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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 Ocean Hall, 5th Floor, Shanghai Ocean Hotel, No. 1171, Dong Da Ming Road, Shanghai, the People’s Republic of China on Thursday, 25 May 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions of the Company.

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 5 May 2023 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board for the year ended 31 December 2022.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022.
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 2022.
4. To consider and approve the proposed 2022 profit distribution plan of the Company and the proposed payment of a final dividend of RMB1.39 per Share (inclusive of applicable tax).

5. To approve the guarantees mandate regarding the provision of external guarantees by the Group not exceeding US\$4.080 billion (or other currencies equivalent to approximately RMB28.059 billion) for the year ended 31 December 2023.
6. To consider and approve (i) the proposed appointment of PricewaterhouseCoopers as the international auditor of the Company and ShineWing Certified Public Accountants, LLP as the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company; and (ii) the review/audit fees of the Company for the year ending 31 December 2023 of RMB14.98 million (tax inclusive) shall be payable to PricewaterhouseCoopers and RMB12.70 million (tax inclusive) shall be payable to ShineWing Certified Public Accountants, LLP.

SPECIAL RESOLUTIONS

7. To consider and approve the proposed amendments to the Articles of Association of the Company (the “**Articles of Association**”), the Rules of Procedures of Shareholders’ General Meetings of the Company and the Rules of Procedures of the Board of Directors of the Company.
8. To consider and approve the proposed amendments to the Rules of Procedures of the Supervisory Committee of the Company.
9. To consider and approve the grant of the A Share Repurchase Mandate:

“THAT

The Board be authorised to repurchase an aggregate number of A Shares with the self-raised funds of the Company during the Relevant Period not exceeding 10% of the total number of A Shares in issue as at the date on which the resolution in relation to the grant of the A Share Repurchase Mandate is considered and approved at the AGM, the A Share Class Meeting and the H Share Class Meeting.

The Board be authorised to handle relevant matters in relation to the repurchase of A Shares, including but not limited to:

- (i) formulate and implement the detailed repurchase plan, including but not limited to determine the timing of repurchase, period of repurchase, repurchase price, and number of Shares to be repurchase pursuant to requirements under the laws and regulations including the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Self-Regulatory Guidelines for Listed Companies on Shanghai Stock Exchange No. 7 – Share Repurchases (《上海證券交易所上市公司自律監管指引第 7 號–回購股份》) and the Articles of Association as amended and in effect from time to time;

- (ii) notify creditors and make announcements and deal with matters related to the exercise of rights by creditors (if applicable);
- (iii) open capital account(s) and carry out relevant procedures for change of foreign exchange registration;
- (iv) determine the specific purpose of the repurchase of A Shares based on the actual situations of the Company and within the time limit specified by applicable laws and regulations, and adjust or change the purpose of the repurchase of A Shares within the scope permitted by the applicable laws and regulations;
- (v) complete the procedure for the transfer of the repurchase of shares according to the actual repurchase;
- (vi) make amendments to the Articles of Association, including the contents in relation to the total share capital and share capital structure, and carry out the relevant registration and filing procedures (if applicable);
- (vii) make amendments to the repurchase plan and continue to handle matters relevant to the repurchase in accordance with the relevant requirements of the PRC, the government departments and securities regulatory authorities as well as the market conditions and the actual operational situation of the Company where there are new policy requirements on share repurchase under the laws and regulations or by securities regulatory authorities, or where there are changes in the market conditions, except for those subject to re-voting at the general meetings pursuant to the requirements of relevant laws and regulations and the Articles of Association; and
- (viii) deal with other matters that are considered necessary, proper and appropriate for the exercise of the general mandate by the Board, provided that such matters are not in contravention of applicable domestic and overseas laws and regulations.

The Board may delegate such authority to any one of the Directors.

For the purpose of the A Share Repurchase Mandate, “Relevant Period” means the period from the date of passing of the special resolution(s) in respect of the grant of the A Share Repurchase Mandate at the AGM, the A Share Class Meeting and the H Share Class Meeting until whichever is the earliest of:

- (i) the conclusion of the 2023 annual general meeting of the Company; or
- (ii) the date on which the A Share Repurchase Mandate set out in the special resolution is revoked or varied by way of a special resolution at any general meeting, class meeting of the H Shareholders and class meeting of the A Shareholders (if applicable) of the Company.

If within the Relevant Period, the Board or person(s) authorised by the Board has signed the necessary documents and handled the necessary procedures, and such documents and procedures may need to be performed or carried out at or after the end of the Relevant Period, or continued after the end of the Relevant Period, the Relevant Period will be extended accordingly.”

10. To consider and approve the grant of the H Share Repurchase Mandate:

“THAT

The Board be authorised to repurchase an aggregate number of H Shares with the self-raised funds of the Company during the Relevant Period not exceeding 10% of the total number of H Shares in issue as at the date on which the resolution in relation to the grant of the H Share Repurchase Mandate is considered and approved at the AGM, the A Share Class Meeting and the H Share Class Meeting.

The Board be authorised to handle relevant matters in relation to the repurchase of H Shares, including but not limited to:

- (i) formulate and implement the detailed repurchase plan, including but not limited to determine the timing of repurchase, period of repurchase, repurchase price, and number of Shares to be repurchase pursuant to requirements under the laws and regulations including the Company Law, listing rules of the places where the Shares are listed and the Articles of Association as amended and in effect from time to time;
- (ii) notify creditors and make announcements and deal with matters related to the exercise of rights by creditors;
- (iii) open capital account(s) and carry out relevant procedures for change of foreign exchange registration;
- (iv) upon the completion of the repurchase of H Shares, the repurchased H Shares shall be cancelled, and the Company shall then reduce the registered capital accordingly, in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (v) make amendments to the Articles of Association, including the contents in relation to the registered capital, the total share capital and share capital structure, and carry out the relevant registration and filing procedures;
- (vi) make amendments to the repurchase plan and continue to handle matters relevant to the repurchase in accordance with the relevant requirements of the PRC, the government departments and securities regulatory authorities as well as the market conditions and the actual operational situation of the Company

where there are new policy requirements on share repurchase under the laws and regulations or by securities regulatory authorities, or where there are changes in the market conditions, except for those subject to re-voting at the general meetings pursuant to the requirements of relevant laws and regulations and the Articles of Association; and

- (vii) deal with other matters that are considered necessary, proper and appropriate for the exercise of the general mandate by the Board, provided that such matters are not in contravention of applicable domestic and overseas laws and regulations.

The Board may delegate such authority to any one of the Directors. By which, the Board agrees that such Director shall be its authorized persons to deal with relevant matters in relation to the repurchase of H Shares.

For the purpose of the H Share Repurchase Mandate, “Relevant Period” means the period from the date of passing of the special resolution(s) in respect of the grant of the H Share Repurchase Mandate at the EGM, the A Share Class Meeting and the H Share Class Meeting until whichever is the earliest of:

- (i) the conclusion of the 2023 annual general meeting of the Company; or
- (ii) the date on which the H Share Repurchase Mandate set out in the special resolution is revoked or varied by way of a special resolution at any general meeting, class meeting of the H Shareholders and class meeting of the A Shareholders (if applicable) of the Company.

If within the Relevant Period, the Board or person(s) authorised by the Board has signed the necessary documents and handled the necessary procedures, and such documents and procedures may need to be performed or carried out at or after the end of the Relevant Period, or continued after the end of the Relevant Period, the Relevant Period will be extended accordingly.”

By Order of the Board
COSCO SHIPPING Holdings Co., Ltd.*
Xiao Junguang
Company Secretary

Shanghai, the People’s Republic of China
5 May 2023

* For identification purpose only

Notes:

1. For more information in relation to the resolution No.5, please refer to the announcement of the Company dated 30 March 2023 in relation to the proposed provision of guarantees mandate.
2. Pursuant to Rule 13.39(4) of the Hong Kong 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 register of members of the Company will be closed during the following periods, during which period no transfer of the H Shares will be effected.

(1) To attend and vote at the AGM

For the purpose of ascertaining the H Shareholders' entitlement to attend and vote at the AGM or any adjournment or postponement thereof (as the case may be), the H Share register of members of the Company will be closed from Thursday, 18 May 2023 to Thursday, 25 May 2023, both days inclusive. The H Shareholders whose names appear on the H Share register of members of the Company on Thursday, 18 May 2023 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 to 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 17 May 2023.

(2) To qualify for the proposed 2022 final dividend

For the purpose of determining the H Shareholders' entitlement to the proposed 2022 final dividend, the Register of Members will be closed from Thursday, 1 June 2023 to Tuesday, 6 June 2023 (both days inclusive). The H Shareholders whose names appear on the Register of Members on Thursday, 1 June 2023 are entitled to receive the proposed final dividend. In order to qualify for the proposed final dividend, the H Shareholders shall lodge all transfer documents together with the relevant share certificates to Computershare, the H Share registrar of the Company, at Shops 1712 to 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 31 May 2023.

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 EGM.
8. As at the date hereof, the Directors are Mr. WAN Min¹ (Chairman), Mr. HUANG Xiaowen¹ (Vice Chairman), Mr. YANG Zhijian¹, Mr. ZHANG Wei¹, Mr. WU Dawei², Mr. ZHOU Zhonghui², Mr. TEO Siong Seng² and Prof. MA Si-hang Frederick².

¹ *Executive Director*

² *Independent non-executive Director*

* *For identification purpose only*