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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of COSCO SHIPPING Ports Limited, you should at once hand this circular and the accompanying election form to the purchaser or the transferee or to the bank, the registered dealer in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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# COSCO SHIPPING Ports Limited

## 中遠海運港口有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1199)

### Directors:

Mr. ZHANG Dayu<sup>1</sup> (Managing Director)

Mr. ZHANG Wei<sup>2</sup>

Mr. CHEN Dong<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. LAM Yiu Kin<sup>3</sup>

Prof. CHAN Ka Lok<sup>3</sup>

Mr. YANG Liang Yee Philip<sup>3</sup>

### 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

### General Counsel & Company Secretary:

Ms. HUNG Man, Michelle

<sup>1</sup> Executive Director

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

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

6 May 2022

To the shareholders of COSCO SHIPPING Ports Limited

Dear Sir or Madam,

### SCRIP DIVIDEND SCHEME IN RELATION TO THE SECOND INTERIM DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2021

#### 1. INTRODUCTION

On 30 March 2022, it was announced that the directors (the “**Directors**”) of COSCO SHIPPING Ports Limited (the “**Company**”) declared the payment of a second interim dividend of HK17.0 cents per share of HK\$0.10 each in the Company (the “**Share(s)**”) for the year ended 31 December 2021 (the “**Interim Dividend**”), with an option to receive new fully paid Shares in

lieu of cash (the “**Scrip Dividend Scheme**”). The Interim Dividend is payable to shareholders of the Company (the “**Shareholders**”) whose names appeared on the register of members of the Company on 22 April 2022 (the “**Record Date**”). The register of members was closed from 19 April 2022 to 22 April 2022 (both dates inclusive). The last date and time on which transfers were accepted for registration for participation in the Scrip Dividend Scheme was 4:30 p.m. on Thursday, 14 April 2022.

**The Scrip Dividend Scheme**

Shareholders whose names appeared on the register of members of the Company on the Record Date (the “**Qualifying Shareholders**”) will have a right to choose to receive new fully paid Shares instead of the whole or part of their second interim cash dividend for the year ended 31 December 2021 under the Scrip Dividend Scheme (the “**Scrip Shares**”).

The purpose of this circular is to set out the procedures which apply in relation to the Scrip Dividend Scheme and the action which should be taken by the Qualifying Shareholders in relation thereto.

**2. PARTICULARS OF THE SCRIP DIVIDEND SCHEME**

Under the Scrip Dividend Scheme, the Qualifying Shareholders have the following choices in respect of the Interim Dividend:

- (i) cash of HK17.0 cents for each Share held on the Record Date; or
- (ii) an allotment of Scrip Shares (the number of which is determined as explained below); or
- (iii) partly in cash and partly in the form of the Scrip Shares.

For the purpose of calculating the number of the Scrip Shares to be allotted pursuant to the Scrip Dividend Scheme, the market value of the Scrip Shares has been fixed at HK\$5.674 per Share, which is the average of the closing prices per Share as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the five consecutive trading days from, and including, 19 April 2022 (being the first day of the closure of register of members) (“**Average Closing Price**”). Accordingly, the number of the Scrip Shares which the Qualifying Shareholders will receive in respect of the existing Shares registered in their names as at the Record Date will be calculated as follows:

$$\begin{matrix} \text{Number of} \\ \text{Scrip Shares to be} \\ \text{received} \end{matrix} = \begin{matrix} \text{Number of existing} \\ \text{Shares held on the} \\ \text{Record Date and} \\ \text{elected for the} \\ \text{Scrip Shares} \\ \text{(as applicable)} \end{matrix} \times \frac{\text{HK\$0.170 (Interim Dividend per Share)}}{\text{HK\$5.674 (Average Closing Price)}}$$

Based on the above, a maximum number of 99,330,346 Scrip Shares, representing approximately 3.00% of the existing issued share capital of the Company as at the Record Date and approximately 2.91% of the then issued share capital of the Company as enlarged by the issue of the Scrip Shares, could be issued. **The last date and time on which the Qualifying Shareholders will be entitled to elect their desired form of the Interim Dividend is 4:30 p.m. on Tuesday, 24 May 2022.** The number of the Scrip Shares to be issued to each

Qualifying Shareholder will be rounded down to the nearest whole number. Fractional entitlements to the Scrip Shares in respect of alternatives (ii) and (iii) above will be disregarded and the benefit thereof will accrue to the Company. The Scrip Shares to be issued pursuant to the Scrip Dividend Scheme will, when they are issued, rank pari passu in all respects with the existing Shares of the Company except that they will not be entitled to the Interim Dividend.

### **3. ADVANTAGES OF THE SCRIP DIVIDEND SCHEME**

The Directors consider that the Scrip Dividend Scheme is beneficial to both Shareholders and the Company as it will enable Shareholders to further participate in the equity capital of the Company and the Company to retain cash for its operation.

### **4. CONDITIONS OF THE SCRIP DIVIDEND SCHEME**

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Scrip Shares to be issued under the Scrip Dividend Scheme.

If the above condition is not satisfied, the Scrip Dividend Scheme will not become effective and the Election Forms (as defined below) will be void. In such case, the Interim Dividend will then be paid wholly in cash.

### **5. EFFECT OF THE SCRIP DIVIDEND SCHEME**

The Qualifying Shareholders should note that the Scrip Shares to be issued under the Scrip Dividend Scheme may give rise to disclosure requirements under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Qualifying Shareholders who are in any doubt as to how these provisions may affect them as a result of the Scrip Shares are recommended to seek their own professional advice.

As at 4 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein, there were in aggregate 48,821,582 outstanding share options granted pursuant to the Company's share option scheme adopted on 8 June 2018. Save as disclosed above, there were no outstanding share options, warrants or securities which are convertible into Shares issued by the Company as at the latest practicable date.

### **6. ELECTION FORM**

**A form of election in relation to the Scrip Dividend Scheme (the "Election Form") is enclosed for use by Qualifying Shareholders who wish to receive the Interim Dividend wholly in the form of the Scrip Shares or partly in cash and partly in the form of the Scrip Shares in lieu of cash.** Please read carefully the instructions below and the instructions printed on the Election Form.

#### **(a) To receive only cash dividend for the Interim Dividend**

If you wish to receive only cash for the Interim Dividend, you DO NOT need to take any action. Therefore, please DO NOT return the Election Form.

#### **(b) To receive only scrip dividend for the Interim Dividend**

If you wish to receive only Scrip Shares for the Interim Dividend, please just SIGN, DATE and RETURN the Election Form.

**(c) To receive part cash dividend and part scrip dividend for the Interim Dividend**

If you wish to receive your entitlement to the Interim Dividend partly in cash and partly in Scrip Shares, please ENTER in Box C of the Election Form the number of Shares which you held on the Record Date for which you require the Interim Dividend to be paid in Scrip Shares. Then SIGN, DATE and RETURN the Election Form.

If you elect to receive Scrip Shares in respect of a greater number of Shares than your registered holding on the Record Date, you will be deemed to have elected to receive only Scrip Shares in respect of ALL the Shares registered in your name on the Record Date. Therefore, you will receive only Scrip Shares for the Interim Dividend.

**The Election Form should be completed in accordance with the instructions printed thereon and returned, so that they are received by the Company's Hong Kong branch registrar and transfer office, Tricor Secretaries Limited ("Branch Share Registrar") at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 24 May 2022. Failure to complete and return the Election Form in accordance with the instructions printed thereon will result in the Interim Dividend being paid to the relevant Qualifying Shareholder wholly in the form of cash. No acknowledgement of receipt of the Election Form will be issued. No elections in respect of the Interim Dividend may, after the relevant Election Forms are signed and returned to the Branch Share Registrar, be in any way withdrawn, revoked, superseded or altered.**

**7. SHAREHOLDERS RESIDING OUTSIDE HONG KONG**

This circular will not be registered or filed under the securities laws or equivalent legislation of any jurisdiction other than Hong Kong.

Based on the Company's register of members as at the Record Date, there were overseas Shareholders with registered addresses in Canada, the People's Republic of China and the United Kingdom. In view of the legal advice received from the relevant local legal counsels of the aforesaid jurisdictions, there are no legal restrictions or there are exemptions available to the Company under the laws of or the requirements of the regulatory bodies in these jurisdictions with respect to the offer of the Interim Dividend in the form of cash dividends and/or scrip shares and the despatch of this circular and Election Form to relevant Shareholders.

On the above basis, no Shareholder will be excluded from the receipt of the Scrip Shares. However, it is the responsibility of any Shareholder receiving the Scrip Shares to satisfy itself as to full observance of the laws of any relevant territory, including obtaining any governmental or other consents which may be required.

For the avoidance of doubt, the Scrip Shares are not being offered to the public and the Election Form is not transferable.

All Qualifying Shareholders residing outside Hong Kong should consult their professional advisers as to whether or not they are permitted to participate in the Scrip Dividend Scheme or whether any government or other consents are required or other formalities need to be observed. No Qualifying Shareholder receiving a copy of this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to him/her without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Qualifying Shareholder outside Hong Kong who wishes to receive Scrip Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities. Persons who receive Scrip Shares in lieu of the cash dividend must also comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

## 8. LISTING AND DEALINGS

Application has been made to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme.

It is expected that the relevant dividend warrants and share certificates will be posted to the Shareholders at the risk of those entitled thereto on Tuesday, 31 May 2022, and dealings of the Scrip Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 1 June 2022. Unless a written instruction is given by a Shareholder to the Branch Share Registrar, one share certificate will be issued for all the Scrip Shares a Shareholder is entitled to.

Subject to the granting of the listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such Scrip Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System (“CCASS”). All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealings in the Shares may be settled through CCASS and you should seek the advice of your stockbroker or other professional adviser for details of these settlement arrangements and how such settlement arrangements will affect your rights and interests.

The Shares of the Company are only listed on the Stock Exchange. No part of the share capital (or debt securities) of the Company is listed or dealt in or on any other stock exchange and the Company is not currently seeking to list its securities on any other stock exchange.

## 9. SUMMARY OF THE TIMETABLE OF THE SCRIP DIVIDEND SCHEME

The following is a summary of the events in relation to the Scrip Dividend Scheme in the form of a timetable:

<b>Event</b>	<b>Date and Time</b>
Last date cum-dividend	Tuesday, 12 April 2022
Ex-dividend date	Wednesday, 13 April 2022
Latest time to lodge transfer documents for registration with the Branch Share Registrar in order to be entitled to the Interim Dividend	4:30 p.m. on Thursday, 14 April 2022
Closure of the Register of Members for the purpose of determining Shareholders’ respective entitlements to the Interim Dividend	Tuesday, 19 April 2022 to Friday, 22 April 2022 (both days inclusive)
Record Date	Friday, 22 April 2022
Latest time for return of the Election Forms to the Branch Share Registrar	4:30 p.m. on Tuesday, 24 May 2022
Despatch of cheques for cash dividend and/or definitive certificates for Scrip Shares at the risk of recipients	Tuesday, 31 May 2022
Expected first day of dealings in Scrip Shares	9:00 a.m. on Wednesday, 1 June 2022

## 10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the principal place of business of the Company in Hong Kong at 49th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong during normal business hours from the date of this circular up to and including 31 May 2022:

- (a) memorandum of association and bye-laws of the Company;
- (b) The Companies Act 1981 of Bermuda; and
- (c) annual report of the Company for each of the two financial years ended 31 December 2020 and 2021.

## 11. RECOMMENDATION AND ADVICE

Whether or not it is to your advantage to receive cash or the Scrip Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting therefrom are the sole responsibility of each Qualifying Shareholder. If you are in any doubt as to what to do, you should consult your professional advisers.

Qualifying Shareholders who are trustees are recommended to take professional advice as to whether the choice of the Scrip Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

## 12. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**ZHANG Dayu**  
*Managing Director*

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