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## **COSCO Pacific Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1199)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of COSCO Pacific Limited (the “**Company**”) will be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 7th January 2010 at 2:30 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 30th November 2009 (the “**COSCON Shipping Services Master Agreement**”) between COSCO Ports (Holdings) Limited (中遠碼頭控股有限公司), a wholly-owned subsidiary of the Company, Piraeus Container Terminal S.A., a wholly-owned subsidiary of the Company, China Ocean Shipping (Group) Company (中國遠洋運輸(集團)總公司) (“**COSCO**”) and COSCO Container Lines Company Limited (中遠集裝箱運輸有限公司) (“**COSCON**”) in relation to the provision of shipping related services for a term from 1st January 2010 to 31st December 2012 as described in the circular of the Company dated 21st December 2009 (the “**Circular**”) (a copy of the COSCON Shipping Services 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 be and are hereby approved, ratified and confirmed;
- (b) the proposed annual cap amounts for the transactions under the COSCON Shipping Services Master Agreement for the three years ending 31st December 2012 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 COSCON Shipping Services

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 30th November 2009 (the **“Florens-COSCON Container Related Services and Purchase of Materials Master Agreement”**) between Florens Container Holdings Limited, a wholly-owned subsidiary of the Company, COSCO and COSCON in relation to the provision of container related services and the purchase of container related materials for a term from 1st January 2010 to 31st December 2012 as described in the Circular (a copy of the Florens-COSCON Container Related Services and Purchase of Materials Master Agreement has been produced to the Meeting marked “C” 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 Florens-COSCON Container Related Services and Purchase of Materials Master Agreement for the three years ending 31st December 2012 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 Florens-COSCON Container Related Services and Purchase of Materials Master Agreement and the transactions contemplated thereunder and as they may in their discretion consider to be in the interests of the Company.”

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

Hong Kong, 21st December 2009

**Registered Office:**

Clarendon House  
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 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 form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof if the shareholder of the Company so desires, and in such event, the form of proxy 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 were 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. CHEN Hongsheng<sup>2</sup> (Chairman), Mr. LI Jianhong<sup>1</sup>, Mr. XU Lirong<sup>2</sup>, Ms. SUN Yueying<sup>1</sup>, Mr. XU Minjie<sup>1</sup> (Vice Chairman & Managing Director), Dr. SUN Jiakang<sup>2</sup>, Mr. HE Jiale<sup>1</sup>, Dr. WONG Tin Yau, Kelvin<sup>1</sup>, Mr. YIN Weiyu<sup>1</sup>, Dr. LI Kwok Po, David<sup>3</sup>, Mr. CHOW Kwong Fai, Edward<sup>3</sup>, Mr. Timothy George FRESHWATER<sup>3</sup> and Dr. FAN HSU Lai Tai, Rita<sup>3</sup>.

<sup>1</sup> Executive Director

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

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