
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **COSCO Pacific Limited**, you should at once hand this supplemental circular and the accompanying revised proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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COSCO Pacific Limited
中遠太平洋有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1199)

**SUPPLEMENTAL CIRCULAR IN RELATION TO
RE-ELECTION OF RETIRING DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

The Supplemental Circular should be read together with the Circular issued by COSCO Pacific Limited to the shareholders of the Company dated 15 April 2016. Capitalised terms used on this cover page shall have the same meanings as those defined in the Circular unless otherwise stated.

A notice convening the AGM to be held at 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong on Wednesday, 18 May 2016 at 2:30 p.m. is set out in the Circular. The Supplemental Notice is set out on pages 6 and 7 of the Supplemental Circular.

The Revised Proxy Form for use at the AGM is enclosed with the Supplemental Circular. The Supplemental Circular and the Revised Proxy Form, in both English and Chinese versions, are also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.coscopac.com.hk).

3 May 2016

LETTER FROM THE CHAIRMAN



COSCO Pacific Limited 中遠太平洋有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1199)

Directors:

Mr. HUANG Xiaowen² (*Chairman*)
Mr. ZHANG Wei¹ (*Vice Chairman & Managing Director*)
Mr. FANG Meng¹
Mr. DENG Huangjun¹
Mr. TANG Runjiang¹
Mr. FENG Bo¹
Mr. WANG Wei²
Mr. WANG Haimin²
Dr. WONG Tin Yau, Kelvin¹
Dr. FAN HSU Lai Tai, Rita³
Mr. Adrian David LI Man Kiu³
Mr. IP Sing Chi³
Mr. FAN Ergang³
Mr. LAM Yiu Kin³

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

¹ Executive Director

² Non-executive Director

³ Independent Non-executive Director

3 May 2016

To Shareholders,

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR IN RELATION TO RE-ELECTION OF RETIRING DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The supplemental circular (the “**Supplemental Circular**”) shall be read together with the circular of the Company dated 15 April 2016 (the “**Circular**”). Unless the context requires otherwise, capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE CHAIRMAN

The AGM will be held on 18 May 2016. The purpose of the Supplemental Circular is to provide you with (a) the supplemental notice of the AGM (the “**Supplemental Notice**”) (which is set out on pages 6 and 7 herein) and (b) information regarding (i) the change in the resolution to consider and approve the re-election of retiring Directors, and (ii) the special arrangement about completion and submission of the Revised Proxy Form (as defined herein).

RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 27 April 2016 (the “**Announcement**”) in relation to, inter alia, the re-designation of Mr. ZHANG Wei from a non-executive Director to an executive Director and the appointment of Mr. ZHANG Wei as the Vice Chairman and Managing Director of the Company, the resignation of Mr. QIU Jinguang as an executive Director and the Vice Chairman and Managing Director of the Company and the appointment of Mr. FANG Meng as an executive Director and a Deputy Managing Director of the Company with effect from 27 April 2016.

As set out in the Circular and in accordance with the Bye-laws, Mr. HUANG Xiaowen, Mr. QIU Jinguang, Mr. WANG Haimin, Mr. ZHANG Wei, Mr. IP Sing Chi and Mr. FAN Ergang shall retire at the AGM. The aforementioned changes in Directors will not affect the Directors who are subject to retirement by rotation and re-election at the AGM pursuant to the Bye-laws. However, the proposed resolution regarding the re-election of Mr. QIU Jinguang as Director as set out in the AGM Notice will not be submitted to the AGM for Shareholders’ approval. In addition, the biographical details of Mr. ZHANG Wei as set out in the Circular have been changed due to the above re-designation and appointment. Please refer to the Announcement for updated biographical details of Mr. ZHANG Wei.

Mr. FANG Meng, who has been appointed by the Board as an executive Director on 27 April 2016 to fill a casual vacancy, shall hold office until the AGM in accordance with the Bye-laws and shall, being eligible, offer himself for re-election at the AGM.

In view of the above, the resolution numbered 3 relating to the re-election of the retiring Directors as set out in the AGM Notice in the Circular should be deleted in its entirety and replaced by the new resolution numbered 3 as set out in the Supplemental Notice.

The biographical details of Mr. HUANG Xiaowen, Mr. WANG Haimin, Mr. IP Sing Chi and Mr. FAN Ergang, the retiring Directors who are proposed to be re-elected at the AGM, are set out in the appendix to the Circular.

The biographical details of Mr. FANG Meng are set out in the Appendix I to the Supplemental Circular.

LETTER FROM THE CHAIRMAN

SUPPLEMENTAL NOTICE AND THE REVISED PROXY FORM

As a result of the change in Directors to be retired and offered for re-election at the AGM subsequent to the dispatch of the Circular containing the AGM Notice and the proxy form (the “**Original Proxy Form**”) on 15 April 2016, the Supplemental Notice is set out on pages 6 and 7 of the Supplemental Circular together with the revised proxy form for use at the AGM (the “**Revised Proxy Form**”). Save as disclosed above, all the resolutions originally proposed in the Circular will remain unchanged.

Please refer to the Circular and the AGM Notice for the details of other resolutions to be proposed in the AGM and other relevant matters.

Special arrangements about the completion and submission of the Revised Proxy Form are also set out in Appendix II to the Supplemental Circular. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein. Shareholders are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon and return it to the Company’s principal place of business in Hong Kong at 49th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Mr. FANG Meng as Director as set out in the Supplemental Circular is in the best interest of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolution to be proposed at the AGM.

GENERAL

Should there be any discrepancies between the Chinese and English versions of the Supplemental Circular, the English version shall prevail.

Yours faithfully,
For and on behalf of
COSCO Pacific Limited
HUANG Xiaowen
Chairman

APPENDIX I BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTOR

The details of Mr. FANG Meng, the retiring Director proposed to be re-elected at the AGM, are set out as follow:

Mr. FANG Meng, aged 57, has been an executive Director and a Deputy Managing Director of the Company since April 2016. He is also a member of the Executive Committee and a director of certain subsidiaries of the Company. Currently, Mr. FANG is the Managing Director of China Shipping Ports Development Co., Ltd. He was the Manager of Science and Technology Department of Enterprise Managing Division, the Deputy General Manager of Enterprise Managing Division of China Shipping (Group) Company and the Managing Director of China Shipping International Trading Co., Ltd. Mr. FANG graduated from Shanghai Jiao Tong University with Ship Engineering major in February 1982 and obtained an EMBA degree from a joint education post-graduate program of “Shanghai University/San Francisco USA” in April 1995. He is a senior engineer.

Mr. FANG did not hold any directorships in any listed public companies during the past three years. Save as disclosed herein, Mr. FANG does not hold any other positions with the Company or other members of the Group and does not have any other relationships with any of the other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Pursuant to the service agreement entered into between the Company and Mr. FANG, Mr. FANG was appointed as a Deputy Managing Director of the Company for a term of three years commencing on 27 April 2016. The service agreement is subject to termination by either party giving not less than one month’s notice in writing to the other party pursuant to the terms of the agreement. The term of appointment of Mr. FANG is subject to retirement by rotation and re-election in accordance with the Bye-laws. According to the service agreement, the remuneration of Mr. FANG comprises an annual salary of HK\$1,977,360 and an annual bonus to be determined by the Board. Mr. FANG is provided with a quarter at no charge for his stay in Hong Kong by the Company during the term of the service agreement. The size, location and cost of the premises to be provided will be determined in accordance with the internal policy of the Group. The remuneration of Mr. FANG has been recommended by the Remuneration Committee and determined by the Board according to the terms of the service agreement and by reference to the importance of his management position in the Company, his level of responsibilities and the remuneration policy of the Group.

As at 28 April 2016 (being the latest practicable date prior to the printing of the Supplemental Circular), Mr. FANG did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. FANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

In the opinion of the Directors, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. FANG.

A Shareholder who has not yet lodged the Original Proxy Form with the Company's principal place of business in Hong Kong is requested to lodge the Revised Proxy Form in accordance with the instructions printed thereon if the Shareholder wishes to appoint a proxy/proxies to attend the AGM on its/his/her behalf. In this case, the Original Proxy Form should not be lodged with the Company's principal place of business in Hong Kong.

A Shareholder who has already lodged the Original Proxy Form with the Company's principal place of business in Hong Kong should note that:

- (i) if no Revised Proxy Form is lodged with the Company's principal place of business in Hong Kong, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder under the Original Proxy Form will be entitled to vote at his discretion or abstain on any resolution properly put to the AGM other than those referred to in the AGM Notice, as supplemented by the Supplemental Notice, and the Original Proxy Form, as revised by the Revised Proxy Form;
- (ii) if the Revised Proxy Form is lodged with the Company's principal place of business in Hong Kong at a time in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by the Shareholder; or
- (iii) if the Revised Proxy Form is lodged with the Company's principal place of business in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so wish. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF AGM



COSCO Pacific Limited 中遠太平洋有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1199)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM”) of COSCO Pacific Limited (the “Company”) dated 15 April 2016 (the “AGM Notice”) to convene the AGM to be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Wednesday, 18 May 2016 at 2:30 p.m.

Details of the proposed resolutions to be considered at the AGM were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have same meanings as those defined in the circular of the Company dated 15 April 2016 (the “Circular”). Apart from the amendments stated below, all the information contained in the AGM Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 3 May 2016 (the “Supplemental Circular”), the resolution numbered 3 stated in the AGM Notice should be deleted in its entirety and replaced by the following new resolution numbered 3:

- “3. (i) (a) To re-elect Mr. HUANG Xiaowen as director of the Company
- (b) To re-elect Mr. ZHANG Wei as director of the Company
- (c) To re-elect Mr. FANG Meng as director of the Company
- (d) To re-elect Mr. WANG Haimin as director of the Company
- (e) To re-elect Mr. IP Sing Chi as director of the Company
- (f) To re-elect Mr. FAN Ergang as director of the Company
- ”

SUPPLEMENTAL NOTICE OF AGM

- (ii) To authorise the board of directors to fix the remuneration of the directors of the Company for the year ending 31 December 2016.”

Apart from the amendments set out above, all the information contained in the AGM Notice shall remain to have full force and effect.

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

Hong Kong, 3 May 2016

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. Details in respect of the above are set out in the Supplemental Circular.
2. A revised proxy form (the “Revised Proxy Form”) in connection with the above resolutions is enclosed with the Supplemental Circular.
3. Please refer to the AGM Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
4. 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 on its/his/her behalf. A proxy need not be a member of the Company but must be present in person to represent the member.
5. To be valid, the Revised 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.
6. 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.