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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)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of COSCO Pacific Limited (the “**Company**”) will be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 26 November 2015, at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

(1) “**THAT:**

- (a) the entering into of the agreement dated 28 October 2015 (the “**Finance Leasing Master Agreement**”) between COSCO Ports (Holdings) Limited (中遠碼頭控股有限公司) (a wholly-owned subsidiary of the Company) and Florens Capital Management Company Limited in relation to the provision of finance leasing for a term of three years from 1 January 2016 to 31 December 2018 as described in the circular of the Company dated 9 November 2015 (the “**Circular**”) (a copy of the Finance Leasing Master Agreement and a copy of the Circular have been produced to the meeting marked “A” and “B” respectively and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder, including the entering into, exercise and termination of purchase options, be and are hereby approved, ratified and confirmed;
- (b) the proposed annual cap amounts for the transactions under the Finance Leasing Master Agreement for the three years ending 31 December 2018 as set out in the Circular be and are hereby approved; and
- (c) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and to do all such things as they may consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the Finance Leasing Master Agreement and the transactions contemplated thereunder and as they may in their discretion consider to be in the interests of the Company.”

(2) “**THAT:**

- (a) the entering into of the agreement dated 28 October 2015 (the “**COSCO Shipping Services and Terminal Services Master Agreement**”) between COSCO Ports (Holdings) Limited (中遠碼頭控股有限公司) and Piraeus Container Terminal S.A. (both of which are wholly-owned subsidiaries of the Company) and China Ocean Shipping (Group) Company (中國遠洋運輸(集團)總公司) in relation to the provision of shipping and terminal related services for a term of three years from 1 January 2016 to 31 December 2018 as described in the circular of the Company dated 9 November 2015 (the “**Circular**”) (a copy of the COSCO Shipping Services and Terminal Services Master Agreement and a copy of the Circular have been produced to the meeting marked “C” and “B” respectively and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed annual cap amounts for the transactions under the COSCO Shipping Services and Terminal Services Master Agreement for the three years ending 31 December 2018 as set out in the Circular be and are hereby approved; and
- (c) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and to do all such things as they may consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the COSCO Shipping Services and Terminal Services Master Agreement and the transactions contemplated thereunder and as they may in their discretion consider to be in the interests of the Company.”

(3) “**THAT:**

- (a) the entering into of the agreement dated 28 October 2015 (the “**China COSCO Shipping Services and Terminal Services Master Agreement**”) between COSCO Ports (Holdings) Limited (中遠碼頭控股有限公司), Piraeus Container Terminal S.A. (both of which are wholly-owned subsidiaries of the Company), China COSCO Holdings Company Limited (中國遠洋控股股份有限公司) and COSCO Container Lines Company Limited (中遠集裝箱運輸有限公司) in relation to the provision of shipping and terminal related services for a term of three years from 1 January 2016 to 31 December 2018 as described in the circular of the Company dated 9 November 2015 (the “**Circular**”) (a copy of the China COSCO Shipping Services and Terminal Services Master Agreement and a copy of the Circular have been produced to the meeting marked “D” and “B” respectively and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed annual cap amounts for the transactions under the China COSCO Shipping Services and Terminal Services Master Agreement for the three years ending 31 December 2018 as set out in the Circular be and are hereby approved; and

- (c) the director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and to do all such things as they may consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the China COSCO Shipping Services and Terminal Services Master Agreement and the transactions contemplated thereunder and as they may in their discretion consider to be in the interests of the Company.”
- (4) “ **THAT:**
- Mr. LAM Yiu Kin be re-elected as a director of the Company.”
- (5) “**THAT:**
- Mr. DENG Huangjun be re-elected as a director of the Company.”

By Order of the Board  
**COSCO Pacific Limited**  
**HUNG Man, Michelle**  
*General Counsel & Company Secretary*

Hong Kong, 9 November 2015

**Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**Principal Place of Business**

49th Floor, COSCO Tower  
183 Queen’s Road Central  
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more (if the relevant member holds more than one share) proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person to represent the member.
2. To be valid, the proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority must be deposited at the principal place of business of the Company at 49th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjourned meeting thereof if the shareholder of the Company so desires, and in such event, the proxy form will be deemed to be revoked.

4. Where there are joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the board of Directors of the Company comprises Mr. WAN Min<sup>2</sup> (Chairman), Mr. QIU Jinguang<sup>1</sup> (Vice Chairman & Managing Director), Mr. DENG Huangjun<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>, Mr. ZHANG Wei<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>, Mr. FAN Ergang<sup>3</sup> and Mr. LAM Yiu Kin<sup>3</sup>.

<sup>1</sup> Executive Director

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

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