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**COSCO Pacific Limited**  
**中遠太平洋有限公司**  
*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1199)

## CONTINUING CONNECTED TRANSACTIONS

On 10 July 2015, COSCO Ports and XOCT, both subsidiaries of the Company, entered into the Master Agreement with Chimbusco Fujian in relation to the purchase of diesel oil by XOCT Group from Chimbusco Fujian for the period from 1 January 2015 to 31 December 2015.

Chimbusco Fujian is 50% held by Chimbusco, which in turn is held as to 50% by and is treated as a subsidiary of COSCO, the ultimate holding company of the Company. Accordingly, Chimbusco Fujian is an associate of COSCO and a connected person of the Company.

The highest of the percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Master Agreement is on an annual basis less than 0.5%.

On 10 July 2015, COSCO Ports and XOCT, both subsidiaries of the Company, entered into the Master Agreement with Chimbusco Fujian the particulars of which are as follows.

### Particulars of the Master Agreement

Date	: 10 July 2015
Parties	: COSCO Ports XOCT Chimbusco Fujian
Nature of the transactions	: During the term of the Master Agreement, XOCT Group will purchase from Chimbusco Fujian and Chimbusco Fujian will supply to XOCT Group diesel oil and will enter into separate contracts in respect of each purchase in compliance with the terms of the Master Agreement.

Term : From 1 January 2015 to 31 December 2015

Pricing and basis of consideration : Pursuant to the Master Agreement, the purchase transactions will be conducted on normal commercial terms and the terms, including the purchase prices, for the purchase of diesel oil will be at rates no less favourable to XOCT Group than those available from independent third parties for the relevant transactions and the General Pricing Principles apply to the determination of the purchase prices.

### **Historical transactions and amounts**

The aggregate amounts paid by XOCT Group to Chimbusco Fujian for transactions of a nature similar to the transactions under the Master Agreement in respect of the period from 1 June 2013 to 31 December 2013 and for the year ended 31 December 2014 were approximately RMB3,486,000 (approximately HKD4,421,000) and RMB8,477,000 (approximately HKD10,749,000) respectively. Such historical transactions were conducted on substantively the same terms and basis as those disclosed in this announcement.

### **Annual cap amount and basis of determination**

The annual cap amount for the transactions under the Master Agreement and the basis of determination thereof are as follows:

	<b>Annual cap amount for the year ending 31 December 2015</b>	<b>Basis of determination</b>
Aggregate amount payable to Chimbusco Fujian	RMB15,000,000 (approximately HKD19,020,000)	Based on the historical and recent business volume of XOCT Group and the expected increase in business volume of XOCT Group for 2015

The amount payable by the XOCT Group in respect of the purchase transactions will generally be settled in cash on a monthly basis.

### **Reasons for and benefits of the transactions**

The diesel oil purchased and to be purchased under the Master Agreement will be consumed by XOCT Group to power the container cranes and heavy machineries used in the Xiamen Ocean Gate Terminal and Xiamen Tongda Terminal operated by the XOCT Group in its day-to-day businesses. Chimbusco Fujian is the leading diesel oil supplier in the Fujian area in the PRC and supplies quality diesel oil products to the general populace in the operation of automobiles, primary types of transportation and other machineries at competitive pricing in the open market within the range as prescribed by the PRC government from time to time. The Master Agreement provides a formal and unified framework of operations for the supply and procurement of diesel oil between XOCT Group and Chimbusco Fujian.

None of the Directors has a material interest in the transactions disclosed in this announcement. Nonetheless, Mr. WAN Min, a non-executive Director and Chairman of the Board and Dr. FAN HSU Lai Tai, Rita, an independent non-executive Director, have voluntarily abstained from voting on the relevant board resolutions of the Company approving the relevant transactions for the reason that they are also directors of China

COSCO, a subsidiary of COSCO.

The Directors (including the independent non-executive Directors and other than the two Directors who have abstained from voting on the relevant board resolutions referred to above) considered that the Master Agreement and the transactions as disclosed in this announcement were entered into in the ordinary and usual course of business of the Group on normal commercial terms and on terms that are fair and reasonable and in the interests of the Company and its shareholders as a whole.

### **Implications under the Listing Rules**

Chimbusco Fujian is 50% held by Chimbusco, which in turn is held as to 50% by and is treated a subsidiary of COSCO, the ultimate holding company of the Company. Accordingly, Chimbusco Fujian is an associate of COSCO and a connected person of the Company.

The management of the Company also takes the view that the nature of the purchase transactions as disclosed in section headed “**Reasons for and benefits of the transactions**” above, may fall within the consumer goods and services exemption provided under Rule 14A.97 of the Listing Rules. However, the Company has made appropriate disclosures in this announcement as is usual for the Group’s continuing connected transactions in order to provide additional information to the shareholders and investors of the Company and for good corporate governance.

The highest of the percentage ratios defined under Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Master Agreement is on an annual basis less than 0.5%.

### **Information about the Group, XOCT Group and Chimbusco Fujian**

The Group is principally engaged in the businesses of managing and operating terminals, container leasing, management and sale, and their related businesses.

XOCT Group is principally engaged in the terminal business in Xiamen, the PRC. XOCT Group operates berths numbered 13 to 17 in the Xiamen Haicang Free Trade Port in the PRC.

The principal business activities of Chimbusco Fujian include the supply, wholesale and storage of diesel and fuel oil products and provision of port services in the Fujian Province, the PRC. Chimbusco was founded in 1972 and is currently the largest professional offshore fuel and fresh water supplier in the PRC, with subsidiaries and joint ventures in many major ports in the PRC.

### **Definitions**

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“associate”	has the meaning ascribed to it in the Listing Rules;
“Board”	the board of Directors;
“Chimbusco”	China Marine Bunker (PetroChina) Co., Ltd.* 中國船舶燃料有限責任公司, a company established in the PRC and held as to 50% by

and is treated a subsidiary of COSCO;

“Chimbusco Fujian”	China Marine Bunker Supply Fujian Co., Ltd.* 中國船舶燃料供應福建有限公司, a company established in the PRC and 50% held by Chimbusco;
“China COSCO”	China COSCO Holdings Company Limited* 中國遠洋控股股份有限公司, a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1919) and the A shares of which are listed on the Shanghai Stock Exchange in the PRC (Stock Code: 601919), and an intermediate holding company of the Company;
“Company”	COSCO Pacific Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1199);
“connected person”	has the meaning ascribed to it under the Listing Rules;
“COSCO”	China Ocean Shipping (Group) Company* 中國遠洋運輸(集團)總公司, the ultimate holding company of the Company and a state-owned enterprise in the PRC;
“COSCO Ports”	COSCO Ports (Holdings) Limited, a direct subsidiary of the Company incorporated in the British Virgin Islands;
“Director(s)”	the director(s) of the Company;
“General Pricing Principles”	the agreed principles for pricing determination: (i) State-prescribed prices; (ii) where there is no State-prescribed price, according to the relevant market prices (being the prices at which comparable types of products are provided by independent third parties in the same area in the ordinary course of business); and (iii) where there is no relevant market price, according to the costs of the products plus an appropriate margin which would be determined with reference to, among others, the inflation rate and valuation conducted by independent valuer (where appropriate);
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Master Agreement”	the master agreement dated 10 July 2015 between COSCO Ports, XOCT and Chimbusco Fujian in relation to the procurement and supply of diesel oil the particulars of which are as disclosed in this announcement;

“PRC”	The People’s Republic of China;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“XOCT”	廈門遠海集裝箱碼頭有限公司 (Xiamen Ocean Gate Container Terminal Co., Ltd.), an indirect subsidiary of the Company established in the PRC;
“XOCT Group”	XOCT and its subsidiaries;
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC;
“%”	per cent.

*\* For identification purposes only*

By Order of the Board  
**COSCO Pacific Limited**  
**QIU Jinguang**  
*Vice Chairman & Managing Director*

Hong Kong, 10 July 2015

As at the date of this announcement, the Board comprises Mr. WAN Min<sup>2</sup> (Chairman), Mr. QIU Jinguang<sup>1</sup> (Vice Chairman & Managing Director), Mr. FENG Jinhua<sup>1</sup>, Mr. TANG Runjiang<sup>1</sup>, Mr. FENG Bo<sup>1</sup>, Mr. WANG Wei<sup>2</sup>, Mr. WANG Haimin<sup>2</sup>, Dr. WONG Tin Yau, Kelvin<sup>1</sup>, Dr. FAN HSU Lai Tai, Rita<sup>3</sup>, Mr. Adrian David LI Man Kiu<sup>3</sup>, Mr. IP Sing Chi<sup>3</sup> and Mr. FAN Ergang<sup>3</sup>.

<sup>1</sup> Executive Director

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

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