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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 of COSCO Pacific Limited (the “**Company**”) will be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 29th November 2012 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 October 2012 (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 1st January 2013 to 31st December 2015 as described in the circular of the Company dated 5th November 2012 (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 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 31st December 2015 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 30th October 2012 (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 1st January 2013 to 31st December 2015 as described in the circular of the Company dated 5th November 2012 (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 31st December 2015 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 30th October 2012 (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) and 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 1st January 2013 to 31st December 2015 as described in the circular of the Company dated 5th November 2012 (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 31st December 2015 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:**

(a) the entering into of the agreement dated 30th October 2012 (the **“APM Shipping 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 the Line (as defined in the Circular (as defined hereinafter)) in relation to the shipping related services for a term of three years from 1st January 2013 to 31st December 2015 as described in the circular of the Company dated 5th November 2012 (the **“Circular”**) (a copy of the APM Shipping Services Master Agreement and a copy of the Circular have been produced to the meeting marked “E” 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 APM Shipping Services Master Agreement for the three years ending 31st December 2015 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 APM 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.”

(5) **“THAT:**

(a) the entering into of the agreement dated 30th October 2012 (the **“Florens-APM Container Purchasing and Related Services Master Agreement”**) between Florens Container Holdings Limited (a wholly-owned subsidiary of the Company) and the Line (as defined in the Circular (as defined hereinafter)) in relation to the purchase of containers and container related materials and the provision of container related services for a term of three years from 1st January 2013 to 31st December 2015 as described in the circular of the Company dated 5th November 2012 (the **“Circular”**) (a copy of the Florens-APM Container Purchasing and Related Services Master Agreement and a copy of the Circular have been produced to the meeting marked “F” 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 Florens-APM Container Purchasing and Related Services Master Agreement for the three years

ending 31st December 2015 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-APM Container Purchasing and Related Services Master Agreement and the transactions contemplated thereunder and as they may in their discretion consider to be in the interests of the Company.”

(6) **“THAT:**

- (a) the entering into of the agreement dated 30th October 2012 (the **“Nansha Container Terminal 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), Guangzhou South China Oceangate Container Terminal Company Limited (廣州南沙海港集裝箱碼頭有限公司) (a non wholly-owned subsidiary of the Company) and Guangzhou Port Group Company Limited (廣州港集團有限公司) in relation to the provision of container terminal related services for a term of three years from 1st January 2013 to 31st December 2015 as described in the circular of the Company dated 5th November 2012 (the **“Circular”**) (a copy of the Nansha Container Terminal Services Master Agreement and a copy of the Circular have been produced to the meeting marked “G” 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 Nansha Container Terminal Services Master Agreement for the three years ending 31st December 2015 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 Nansha Container 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.”

(7) **“THAT:**

- (a) the entering into of the agreement dated 30th October 2012 (the **“Yangzhou Terminal 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), Yangzhou Yuanyang International Ports Co., Ltd. (揚州遠揚國際碼頭有限公司) (a non wholly-owned subsidiary of the Company) and Jiangsu Province Yangzhou Port Group Co., Ltd. (江蘇省揚州港務集團有限公司) in relation to the provision of terminal related services for a term of three years from 1st January 2013 to 31st December 2015 as described in the circular of the Company dated 5th November

2012 (the “**Circular**”) (a copy of the Yangzhou Terminal Services Master Agreement and a copy of the Circular have been produced to the meeting marked “H” 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 Yangzhou Terminal Services Master Agreement for the three years ending 31st December 2015 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 Yangzhou 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.”

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

Hong Kong, 5th November 2012

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 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. LI Yunpeng² (Chairman), Dr. WANG Xingru¹ (Vice Chairman & Managing Director), Mr. WAN Min², Mr. HE Jiale¹, Mr. FENG Jinhua¹, Mr. FENG Bo¹, Mr. WANG Haimin², Mr. WANG Wei², Dr. WONG Tin Yau, Kelvin¹, Mr. YIN Weiyu¹, Mr. CHOW Kwong Fai, Edward³, Mr. Timothy George FRESHWATER³, Dr. FAN HSU Lai Tai, Rita³ and Mr. Adrian David LI Man Kiu³.

¹ Executive Director

² Non-executive Director

³ Independent Non-executive Director