
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **COSCO Pacific Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



COSCO Pacific Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1199)

**PROPOSALS FOR
GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of COSCO Pacific Limited (the “Company”) to be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 23rd May 2013 at 2:30 p.m. is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the meeting, please complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the principal place of business of the Company in Hong Kong at 49th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should they so wish.

17th April 2013

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Chairman	
1. Introduction	3
2. General Mandate to Issue Shares	4
3. General Mandate to Repurchase Shares	5
4. Re-election of Retiring Directors	8
5. Annual General Meeting	8
6. Action to be Taken	9
7. Voting by way of Poll	9
8. Recommendation	9
9. General	9
 Appendix: Details of Retiring Directors Proposed for Re-election	 10
 Notice of Annual General Meeting	 15

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 23rd May 2013 at 2:30 p.m. or, where the context so admits, any adjournment thereof;
“AGM Notice”	the notice dated 17th April 2013 convening the AGM as set out on pages 15 to 19 of this circular;
“associate(s)”	has the meaning ascribed to it in the Listing Rules;
“Board”	the board of directors of the Company or a duly authorised committee thereof for the time being;
“Bye-laws”	the Bye-laws of the Company as may be amended from time to time;
“Company”	COSCO Pacific Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“Directors”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 5(A) of AGM Notice up to 20% of the issued share capital of the Company as at the date of passing that resolution;
“Latest Practicable Date”	12th April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 5(B) of AGM Notice up to 10% of the issued share capital of the Company as at the date of passing that resolution;
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of Share(s);
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“%”	per cent.

LETTER FROM THE CHAIRMAN



COSCO Pacific Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1199)

Directors:

Mr. LI Yunpeng² (*Chairman*)
Dr. WANG Xingru¹ (*Vice Chairman & Managing Director*)
Mr. WAN Min²
Mr. FENG Jinhua¹
Mr. FENG Bo¹
Mr. WANG Haimin²
Mr. WANG Wei²
Mr. TANG Runjiang¹
Dr. WONG Tin Yau, Kelvin¹
Mr. QIU Jinguang¹
Mr. CHOW Kwong Fai, Edward³
Mr. Timothy George FRESHWATER³
Dr. FAN HSU Lai Tai, Rita³
Mr. Adrian David LI Man Kiu³
Mr. IP Sing Chi³

General Counsel & Company Secretary:

Ms. HUNG Man, Michelle

¹ Executive Director

² Non-executive Director

³ Independent Non-executive Director

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

17th April 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the annual general meeting of the Company held on 17th May 2012, resolutions of the Shareholders were passed, amongst other things, giving general unconditional mandates to the Directors to exercise the powers of the Company to:

LETTER FROM THE CHAIRMAN

- (1) allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at that date;
- (2) repurchase Shares representing up to 10% of the aggregate nominal value of the issued share capital of the Company as at that date; and
- (3) extend the general mandate for issuing Shares as mentioned in paragraph (1) above by an amount representing the aggregate nominal amount of any Shares repurchased by the Company pursuant to the general mandate to repurchase Shares as mentioned in paragraph (2) above.

The above general mandates shall lapse at the conclusion of the AGM. It is therefore proposed that your approval of the Ordinary Resolutions be sought at the AGM to grant new general mandates to the Directors.

The purpose of this circular is to provide you with information regarding the Issue Mandate, Repurchase Mandate, extension of Issue Mandate and re-election of retiring Directors, and to seek your approval of the Ordinary Resolutions relating to these matters at the AGM.

2. GENERAL MANDATE TO ISSUE SHARES

It will be proposed at the AGM, Ordinary Resolutions nos. 5(A) and 5(C) in the AGM Notice for granting to the Directors a general mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5(A) in the AGM Notice and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5(B) in the AGM Notice. Such general mandate to allot, issue and deal with new Shares shall be exercisable during the period from the passing of the Ordinary Resolutions nos. 5(A) and 5(C) in the AGM Notice until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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 of Bermuda to be held; or
- (iii) the date on which the authority set out in such Ordinary Resolutions are revoked or varied by an ordinary resolution or ordinary resolutions of the Shareholders in general meeting of the Company.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,786,226,002 Shares. Subject to passing of the Ordinary Resolution no. 5(A) in the AGM Notice and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed to allot, issue and deal with a maximum of 557,245,200 Shares representing not more than 20% of the issued share capital of the Company at the Latest Practicable Date.

LETTER FROM THE CHAIRMAN

3. GENERAL MANDATE TO REPURCHASE SHARES

It will also be proposed at the AGM the Ordinary Resolution no. 5(B) in the AGM Notice for granting to the Directors the power to exercise the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5(B) in the AGM Notice.

The following is an explanatory statement as required to be sent to the Shareholders under the Share Repurchase Rules to provide requisite information to you for your consideration of the Ordinary Resolution no. 5(B) in the AGM Notice in respect of the Repurchase Mandate.

Explanatory Statement

(a) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,786,226,002 Shares.

Subject to the passing of the Ordinary Resolution no. 5(B) in the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 278,622,600 Shares during the period from the passing of the Ordinary Resolution no. 5(B) in the AGM Notice until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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 of Bermuda to be held; or
- (iii) the date on which the authority set out in such Ordinary Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

(b) Reasons for the Repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders.

LETTER FROM THE CHAIRMAN

(c) Funding of Repurchase

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws and the applicable laws and regulations of Bermuda. Bermuda laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either (i) the capital paid up on the relevant shares or (ii) the funds of the Company otherwise available for dividend or distribution or (iii) the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company as contained in the Company's annual report for the year ended 31st December 2012 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(d) Share Price

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2012	12.04	10.20
May 2012	11.78	9.00
June 2012	10.54	8.82
July 2012	10.76	9.64
August 2012	10.96	9.52
September 2012	11.18	9.50
October 2012	11.82	10.60
November 2012	12.00	9.94
December 2012	11.60	10.70
January 2013	13.32	11.16
February 2013	13.10	12.04
March 2013	12.50	11.06
1st April 2013 to the Latest Practicable Date	11.42	10.10

LETTER FROM THE CHAIRMAN

(e) Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Bermuda and the Memorandum of Association and the Bye-laws of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

(f) Takeovers Code

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, COSCO Pacific Investment Holdings Limited together with its associates are beneficially interested in 1,203,731,136 Shares representing approximately 43.20% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (if the present shareholdings remain the same), the shareholdings of COSCO Pacific Investment Holdings Limited together with its associates will be increased to approximately 48.00% of the issued share capital of the Company and an obligation to make general offer may arise. In such an event, the Directors will take all steps necessary to comply with the Listing Rules and the Takeovers Code.

Save as mentioned above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent that an obligation to make a mandatory offer under Takeovers Code may arise.

In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%.

LETTER FROM THE CHAIRMAN

(g) Share Repurchase made by the Company

The Company and its subsidiaries had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of fifteen Directors, namely Mr. LI Yunpeng (Chairman), Dr. WANG Xingru (Vice Chairman & Managing Director), Mr. WAN Min, Mr. FENG Jinhua, Mr. FENG Bo, Mr. WANG Haimin, Mr. WANG Wei, Mr. TANG Runjiang, Dr. WONG Tin Yau, Kelvin, Mr. QIU Jinguang, Mr. CHOW Kwong Fai, Edward, Mr. Timothy George FRESHWATER, Dr. FAN HSU Lai Tai, Rita, Mr. Adrian David LI Man Kiu and Mr. IP Sing Chi.

Pursuant to the Bye-laws, Mr. FENG Jinhua, Mr. WANG Haimin, Mr. TANG Runjiang, Dr. WONG Tin Yau, Kelvin, Mr. QIU Jinguang, Mr. CHOW Kwong Fai, Edward and Mr. IP Sing Chi shall retire from office at the AGM. Except Mr. CHOW Kwong Fai, Edward who does not offer himself for re-election, all other retiring Directors, being eligible, will offer themselves for re-election at the AGM. Details of the retiring Directors proposed for re-election at the AGM are set out in the appendix to this circular.

5. ANNUAL GENERAL MEETING

Pages 15 to 19 of this circular set out the AGM Notice, which contains resolutions to be proposed to the Shareholders in respect of the ordinary businesses of the Company to be considered at the AGM (being the adoption of the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31st December 2012, the declaration of a final dividend, the re-election of retiring Directors, the fixing of the remuneration of Directors and the re-appointment of auditor as well as fixing the remuneration of the auditor) and the special businesses of the Company to be considered at the AGM (being the proposed grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate).

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21st May 2013 to Thursday, 23rd May 2013, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong Registrar and Transfer Office, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20th May 2013.

LETTER FROM THE CHAIRMAN

6. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, please complete the proxy form and return it to the principal place of business of the Company in Hong Kong at 49th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will demand a poll for every resolution put to the vote at the AGM pursuant to Bye-law 66 of the Bye-laws and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

8. RECOMMENDATION

The Board believes that the re-election of retiring Directors, the granting of Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate as set out in the AGM Notice are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions as set out in the AGM Notice.

9. GENERAL

Should there be any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

Yours faithfully,
COSCO Pacific Limited
LI Yunpeng
Chairman

The followings are the particulars of the Directors to retire and proposed to be re-elected at the AGM:

1. **Mr. FENG Jinhua**, aged 57, has been an Executive Director of the Company since October 2010. He is also the Chief Financial Officer of China COSCO Holdings Company Limited (a controlling shareholder of the Company and a public company listed in Hong Kong and Shanghai) and a director of certain subsidiaries of China Ocean Shipping (Group) Company (another controlling shareholder of the Company) and China COSCO Holdings Company Limited. Mr. FENG joined COSCO group in 1980. He had been the Heads of Planning and Finance Department and Finance Department and the Chief Financial Officer of Qingdao Ocean Shipping Co., Ltd. and the General Manager of the Finance and Capital Division of China Ocean Shipping (Group) Company. Mr. FENG obtained his Executive Master of Business Administration degree from the University of International Business and Economics. He is a senior accountant.

Mr. FENG has not held any directorships in any listed public companies during the past three years. Save as disclosed above, Mr. FENG does not hold any other positions with the Company or other members of the Group and does not have any other relationships with any of the other directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the letter of appointment entered into between the Company and Mr. FENG, Mr. FENG was appointed as an Executive Director of the Company for a term of approximately three years commencing from 16th May 2011 and the term of appointment of Mr. FENG is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the letter of appointment, the director's fee of Mr. FENG is HK\$120,000 per annum. The director's fee of Mr. FENG is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31st December 2012, Mr. FENG received a director's fee totalling HK\$120,000.

As at the Latest Practicable Date, Mr. FENG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. FENG confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

2. **Mr. WANG Haimin**, aged 40, has been a Non-executive Director of the Company since October 2010. He is also the General Manager of the Transportation Division of China COSCO Holdings Company Limited (a controlling shareholder of the Company and a public company listed in Hong Kong and Shanghai) and a director of certain subsidiaries of China Ocean Shipping (Group) Company (another controlling shareholder of the Company) and China COSCO Holdings Company Limited, and a Non-independent and Non-executive Director of COSCO Corporation (Singapore) Limited (a company listed in Singapore). Mr. WANG joined COSCO group in 1995. He had been the Head of Planning and Cooperation Department of the Strategic Planning Division, the Deputy General Manager of the Corporate Planning Division and the General Manager of the Strategy and Development Division of COSCO Container Lines Company Limited. Mr. WANG obtained his Master of Business Administration degree from Fudan University. He is an engineer.

Save as disclosed above, Mr. WANG has not held any directorships in other listed public companies during the past three years, does not hold any other positions with the Company or other members of the Group and does not have any other relationships with any of the other directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the letter of appointment entered into between the Company and Mr. WANG, Mr. WANG was appointed as a Non-executive Director of the Company for a term of approximately three years commencing from 16th May 2011 and the term of appointment of Mr. WANG is subject to retirement by rotation and re-election in accordance with the Bye-laws. The director's fee of Mr. WANG, which is not fixed in the letter of appointment, is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31st December 2012, Mr. WANG received a director's fee totalling HK\$120,000.

As at the Latest Practicable Date, Mr. WANG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WANG confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

3. **Mr. TANG Runjiang**, aged 44, has been an Executive Director of the Company since March 2013. He is also the General Manager of the Finance Division of China COSCO Holdings Company Limited (a controlling shareholder of the Company and a public company listed in Hong Kong and Shanghai) and a director of certain subsidiaries of China Ocean Shipping (Group) Company (another controlling shareholder of the Company) and China COSCO Holdings Company Limited. Mr. TANG joined COSCO group in 1991. He had been the Manager of Treasury Department of Planning and Finance Division (Finance and Capital Division) and the Deputy General Manager of the Finance and Capital Division and the Finance Division of China Ocean Shipping (Group) Company, the Deputy Chief Accountant and the Chief Accountant of COSCO Bulk Carrier Co., Ltd. and the Chief Accountant of China COSCO Bulk Shipping (Group) Co., Ltd. Mr. TANG graduated from Central University of Finance and Economics, majoring in accounting. He is a senior accountant.

Mr. TANG has not held directorships in any listed public companies during the past three years. Save as disclosed above, Mr. TANG does not hold any other positions with the Company or other members of the Group and does not have any other relationships with any of the other directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the letter of appointment entered into between the Company and Mr. TANG, Mr. TANG was appointed as an Executive Director of the Company for an initial term from 21st March 2013 to the conclusion of the AGM. Upon that time and subject to his re-election by the Shareholders, the term of appointment of Mr. TANG shall then be for approximately three years commencing from the date of the AGM to the conclusion of the annual general meeting of the Company to be held in 2016 and subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the letter of appointment, the director's fee of Mr. TANG is HK\$120,000 per annum (or a pro rata amount for the duration of his directorship for

an incomplete year). The director's fee of Mr. TANG is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM.

As at the Latest Practicable Date, Mr. TANG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. TANG confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

4. **Dr. WONG Tin Yau, Kelvin**, aged 52, has been an Executive Director and a Deputy Managing Director of the Company since July 1996. He is the Chairman of the Corporate Governance Committee, a member of the Executive Committee and a director of certain subsidiaries of the Company. Dr. WONG is the Chairman of The Hong Kong Institute of Directors, a member of Main Board and GEM Listing Committee of The Stock Exchange of Hong Kong Limited, a member of the Securities and Futures Commission ("SFC") (HKEC Listing) Committee, a member of the Appeal Board Panel (Town Planning), a member of the Board of Review (Inland Revenue Ordinance), a Board Director of Hong Kong Sports Institute Limited, a council member of the Hong Kong Management Association, a member of the OECD/World Bank Asian Corporate Governance Roundtable, the council advisor and past Chairman of the Hong Kong Chinese Orchestra Limited, and was appointed by the Hong Kong Special Administrative Region as a Non-executive Director of the SFC and a member of the Standing Committee on Company Law Reform and the Corruption Prevention Advisory Committee of Independent Commission Against Corruption. He obtained his Master of Business Administration degree from Andrews University in Michigan, the USA in 1992 and his Doctor of Business Administration degree from The Hong Kong Polytechnic University in 2007. Dr. WONG is currently an Independent Non-executive Director and Chairman of the Audit Committee of China Metal International Holdings Inc., China ZhengTong Auto Services Holdings Limited and Xinjiang Goldwind Science & Technology Co., Ltd., an Independent Non-executive Director and Chairmen of the Audit Committee and the Nomination Committee of I.T Limited, and an Independent Non-executive Director of CIG Yangtze Ports PLC. All the aforementioned companies are listed on The Stock Exchange of Hong Kong Limited. Dr. WONG held various senior positions in several listed companies in Hong Kong before he joined the Company. Dr. WONG is responsible for the management of the Company's work relating to the capital markets and investor relations.

Save as disclosed above, Dr. WONG has not held any directorships in other listed public companies during the past three years, does not hold any other positions with the Company or other members of the Group and does not have any other relationships with any of the other directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

The Company entered into a service agreement with Dr. WONG commencing from 22nd July 1996. The agreement is terminable by either party giving to the other party not less than one month's notice in writing. The term of appointment of Dr. WONG is subject to retirement by rotation and re-election in accordance with the Bye-laws. For the year ended 31st December 2012, Dr. WONG received an annual salary amounting to HK\$2,671,260 plus an annual bonus determined by the Board. The remuneration was fixed according to the terms of the service agreement and by reference to his senior management position in the Company, his level of responsibilities and the remuneration policy of the Group.

As at the Latest Practicable Date, Dr. WONG beneficially owns 519,609 Shares and the share options granted by the Company to subscribe for 800,000, 1,000,000 and 500,000 Shares at exercise prices of HK\$9.54, HK\$13.75 and HK\$19.30 each respectively within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. WONG confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

5. **Mr. QIU Jinguang**, aged 51, has been an Executive Director and a Deputy Managing Director of the Company since April 2013. He is also the Chairman of the Risk Management Committee, a member of the Executive Committee and the Investment and Strategic Planning Committee, the General Manager of the Strategy and Development Department and a director of certain subsidiaries of the Company. Mr. QIU joined the Company in February 2008 and served as the General Manager of the Strategy and Development Department. Thereafter, he has also served as the Executive Assistant to Managing Director of the Company. Mr. QIU assumed various positions with COSCO group, including Vice President of COSCO Americas Terminals Inc., General Manager of Strategy and Development Department of COSCO Americas Inc., Deputy Director and Director of Logistic Department of Transportation Division of China Ocean Shipping (Group) Company. He also served as Deputy Manager of Foreign Affairs Department of Penavico Head Office. Graduated from Shanghai Maritime University with an International Shipping major, Mr. QIU then obtained his MBA degree at University of California Los Angeles in 1999. Mr. QIU is responsible for the work of the Strategy and Development Department and the strategy planning, project development, investment management and project management of the Company.

Mr. QIU has not held directorships in any listed public companies during the past three years. Save as disclosed above, Mr. QIU does not hold any other positions with the Company or other members of the Group and does not have any other relationships with any of the other directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the service agreement entered into between the Company and Mr. QIU, Mr. QIU was appointed as an Executive Director and a Deputy Managing Director of the Company for a term of three years commencing from 8th April 2013. The service agreement is subject to termination by either party giving not less than one month's notice in writing to the other party pursuant to the terms of the agreement. The term of appointment of Mr. QIU is subject to retirement by rotation and re-election in accordance with the Bye-laws. According to the service agreement, the remuneration of Mr. QIU comprises annual salary of HK\$1,892,160 and an annual bonus to be determined by the Board. Mr. QIU is provided with a quarter at no charge for his stay in Hong Kong by the Company during the term of the service agreement. The size, location and cost of the premises to be provided will be determined in accordance with the internal policy of the Group. The remuneration of Mr. QIU has been recommended by the Remuneration Committee and determined by the Board according to the terms of the service agreement and by reference to the importance of his management position in the Company, his level of responsibilities and the remuneration policy of the Group.

As at the Latest Practicable Date, Mr. QIU does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. QIU confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

6. **Mr. IP Sing Chi**, aged 59, has been an Independent Non-executive Director of the Company since November 2012. Mr. IP is currently an Executive Director of Hutchison Port Holdings Management Pte. Limited (the Trustee-Manager of Hutchison Port Holdings Trust, listed in Singapore) and an Outside Director of Hyundai Merchant Marine Co., Ltd. (listed in Korea). He is also the Deputy Group Managing Director of Hutchison Port Holdings Limited and the Chairman of Yantian International Container Terminals Co., Ltd. Mr. IP is a member of the Hong Kong Port Development Council and the Chairman of the Shipping & Port Operations Group of the Employers' Federation of Hong Kong, and was the Founding Chairman (in 2000-2001) of the Hong Kong Container Terminal Operators Association Limited. Mr. IP was a Non-Executive Director of Tradelink Electronic Commerce Limited, listed in Hong Kong. Mr. IP has over 30 years of experience in the maritime industry, and holds a Bachelor of Arts degree.

Save as disclosed above, Mr. IP has not held any directorships in other listed public companies during the past three years, does not hold any other positions with the Company or other members of the Group and does not have any other relationships with any of the other directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to a letter of appointment entered into between the Company and Mr. IP, Mr. IP was appointed as an Independent Non-Executive Director for an initial term commencing from 7th November 2012 to the conclusion of the AGM. Upon that time and subject to his re-election by the Shareholders, the term of appointment of Mr. IP shall then be for approximately three years commencing from the date of the AGM to the conclusion of the annual general meeting of the Company to be held in 2016 and subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Pursuant to the letter of appointment, the director's fee of Mr. IP is HK\$260,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year). The director's fee of Mr. IP is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31st December 2012, Mr. IP received a director's fee totalling HK\$43,333.

As at the Latest Practicable Date, Mr. IP does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. IP confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

In the opinion of the Directors, other than the aforesaid matters, there are no other matters need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Directors.

NOTICE OF ANNUAL GENERAL MEETING



COSCO Pacific Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1199)

NOTICE IS HEREBY GIVEN that the Annual 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, 23rd May 2013 at 2:30 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31st December 2012.
2. To declare a final dividend for the year ended 31st December 2012.
3. (i) (a) To re-elect Mr. FENG Jinhua as director of the Company
(b) To re-elect Mr. WANG Haimin as director of the Company
(c) To re-elect Mr. TANG Runjiang as director of the Company
(d) To re-elect Dr. WONG Tin Yau, Kelvin as director of the Company
(e) To re-elect Mr. QIU Jinguang as director of the Company
(f) To re-elect Mr. IP Sing Chi as director of the Company
(ii) To authorise the board of director to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix the remuneration of auditor.

NOTICE OF ANNUAL GENERAL MEETING

5. As a special business, to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

- (A) **“THAT:**
- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) 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 grantee as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or (iii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
 - (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company and the applicable laws of Bermuda to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to the 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 then holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors 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 outside Hong Kong applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company (the “Shares”) 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;
- (b) the aggregate nominal amount of the Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company and the applicable laws of Bermuda to be held; or
 - (iii) 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.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** subject to the passing of Ordinary Resolutions nos. 5(A) and 5(B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the Company (the “Shares”) pursuant to the Ordinary Resolution no. 5(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution no. 5(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5(B).”

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

Hong Kong, 17th April 2013

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. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 21st May 2013 to Thursday, 23rd May 2013, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company’s Hong Kong Registrar and Transfer Office, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20th May 2013.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 29th May 2013 to Friday, 31st May 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong Registrar and Transfer Office, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28th May 2013.
5. With regard to item no. 3(i) in this notice, details of those retiring Directors proposed for re-election are set out in the appendix to the Company's circular to shareholders dated 17th April 2013.
6. A circular containing an explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the proposed repurchase mandate under Ordinary Resolution in item no. 5(B) in this notice will be despatched to shareholders together with the 2012 Annual Report of the Company.
7. 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.