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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of COSCO SHIPPING Ports Limited (the “**Company**”) will be held at 47/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Friday, 8 June 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon (a) the passing of an ordinary resolution by the shareholders of COSCO SHIPPING Holdings Co., Ltd. (“**COSCO SHIPPING Holdings**”, a holding company of the Company) at its general meeting approving the adoption of the share option scheme of the Company (the “**Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to this meeting and for the purpose of identification signed by the chairman of the meeting and a summary of the terms of which is contained in the Appendix to the circular of the Company dated 18 May 2018 (the “**Circular**”) in which this notice of meeting is set out; and (b) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the shares in the capital of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options (“**Share Option**”) which may be granted under the Share Option Scheme, the Share Option Scheme be and is hereby approved and adopted with effect from the day on which all the conditions as set out in the Share Option Scheme have been fulfilled, and the Directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including but without limitation:

- (i) to administer the Share Option Scheme under which Share Options will be granted to participants eligible under the Share Option Scheme to subscribe for Shares, including but not limited to, to grant Share Options to the Specified Participants (as defined in the Circular) and to the Other Participants (as defined in the Circular) in accordance with the Share Option Scheme and to handle all matters necessary in relation to, expedient or incidental to the grant of options under the Share Option Scheme;
- (ii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Share Options and subject to the Rules Governing the Listing of Securities on the Stock Exchange;

- (iii) to adjust the number of the Share Options, the number of the underlying Shares, the exercise price and etc. in accordance with the provisions of the Share Option Scheme;
- (iv) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment;
- (v) to determine whether to reclaim the benefits obtained from the exercise of the Share Options by holders of Share Options in accordance with the provisions of the Share Option Scheme;
- (vi) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares in the capital of the Company may for the time being be listed, for listing of, and permission to deal in, any shares in the capital of the Company which may from time to time be issued and allotted pursuant to the exercise of the options under the Share Option Scheme, and where any such application has been made prior to the date of passing this resolution, the same be approved, confirmed and ratified; and
- (vii) to handle such processes as approval, registration, filing, verification or consent in relation to the Share Option Scheme with relevant governmental or regulatory authorities or departments, institutions, organisations or individuals; to execute, perform, amend or complete the documents submitted to the relevant governmental or regulatory authorities or departments, institutions, organisations or individuals; to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant governmental or regulatory authorities or departments, institutions, organisations or individuals in relation to the Share Option Scheme and to conduct all acts, things and matters it deems as necessary, appropriate or advisable in relation to the Share Option Scheme. ”

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

Hong Kong, 18 May 2018

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. Shareholders who are entitled to vote at the SGM are those whose names appear as Shareholders on the register of members of the Company as at the close of business on Monday, 4 June 2018. In order to be entitled to vote at the SGM, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong share registrar and transfer office, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 4 June 2018.
2. 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.
3. To be valid, the form of proxy together with power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong share registrar and transfer office, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. 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 adjourned meeting thereof if the shareholder of the Company so wish, and in such event, the form of proxy will be deemed to be revoked.
5. 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.
6. Unless the context requires otherwise, terms defined in the circular of the Company dated 18 May 2018 of which this notice forms part have the same meanings in this notice.

As at the date of this notice, the board of directors of the Company comprises Mr. HUANG Xiaowen² (Chairman), Mr. ZHANG Wei (張為)¹ (Vice Chairman & Managing Director), Mr. FANG Meng¹, Mr. DENG Huangjun¹, Mr. FENG Boming², Mr. ZHANG Wei (張煒)², Mr. CHEN Dong², Mr. XU Zunwu², Mr. WANG Haimin², Dr. WONG Tin Yau, Kelvin¹, Dr. FAN HSU Lai Tai, Rita³, Mr. Adrian David LI Man Kiu³, Mr. FAN Ergang³, Mr. LAM Yiu Kin³ and Prof. CHAN Ka Lok³.

¹ Executive Director

² Non-executive Director

³ Independent Non-executive Director