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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of COSCO SHIPPING International (Hong Kong) Co., Ltd. (the “Company”) will be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Tuesday, 31 May 2022 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements for the year ended 31 December 2021 together with the directors’ report and the independent auditor’s report thereon.
2. To declare final dividend for the year ended 31 December 2021.
3.
  - (a) To re-elect Mr. Feng Boming as a director of the Company.
  - (b) To re-elect Mr. Chen Dong as a director of the Company.
  - (c) To re-elect Mr. Jiang, Simon X. as a director of the Company.
  - (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor of the Company.
5. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

**A. “THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.1 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock

Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution), and the said approval shall be limited accordingly; and

- (iii) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

**B. “THAT:**

- (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities

which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;

(iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (c) any issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (d) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of the shares of the Company in issue at the date of the passing of this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution) and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares, or any class of shares, whose names appear on the register of

members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

C. “**THAT** subject to the passing of ordinary resolution nos. 5.A. and 5.B. set out in the notice of annual general meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution no. 5.B. set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5.A. set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of the ordinary resolution no. 5.A. (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution).”

6. To consider as special business and, if though fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** the new bye-laws of the Company (the “**New Bye-laws**”), a copy of which has been produced to this meeting marked “A” and for identification purposes signed by the Chairman of this meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

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

Hong Kong, 26 April 2022

*Notes:*

1. Taking into account the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the annual general meeting of the Company (“AGM”) against the epidemic to protect the shareholders of the Company (“Shareholder(s)”) from the risk of infection:
  - (i) Compulsory body temperature check will be conducted;
  - (ii) Every Shareholder or proxy is required to wear surgical face mask throughout the AGM;
  - (iii) Every Shareholder or proxy is required to submit the health declaration form, which may be used for close contact tracing, if required;
  - (iv) No refreshment will be served and no corporate gift will be distributed; and
  - (v) Every Shareholder or proxy will be assigned a designated seat at the time of registration to ensure an appropriate social distancing.

Any Shareholder or proxy (a) who does not comply with any of the precautionary measures referred to in (i) to (iii) above; or (b) with a body temperature of over 37.3 degrees Celsius; or (c) who is subject to health quarantine prescribed by the Government of Hong Kong will not be given access to the meeting venue. The Company reminds the Shareholders or proxies that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For the health and safety of Shareholders, Shareholders are strongly encouraged to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified below, instead of attending the AGM in person.

The Company will keep the constantly evolving COVID-19 pandemic situation under review. Subject to the development of the COVID-19 pandemic situation and the requirements or guidelines of the Government and/or regulatory authorities, the Company may be required to make changes to the arrangements relating to the AGM and implement additional measures at short notice. Shareholders should check the Company’s website at [hk.coscoshipping.com](http://hk.coscoshipping.com) or the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) for any future announcements and updates on the AGM arrangements.

2. A member of the Company who is entitled to attend and vote at the meeting 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. To be valid, the form of proxy in the 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.
4. For the purpose of ascertaining shareholders’ right to attend and vote at the meeting, the register of members of the Company will be closed from 26 May 2022 to 31 May 2022, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 25 May 2022.

5. For the purpose of ascertaining shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from 7 June 2022 to 10 June 2022, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 6 June 2022.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the 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.
7. Details of the retiring directors be re-elected under resolution no. 3. and an explanatory statement in connection with the proposed repurchase mandate under resolution no. 5.A. as required by the Rules Governing the Listing of Securities on the Stock Exchange are set out in the circular to the Shareholders dated 26 April 2022.
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 the 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 seven directors with Mr. Zhu Jianhui<sup>1</sup> (Chairman and Managing Director), Mr. Ma Jianhua<sup>1</sup>, Mr. Feng Boming<sup>2</sup>, Mr. Chen Dong<sup>2</sup>, Mr. Tsui Yiu Wa, Alec<sup>3</sup>, Mr. Jiang, Simon X.<sup>3</sup> and Mr. Kwong Che Keung, Gordon<sup>3</sup>.

<sup>1</sup> *Executive Director*

<sup>2</sup> *Non-executive Director*

<sup>3</sup> *Independent Non-executive Director*