fifth session of the board of directors of the Company. Reasons for voting are: the implementation of the Share Option Incentive Scheme of the Company

can facilitate the business development of the Company, objectively reflect the operating performance of the Company, and is conducive to fully realize the incentive effect of the Share Option Incentive Scheme on directors, management and core employees, and can facilitate the long-term sustainable development of the Company. There is no situation that harms the interests of the Company and its shareholders as a whole.

II. GENERAL INFORMATION OF THE GENERAL MEETING

(I) 2019 First Extraordinary General Meeting

(1) Date and time of the meeting

Date and time of on-site meeting: at 10:00 a.m. on Thursday, 30 May 2019;

Date and time of online voting (only applicable to A shareholders): The Company will adopt online voting system of the Shanghai Stock Exchange. Time for voting through the voting platform of the trading system will be the trading hours of the date of the extraordinary general meeting, i.e. 9:15 to 9:25, 9:30 to 11:30, 13:00 to 15:00; time for voting platform through Internet will be 9:15 to 15:00 of the date of the extraordinary general meeting.

(2) Venue of meeting: Ocean Hall, 5th Floor, Shanghai Ocean Hotel, No. 1171, Dong Da Ming Road, Shanghai and Conference Room, 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong

(3) Resolutions subject to the solicitation of voting rights:

No.	Resolutions
------------	--------------------

Resolutions subject to non-cumulative voting

- | | |
|------|--|
| 1.00 | Resolution on the “Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Third Amended Draft)” and the summary thereof |
| 1.01 | Purpose of the Share Option Incentive Scheme |
| 1.02 | Basis of the determination of the participants of the scheme, the scope of the participants of the scheme and the verification of the participants of the scheme |
| 1.03 | Incentive tool and source, number and allocation of subject shares under the scheme |
| 1.04 | Validity period, grant of share options and the arrangement for exercise of share options |
| 1.05 | Exercise price of the share options and the gains of the shares options |

No.	Resolutions
1.06	Conditions of grant and conditions of exercise
1.07	Method and procedures of adjustment to the share options
1.08	Rights and obligations of the Company and participants of the scheme
1.09	Handling of special circumstances under the Share Option Incentive Scheme
1.10	Accounting treatment of the Share Option Incentive Scheme and the impact on the operating results of the Company
1.11	Procedures of formulation and approval of the Share Option Incentive Scheme and the grant and exercise thereunder
1.12	Management of and amendment to the Share Option Incentive Scheme
1.13	Disclosure of the implementation of the Share Option Incentive Scheme
2.	Resolution on the “Management Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Draft)”
3.	Resolution on the “Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Amended Draft)”
4.	Resolution put to the general meeting to authorise the board of directors and any persons authorised by the board of directors to handle all matters relating to the Share Option Incentive Scheme

(II) 2019 First A Share Class Meeting

(1) Date and time of the meeting

Date and time of on-site meeting: at 10:00 a.m. on Thursday, 30 May 2019;

Date and time of online voting (only applicable to A shareholders): The Company will adopt online voting system by the Shanghai Stock Exchange. Time for voting platform through the Shanghai Stock Exchange trading system will be the trading hours of the date of the first A share class meeting of 2019, i.e. 9:15 to 9:25, 9:30 to 11:30, 13:00 to 15:00; time for voting platform through internet will be 9:15 to 15:00 of the date of the first A share class meeting of 2019.

(2) Venue of meeting: Ocean Hall, 5th Floor, Shanghai Ocean Hotel, No. 1171, Dong Da Ming Road, Shanghai and Conference Room, 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong

(3) Resolutions subject to the solicitation of voting rights

No.	Resolutions
------------	--------------------

Resolutions subject to non-cumulative voting

- | | |
|------|--|
| 1.00 | Resolution on the “Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Third Amended Draft)” and the summary thereof |
| 1.01 | Purpose of the Share Option Incentive Scheme |
| 1.02 | Basis of the determination of the participants of the scheme, the scope of the participants of the scheme and the verification of the participants of the scheme |
| 1.03 | Incentive tool and source, number and allocation of subject shares under the scheme |
| 1.04 | Validity period, grant of share options and the arrangement for exercise of share options |
| 1.05 | Exercise price of the share options and the gains of the share options |
| 1.06 | Conditions of grant and conditions of exercise |
| 1.07 | Method and procedures of adjustment to the share options |
| 1.08 | Rights and obligations of the Company and participants of the scheme |
| 1.09 | Handling of special circumstances under the Share Option Incentive Scheme |
| 1.10 | Accounting treatment of the Share Option Incentive Scheme and the impact on the operating results of the Company |
| 1.11 | Procedures of formulation and approval of the Share Option Incentive Scheme and the grant and exercise thereunder |
| 1.12 | Management of and amendment to the Share Option Incentive Scheme |
| 1.13 | Disclosure of the implementation of the Share Option Incentive Scheme |
| 2. | Resolution on the “Management Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Draft)” |
| 3. | Resolution on the “Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Amended Draft)” |
| 4. | Resolution put to the general meeting to authorise the board of directors and any persons authorised by the board of directors to handle all matters relating to the Share Option Incentive Scheme |

(III) 2019 First H Share Class Meeting

(1) Date and time of the meeting

Date and time of on-site meeting: at 10:00 a.m. on Thursday, 30 May 2019;

(2) Venue of meeting: Ocean Hall, 5th Floor, Shanghai Ocean Hotel, No. 1171, Dong Da Ming Road, Shanghai and Conference Room, 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong

(3) Resolutions subject to the solicitation of voting rights

No.	Resolutions
-----	-------------

Resolutions subject to non-cumulative voting

- | | |
|------|--|
| 1.00 | Resolution on the “Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Third Amended Draft)” and the summary thereof |
| 1.01 | Purpose of the Share Option Incentive Scheme |
| 1.02 | Basis of the determination of the participants of the scheme, the scope of the participants of the scheme and the verification of the participants of the scheme |
| 1.03 | Incentive tool and source, number and allocation of subject shares of the scheme |
| 1.04 | Validity period, grant of share options and the arrangement for exercise of share options |
| 1.05 | Exercise price of the share options and the gains of the shares options |
| 1.06 | Conditions of grant and conditions of exercise |
| 1.07 | Method and procedures of adjustment to the share options |
| 1.08 | Rights and obligations of the Company and participants of the scheme |
| 1.09 | Handling of special circumstances under the Share Option Incentive Scheme |
| 1.10 | Accounting treatment of the Share Option Incentive Scheme and the impact on the operating results of the Company |
| 1.11 | Procedures of formulation and approval of the Share Option Incentive Scheme and the grant and exercise thereunder |
| 1.12 | Management of and amendment to the Share Option Incentive Scheme |
| 1.13 | Disclosure of the implementation of the Share Option Incentive Scheme |

No.	Resolutions
2.	Resolution on the “Management Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Draft)”
3.	Resolution on the “Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Amended Draft)”
4.	Resolution put to the general meeting to authorise the board of directors and any persons authorised by the board of directors to handle all matters relating to the Share Option Incentive Scheme

For details of the 2019 first extraordinary general meeting, the 2019 first A share class meeting and the 2019 first H share class meeting of the Company, please refer to the relevant announcements (announcement No.: 2019-014, 2019-030 and 2019-046) disclosed in the designated information disclosure media of the CSRC.

III. SOLICITATION PROPOSAL

- (1) Targets of solicitation: A shareholders and H shareholders of the Company whose names appeared on the register of members kept by Shanghai Branch of China Securities Depository and Clearing Corporation Limited and Computershare Hong Kong Investor Services Limited respectively after trading hours on Tuesday, 26 March 2019.
- (2) Solicitation period: up to 24 hours prior to the first extraordinary meeting of 2019, the first A share class meeting of 2019 and the first H share class meeting of 2019
- (3) Procedure of solicitation:
 1. If any target of solicitation decides to appoint the Soliciting Party to vote on his/her behalf, for A shareholders, he/she shall complete each of the items specified in the proxy form for solicitation of voting rights in the format and content as provided for in the appendices to this announcement; for H shareholders, he/she shall complete each of the items specified in the proxy form for solicitation of voting rights by the independent non-executive director from H share class meeting in the format and content as provided therein.

2. An appointer shall provide to the Soliciting Party a list of documents proving his/her shareholder's identity and his/her expression of intent relating to the appointment, including but not limited to:

For A shareholders:

- (1) A legal person shareholder shall provide an original of the proxy form and a photocopy of each of its business licence, identity certification of the legal representative and the shareholder's account card, and for all documents to be provided by the legal person shareholder as required under this provision, the legal representative shall sign, and affix a common seal of such legal person shareholder on, each and every single page of such documents;
- (2) A natural person shareholder shall provide an original of the proxy form and a photocopy of each of his/her identity card and his/her shareholder's account card;
- (3) If the proxy form is signed by a third party authorised by the shareholder, such proxy form shall be notarised by a public notary and a notarial certificate shall be submitted together with the original of the proxy form. Proxy forms signed by shareholders on their own or by legal representatives of the relevant shareholders shall not be subject to notarisation.

For H shareholders:

H shareholders are required to complete and sign the proxy form in accordance with the instructions set forth in the proxy form for solicitation of voting rights by the independent non-executive director from H shareholders. If the proxy form is signed by a third party authorised by the shareholder, such proxy form shall be notarised by a public notary and a notarial certificate shall be submitted together with the original of the proxy form. Proxy forms signed by shareholders on their own or by legal representatives of the relevant shareholders shall not be subject to notarisation.

3. Once a shareholder appointing the voting proxy has duly prepared the relevant documents in accordance with the steps set forth above, such shareholders shall deliver all documents specified in paragraph 2 above by hand, by registered post or by express courier to the addresses set out below. In the event of delivery by registered post or express courier, the date of delivery shall be the date on which the below recipient has signed the relevant return receipt.

A shareholders appointing the voting proxy shall deliver the proxy form and the relevant documents to the following address and recipient:

Address: 8th Floor, No. 658 Dong Da Ming Road, Shanghai

Attention: Lin Yisong

Telephone: 021-60298617

H shareholders appointing the voting proxy shall deliver the proxy form and the relevant documents to the following address and recipient:

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Attention: Computershare Hong Kong Investor Services Limited

Telephone: +852 2862 8555

All documents provided shall be properly sealed and the telephone number and name of the contact person of the shareholder appointing the voting proxy shall be specified, and "Proxy Form for Solicitation of Voting Rights" shall be clearly indicated.

4. Upon delivery of the documents by the shareholders appointing the voting proxy, the lawyers in the law firm engaged by the Company shall conduct formal examination on aforesaid documents submitted by the legal person shareholders and natural person shareholders and shall pass proxy forms that have been confirmed to be valid upon examination to the Soliciting Party for exercising the voting right.
 - (1) Upon examination, proxy forms that have satisfied all of the following conditions shall be confirmed to be valid:
 - (a) the proxy forms together with the relevant documents prepared in accordance with the requirements of solicitation procedures as provided for in this announcement have been delivered to the designated addresses;
 - (b) the proxy forms together with the relevant documents have been delivered to the designated address within the solicitation period;
 - (c) shareholders have completed and signed the proxy forms in the form as prescribed in the appendices in this announcement or the proxy form for solicitation of voting rights by the independent non-executive directors from H shareholders, and the details relating to such proxy are clear and the relevant documents submitted are true, complete and valid;

- (d) the proxy forms and the relevant documents are consistent with the information recorded in the register of members after trading hours on Tuesday, 26 March 2019.
- (2) If a shareholder gives duplicate voting instructions to the Soliciting Party in respect of the matters under solicitation but the details of such instructions are inconsistent, the last proxy form executed by the shareholder shall be treated as valid; if it is unable to determine the time of execution, the last proxy form received shall be treated as valid.
- (3) Appointment of the Soliciting Party as a shareholder's voting proxy in respect of the matters under solicitation will not preclude him/her from attending the meetings in person or by proxy.
- (4) If a proxy form confirmed to be valid falls under any of the following circumstances, the Soliciting Party may handle the same in accordance with the following requirements:
 - (a) After appointing the Soliciting Party as his/her proxy in relation to the voting rights for matters under solicitation, a shareholder may expressly revoke in writing his/her appointment of the Soliciting Party as his/her proxy prior to the close of registration for meetings, in which case such appointment of proxy will be deemed invalid by the Soliciting Party;
 - (b) If a shareholder has appointed a third party other than the Soliciting Party as his/her proxy in relation to the voting rights for matters under solicitation so to register for and attend meeting, and expressly revokes in writing his/her appointment of the Soliciting Party prior to the registration of the on-site meeting, such appointment to act as the proxy shall be deemed invalid by the Soliciting Party;
 - (c) A shareholder shall specify his/her voting instruction in connection with matters under solicitation in the proxy form to be submitted and shall tick "For", "Against" or "Abstain" as appropriate. Any proxy for which more than one voting directions are given shall be deemed invalid by the Soliciting Party. If no voting direction is given, the proxy of the shareholder may vote or abstain at his/her discretion;

- (d) The same voting right may only be exercised by way of either on-site voting, solicitation of votes by independent directors or online voting for the same resolution. In the event of duplicate voting of the same voting right, the first voting result shall prevail. In the event that the timing of voting cannot be determined and there is inconsistency between votes cast by way of other methods and those specified in the proxy form for solicitation of voting rights by independent directors in relation to the same resolution, the latter shall prevail.

The Soliciting Party: Wu Dawei
15 May 2019

Appendix I: Shareholder's Proxy Form for the 2019 First Extraordinary General Meeting

PROXY FORM FOR SOLICITATION OF THE VOTING RIGHTS BY THE SOLICITING PARTY AT THE 2019 FIRST EXTRAORDINARY GENERAL MEETING OF COSCO SHIPPING HOLDINGS CO., LTD.

I, _____, /We, _____, confirm as an appointer, I/we have, prior to signing this proxy form, read carefully the Announcement on the Public Solicitation of Voting Rights by the Independent Director of COSCO SHIPPING Holdings Co., Ltd. and the Supplementary Announcement on the Public Solicitation of Voting Rights by the Independent Director of COSCO SHIPPING Holdings Co., Ltd. prepared by the Soliciting Party and published for solicitation of voting rights, the Notices of the 2019 First Extraordinary General Meeting, the 2019 First A Share Class Meeting and the 2019 First H Share Class Meeting of COSCO SHIPPING Holdings Co., Ltd., the Announcement in relation to Postponement and change of Venue of the 2019 First Extraordinary General Meeting, the 2019 First A Share Class Meeting and the 2019 First H Share Class Meeting of COSCO SHIPPING Holdings Co., Ltd., the Announcement in relation to Cancellation of Resolutions and Additional Ex Tempore proposals for the 2019 First Extraordinary General Meeting, the 2019 First A Share Class Meeting and the 2019 First H Share Class Meeting of COSCO SHIPPING Holdings Co., Ltd., together with other relevant documents, and have been sufficiently informed of the relevant details relating to the principles and objectives in respect of the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the Soliciting Party as proxy under this proxy form, or to amend the contents of this proxy form in accordance with procedures specified in the announcement in respect of the solicitation of voting rights by the independent director. As the appointer, I/we hereby appoint Mr. Wu Dawei, an independent director of COSCO SHIPPING Holdings Co., Ltd., as my/our proxy to attend the 2019 first extraordinary general meeting of COSCO SHIPPING Holdings Co., Ltd. to be held on Thursday, 30 May 2019, and to exercise voting rights in respect of the matters to be considered at the meeting in accordance with instructions set out in this proxy form.

My/our voting directions in respect of the matters for which voting rights are being solicited are as follows:

No.	Resolutions subject to non-cumulative voting	For ^{Note 1}	Against ^{Note 1}	Abstain ^{Note 1}
1.00	Resolution on the "Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Third Amended Draft)" and the summary thereof			
1.01	Purpose of the Share Option Incentive Scheme			

No.	Resolutions subject to non-cumulative voting	For ^{Note 1}	Against ^{Note 1}	Abstain ^{Note 1}
1.02	Basis of the determination of the participants of the scheme, the scope of the participants of the scheme and the verification of the participants of the scheme			
1.03	Incentive tool and source, number and allocation of subject shares of the scheme			
1.04	Validity period, grant of share options and the arrangement for exercise of share options			
1.05	Exercise price of the share options and the gains of the shares options			
1.06	Conditions of grant and conditions of exercise			
1.07	Method and procedures of adjustment to the share options			
1.08	Rights and obligations of the Company and participants of the scheme			
1.09	Handling of special circumstances under the Share Option Incentive Scheme			
1.10	Accounting treatment of the Share Option Incentive Scheme and the impact on the operating results of the Company			
1.11	Procedures of formulation and approval of the Share Option Incentive Scheme and the grant and exercise thereunder			
1.12	Management of and amendment to the Share Option Incentive Scheme			
1.13	Disclosure of the implementation of the Share Option Incentive Scheme			
2.	Resolution on the “Management Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Draft)”			
3.	Resolution on the “Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Amended Draft)”			
4.	Resolution put to the general meeting to authorise the board of directors and any persons authorised by the board of directors to handle all matters relating to the Share Option Incentive Scheme			

Notes:

1. 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 on the resolution, please indicate with a “√” in the appropriate space under “Abstain”. Any proxy for which more than one voting directions are given shall be deemed invalid by the Soliciting Party. If no voting direction is given, your proxy may vote or abstain at his discretion.

2. This proxy form shall replace the proxy form (the “**Original Proxy Form**”) attached to the Announcement in Relation to the Public Solicitation of Voting Rights by the Independent Director of COSCO SHIPPING Holdings Co., Ltd. published by the Company on 12 March 2019 (Announcement No.: Lin 2019-015) (hereinafter referred to as the “**Original Announcement**”), the Original Proxy Form submitted in accordance with the Original Announcement shall be deemed invalid. Should the shareholders (including those who have submitted the Original Proxy Form) intend to authorise Mr. Wu Dawei, an independent director of the Company, to attend the 2019 first extraordinary general meeting of the Company and vote on their behalf, they must submit this proxy form.

Effective period of this proxy form: from the date of signing to the conclusion of the 2019 first extraordinary general meeting

INFORMATION TO BE COMPLETED BY A NATURAL PERSON HOLDER OF A SHARES:

Shareholder’s account number of the appointer:

Number of shares held by the appointer:

Identity card number of the appointer:

Signature of the natural person shareholder:

Contact number:

Fax number:

Correspondence address:

Postal code:

INFORMATION TO BE COMPLETED BY A LEGAL PERSON HOLDER OF A SHARES:

Name and seal of the legal person shareholder:

Signature of the legal representative:

Contact person:

Contact number:

Fax number:

Correspondence address:

Postal code:

Date of Execution: 2019

Appendix II: Shareholder's Proxy Form for the 2019 First A Share Class Meeting

PROXY FORM FOR SOLICITATION OF THE VOTING RIGHTS BY THE SOLICITATION PARTY AT THE 2019 FIRST A SHARE CLASS MEETING OF COSCO SHIPPING HOLDINGS CO., LTD.

I, _____, /We, _____, confirm as an appointer, I/we have, prior to signing this proxy form, read carefully the Announcement in Relation to the Public Solicitation of Voting Rights by the Independent Director of COSCO SHIPPING Holdings Co., Ltd. and the Supplementary Announcement on the Public Solicitation of Voting Rights by the Independent Director of COSCO SHIPPING Holdings Co., Ltd. prepared by the Soliciting Party and published for solicitation of voting rights, the Notices of the 2019 First Extraordinary General Meeting, the 2019 First A Share Class Meeting and the 2019 First H Share Class Meeting of COSCO SHIPPING Holdings Co., Ltd., Announcement in Relation to Postponement and Change of Venue of the 2019 First Extraordinary General Meeting, the 2019 First A Share Class Meeting and the 2019 First H Share Class Meeting of COSCO SHIPPING Holdings Co., Ltd., the Announcement on Cancellation of Resolutions and Additional Ex tempore Proposals for the 2019 First Extraordinary General Meeting, the 2019 First A Share Class Meeting and the 2019 First H Share Class Meeting of COSCO SHIPPING Holdings Co., Ltd., together with other relevant documents, and have been sufficiently informed of the relevant details relating to the principles and objectives in respect of the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the Soliciting Party as proxy under this proxy form, or to amend the contents of this proxy form in accordance with procedures specified in the announcement in respect of the solicitation of voting rights by the independent director. As the appointer, I/we hereby appoint Mr. Wu Dawei, an independent director of COSCO SHIPPING Holdings Co., Ltd., as my/our proxy to attend the 2019 first A share class meeting of COSCO SHIPPING Holdings Co., Ltd. to be held on Thursday, 30 May 2019, and to exercise voting rights in respect of the matters to be considered at the meeting in accordance with instructions stipulated in this proxy form.

My/our voting directions in respect of the matters for which voting rights are being solicited are as follows:

No.	Resolutions subject to non-cumulative voting	For ^{Note 1}	Against ^{Note 1}	Abstain ^{Note 1}
1.00	Resolution on the "Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Third Amended Draft)" and the summary thereof			
1.01	Purpose of the Share Option Incentive Scheme			

No.	Resolutions subject to non-cumulative voting	For ^{Note 1}	Against ^{Note 1}	Abstain ^{Note 1}
1.02	Basis of the determination of the participants of the scheme, the scope of the participants of the scheme and the verification of the participants of the scheme			
1.03	Incentive tool and source, number and allocation of subject shares of the scheme			
1.04	Validity period, grant of share options and the arrangement for exercise of share options			
1.05	Exercise price of the share options and the gains of the shares options			
1.06	Conditions of grant and conditions of exercise			
1.07	Method and procedures of adjustment to the share options			
1.08	Rights and obligations of the Company and participants of the scheme			
1.09	Handling of special circumstances under the Share Option Incentive Scheme			
1.10	Accounting treatment of the Share Option Incentive Scheme and the impact on the operating results of the Company			
1.11	Procedures of formulation and approval of the Share Option Incentive Scheme and the grant and exercise thereunder			
1.12	Management of and amendment to the Share Option Incentive Scheme			
1.13	Disclosure of the implementation of the Share Option Incentive Scheme			
2.	Resolution on the “Management Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Draft)”			
3.	Resolution on the “Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings Co., Ltd. (Amended Draft)”			
4.	Resolution put to the general meeting to authorise the board of directors and any persons authorised by the board of directors to handle all matters relating to the Share Option Incentive Scheme			

Notes:

1. 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 on the resolution, please indicate with a “√” in the appropriate space under “Abstain”. Any proxy for which more than one voting directions are given shall be deemed invalid by the Soliciting Party. If no voting direction is given, your proxy may vote or abstain at his discretion.

2. This proxy form shall replace the proxy form (the “**Original Proxy Form**”) attached to the Announcement in Relation to the Public Solicitation of Voting Rights by the Independent Director of COSCO SHIPPING Holdings Co., Ltd. published by the Company on 12 March 2019 (Announcement No.: Lin 2019-015) (the “**Original Announcement**”), the Original Proxy Form submitted in accordance with the Original Announcement shall be deemed invalid. Should the shareholders (including those who have submitted the Original Proxy Form) intend to authorise Mr. Wu Dawei, an independent director of the Company, to attend the 2019 first A share class meeting of the Company and vote on their behalf, they must submit this proxy form.

Effective period of this proxy form: from the date of signing to the conclusion of the 2019 first A share class meeting

INFORMATION TO BE COMPLETED BY A NATURAL PERSON HOLDER OF A SHARES:

Shareholder’s account number of the appointer:

Number of shares held by the appointer:

Identity card number of the appointer:

Signature of the natural person shareholder:

Contact number:

Fax number:

Correspondence address:

Postal code:

INFORMATION TO BE COMPLETED BY A LEGAL PERSON HOLDER OF A SHARES:

Name and seal of the legal person shareholder:

Signature of the legal representative:

Contact person:

Contact number:

Fax number:

Correspondence address:

Postal code:

Date of Execution: 2019