



# COSCO SHIPPING Ports Limited

## 中遠海運港口有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1199)

### FORM OF PROXY FOR SPECIAL GENERAL MEETING

Proxy form for the special general meeting to be held at 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong on Friday, 10 March 2017 at 2:30 p.m. and any adjournment thereof.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
shares of HK\$0.10 each in the capital of COSCO SHIPPING Ports Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong on **Friday, 10 March 2017** and at any adjournment thereof as indicated below.

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To approve, ratify and confirm the entering into of the Transaction Agreement and the Strategic Co-operation Agreement and the transactions contemplated thereunder, and the execution of documents in connection therewith		
2.	To re-elect Mr. FENG Boming (馮波鳴) as director		
3.	To re-elect Mr. ZHANG Wei (張煒) as director		
4.	To re-elect Mr. CHEN Dong (陳冬) as director		
5.	To re-elect Prof. CHAN Ka Lok (陳家樂) as director		

Dated \_\_\_\_\_ 2017 Shareholder's signature <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s) to which this proxy form relates. If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The full text of the resolutions is set out in the notice of the special general meeting of the Company dated 13 February 2017. The description here is by way of summary only. Capitalised terms used in the resolutions have the same meanings as those defined in the circular of the Company dated 13 February 2017.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE RELEVANT RESOLUTION(S). IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE RELEVANT RESOLUTION(S).** If you wish to vote only part of the number of shares registered in your name(s) to which this proxy form relates, please state the exact number of shares in lieu of a tick in the relevant box. Failure to complete any or all boxes will entitle your proxy to abstain or cast his votes on the relevant resolution(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its seal or under the hand of an officer, attorney or other person duly authorised to sign this proxy form.
- Where there are joint holders of any share in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share 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 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.
- To be valid, the proxy form 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 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.
- 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.
- Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof if you so desire, and in such event, the proxy form will be deemed to be revoked.
- 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, 6 March 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 Monday, 6 March 2017.**

**PERSONAL INFORMATION COLLECTION STATEMENT**

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar in Hong Kong (as stated below), and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar (Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).