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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)

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 Directors” as published in Chinese on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 2 April 2020 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
2 April 2020

As at the date of this announcement, the directors of the Company are Mr. XU Lirong¹ (Chairman), Mr. WANG Haimin¹ (Vice Chairman), Mr. YANG Zhijian¹, Mr. FENG Boming¹, 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 2020-018

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:

- Period for solicitation of voting rights: up to 24 hours prior to the annual general meeting of 2019, the first A share class meeting of 2020 and the first H share class meeting of 2020
- 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

The 39th meeting of the fifth session of the board of directors and the 21st meeting of the fifth session of the Supervisory Committee of COSCO SHIPPING Holdings Co., Ltd. (hereinafter referred to as “COSCO SHIPPING Holdings” or the “Company”) were held on 30 March 2020, at which the Resolution in Relation to the Amendments to the Share Option Incentive Scheme of COSCO SHIPPING Holdings was considered and approved.

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., 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 amendments to the Share Option Incentive Scheme to be considered at the annual general meeting of 2019, the first A share class meeting of 2020 and the first H share class meeting of 2020 to be held on 18 May 2020 by the Company.

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 in Relation to the Amendments to the Share Option Incentive Scheme of COSCO SHIPPING Holdings which was considered and approved at the 39th meeting of the fifth session of the board of directors of the Company. Reasons for voting are: the inclusion of the directors of the Company (excluding independent directors) into the participants of the Share Option Incentive Scheme will help the Company further improve its corporate governance structure, boost its operating results and promote its healthy and sustainable growth, without prejudice to the interests of the Company and its shareholders as a whole.

II. GENERAL INFORMATION OF THE GENERAL MEETING

(I) 2019 Annual General Meeting

(1) Date and time of the meeting

Date and time of on-site meeting: at 10:00 a.m. on Monday, 18 May 2020;

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 annual 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 annual 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.	To consider the resolution in relation to the amendments to the Share Option Incentive Scheme of COSCO SHIPPING Holdings and the summary thereof regarding the scope of the Participants
2.	To consider the resolution in relation to the amendments to the Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings

(II) 2020 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 Monday, 18 May 2020;

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 2020, 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 2020.

(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.	To consider the resolution in relation to the amendments to the Share Option Incentive Scheme of COSCO SHIPPING Holdings and the summary thereof regarding the scope of the Participants
2.	To consider the resolution in relation to the amendments to the Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings

(III) 2020 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 Monday, 18 May 2020;

(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.	To consider the resolution in relation to the amendments to the Share Option Incentive Scheme of COSCO SHIPPING Holdings and the summary thereof regarding the scope of the Participants
2.	To consider the resolution in relation to the amendments to the Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings

For details of the 2019 annual general meeting, the 2020 first A share class meeting and the 2020 first H share class meeting of the Company, please refer to the notices of general meetings disclosed by the Company on 3 April 2020 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 Friday, 17 April 2020.

(2) Solicitation period: up to 24 hours prior to the annual general meeting of 2019, the first A share class meeting of 2020 and the first H share class meeting of 2020

(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 or other authorisation document(s) signed by such attorney as authorised 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 directors or duly authorised 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: Wang Zhenbo
Telephone: 021-60298616

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 Friday, 17 April 2020.
- (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
3 April 2020

Appendix I: Proxy Form for the 2019 Annual General Meeting

**PROXY FORM FOR SOLICITATION OF THE VOTING RIGHTS BY THE
SOLICITING PARTY AT THE 2019 ANNUAL 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., the Notices of the 2019 Annual General Meeting, the 2020 First A Share Class Meeting and the 2020 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 annual general meeting of COSCO SHIPPING Holdings Co., Ltd. to be held on Monday, 18 May 2020, 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.	To consider the resolution in relation to the amendments to the Share Option Incentive Scheme of COSCO SHIPPING Holdings and the summary thereof regarding the scope of the Participants			
2.	To consider the resolution in relation to the amendments to the Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings			

Note 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 direction is given, your proxy may vote or abstain at his discretion.

Effective period of this proxy form: from the date of signing to the conclusion of the 2019 annual 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: 2020

Appendix II: Shareholder's Proxy Form for the 2020 First A Share Class Meeting

**PROXY FORM FOR SOLICITATION OF THE VOTING RIGHTS BY THE
SOLICITATION PARTY AT THE 2020 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., the Notices of the 2019 Annual General Meeting, the 2020 First A Share Class Meeting and the 2020 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 2020 first A share class meeting of COSCO SHIPPING Holdings Co., Ltd. to be held on Monday, 18 May 2020, 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	To consider the resolution in relation to the amendments to the Share Option Incentive Scheme of COSCO SHIPPING Holdings and the summary thereof regarding the scope of the Participants			
2	To consider the resolution in relation to the amendments to the Appraisal Measures on the Share Option Incentive Scheme of COSCO SHIPPING Holdings			

Note 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 direction is given, your proxy may vote or

abstain at his discretion.

Effective period of this proxy form: from the date of signing to the conclusion of the 2020 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: 2020