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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 of COSCO SHIPPING Ports Limited (the “**Company**”) will be held at 47/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 27 July 2017 at 2:30 p.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:**

- (a) (i) the entering into of the share and purchase agreement dated 12 June 2017 by COSCO SHIPPING Ports (Spain) Limited (“**the SPV**”), a wholly-owned subsidiary of the Company, as purchaser and the Company as guarantor of the purchaser, with TPIH Iberia, S.L.U. (“**TPIH**”) as seller in relation to the acquisition by the SPV of 51% of the shares in Noatum Port Holdings, S.L.U. (“**NPH**”); (ii) the entering into of the shareholders’ agreement dated 12 June 2017 by the Company as the SPV’s guarantor, the SPV, TPIH and NPH in relation to NPH (including, without limitation, the possible acquisition by the SPV of TPIH’s shares in NPH); and (iii) in each case, the transactions contemplated thereunder (together as the “**Transaction**”) be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company, amongst other matters, to sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the Transaction and to be in the interests of the Company.”

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

Hong Kong, 30 June 2017

**Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**Principal Place of Business:**

49/F, 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 Friday, 21 July 2017. 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 Friday, 21 July 2017.
2. Any member of the Company entitled to attend and vote at the meeting shall be 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 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 office of 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 proxy form 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 desires, and in such event, the proxy form 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 30 June 2017 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 Xiaowen<sup>2</sup> (Chairman), Mr. ZHANG Wei (張為)<sup>1</sup> (Vice Chairman & Managing Director), Mr. FANG Meng<sup>1</sup>, Mr. DENG Huangjun<sup>1</sup>, Mr. FENG Boming<sup>2</sup>, Mr. ZHANG Wei (張煒)<sup>2</sup>, Mr. CHEN Dong<sup>2</sup>, Mr. XU Zunwu<sup>2</sup>, Mr. WANG Haimin<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. FAN Ergang<sup>3</sup>, Mr. LAM Yiu Kin<sup>3</sup> and Prof. CHAN Ka Lok<sup>3</sup>.

<sup>1</sup> Executive Director

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

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