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## THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 SHIPPING Ports 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

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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)

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

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The Supplemental Circular should be read together with the Circular issued by COSCO SHIPPING Ports Limited to the shareholders of the Company dated 15 April 2019. 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 Thursday, 23 May 2019 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 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 website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at <https://ports.coscoshipping.com> (the "Company Website").

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "Corporate Communications") via the Company Website and who for any reason have difficulty in receiving or gaining access to the Supplemental Circular and Revised Proxy Form posted on the Company Website will promptly upon request be sent the Supplemental Circular and the Revised Proxy Form in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive the Supplemental Circular and Revised Proxy Form in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the Company's Hong Kong Registrar and Transfer Office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or by sending an email to the Company's Hong Kong Registrar and Transfer Office at [coscoshippot-ecom@hk.tricorglobal.com](mailto:coscoshippot-ecom@hk.tricorglobal.com).

Shareholders who have chosen to receive printed copy of the Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.

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## LETTER FROM THE CHAIRMAN

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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)

### Directors:

Mr. ZHANG Wei (張為)<sup>1</sup> (*Chairman & Managing Director*)

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. 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>

Prof. CHAN Ka Lok<sup>3</sup>

### 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

<sup>1</sup> Executive Director

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

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

6 May 2019

*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 2019 (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.

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## LETTER FROM THE CHAIRMAN

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The AGM will be held on 23 May 2019. 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 arrangements about completion and submission of the Revised Proxy Form (as defined below).

### RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 25 April 2019 (the “**Announcement**”) in relation to, inter alia, the resignation of Mr. HUANG Xiaowen as a Non-executive Director and the Chairman of the Board with effect from 25 April 2019.

In accordance with Clauses 87(1) and (2) of the Bye-laws, one-third of the serving Directors (or, if their number is not a multiple of three, the number nearest to but not more than one-third) shall retire from office by rotation at the AGM. Following the resignation of Directors set out in the Announcement, the Company has a total of twelve Directors and therefore four Directors shall retire from office by rotation at the AGM.

As set out in the Circular and in accordance with the Bye-laws, Mr. HUANG Xiaowen, Mr. FENG Boming, Mr. ZHANG Wei (張煒) and Mr. CHEN Dong shall retire at the AGM. Since Mr. HUANG Xiaowen has resigned as Director of the Company, the proposed resolution regarding the re-election of Mr. HUANG Xiaowen as Director as set out in the AGM Notice will not be submitted to the AGM for Shareholders’ approval. Accordingly, Prof. CHAN Ka Lok, being the Director longest in office since his last re-election, shall retire, being eligible, offer himself for re-election at the AGM and a total of four Directors will retire, and offer themselves for re-election by the Shareholders at the AGM in accordance with the Bye-Laws.

The Nomination Committee of the Company had assessed and reviewed the annual written confirmation of independence of each of the Independent Non-executive Directors for the year ended 31 December 2018 based on the independence criteria as set out in rule 3.13 of the Listing Rules, including Prof. CHAN Ka Lok. The Nomination Committee had considered and nominated Prof. CHAN Ka Lok to the Board for it to propose to the Shareholders for re-election at the AGM.

Prof. CHAN Ka Lok has extensive experience in economics and finance. The Board believes that the skill and experience he acquired from a different background will be beneficial to the Board with diversity of his comprehensive experience and knowledge and he will continue to contribute effectively to the Board.

Therefore, with the recommendation of the Nomination Committee of the Company, the Board has proposed that each of the retiring Directors, namely Mr. FENG Boming, Mr. ZHANG Wei (張煒), Mr. CHEN Dong and Prof. CHAN Ka Lok, stands for re-election as Director by way of separate resolution at the AGM.

In view of the above, the resolutions under item 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 resolutions under item numbered 3 as set out in the Supplemental Notice.

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## LETTER FROM THE CHAIRMAN

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The biographical details of Mr. FENG Boming, Mr. ZHANG Wei (張煒) and Mr. CHEN Dong, 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 Prof. CHAN Ka Lok are set out in the Appendix I to the Supplemental Circular.

### 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 2019, 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 Hong Kong Registrar and Transfer Office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and 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 Prof. CHAN Ka Lok 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 SHIPPING Ports Limited**  
**ZHANG Wei (張為)**  
*Chairman & Managing Director*

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## APPENDIX I      BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTOR

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The details of Prof. CHAN Ka Lok, the retiring Director proposed to be re-elected at the AGM, are set out as follow:

**Prof. CHAN Ka Lok**, aged 57, has been an Independent Non-executive Director of the Company since October 2016. He is a member of the Remuneration Committee of the Company. Prof. CHAN is currently the Dean of The Chinese University of Hong Kong (“**CUHK**”) Business School. He is also a member of a number of committees, including the Hang Seng Index Advisory Committee, Hong Kong Housing Authority, the EFAC Financial Infrastructure and Market Development Sub-Committee of Hong Kong Monetary Authority, Hong Kong Tracker Fund Supervisory Committee and Advisory Committee of the Securities and Futures Commission, and an Independent Non-executive Director of GF Securities Co., Ltd. (listed in Hong Kong and Shenzhen). Prof. CHAN has been the Chairman of the Organising Committee of the “Outstanding Financial Management Planner Awards” of The Hong Kong Institute of Bankers since 2009. He was the Chair Professor of Finance and Acting Dean of the Hong Kong University of Science and Technology (“**HKUST**”). He was also Head of HKUST’s Finance Department from 2003 to 2013 and the President of Asian Finance Association from 2008 to 2010. Prof. CHAN obtained his Bachelor of Social Science degree in Economics from CUHK and Doctor of Philosophy degree in Finance from Ohio State University in the USA.

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

Pursuant to the letter of appointment entered into between the Company and Prof. CHAN, Prof. CHAN was appointed as an Independent Non-Executive Director of the Company for the term from 10 March 2017 to 9 March 2020. If Prof. CHAN is re-elected, a new letter of appointment will be entered into by the Company with him, upon which he will be appointed for a term of approximately three years from the date of the AGM to the conclusion of the annual general meeting of the Company to be held in 2022. The term of appointment of Prof. CHAN is also subject to retirement by rotation and re-election in accordance with the Bye-laws. According to the letter of appointment, Prof. CHAN received HK\$290,000 for the year ended 31 December 2018 for also being a member of the Remuneration Committee of the Company. The Director’s fee of Prof. CHAN is recommended by the Remuneration Committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions.

As at 2 May 2019 (being the latest practicable date prior to the printing of the Supplemental Circular), Prof. CHAN does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Prof. CHAN 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 Prof. CHAN.

A Shareholder who has not yet lodged the Original Proxy Form with the Company's Hong Kong Registrar and Transfer Office 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 Hong Kong Registrar and Transfer Office.

A Shareholder who has already lodged the Original Proxy Form with the Company's Hong Kong Registrar and Transfer Office should note that:

- (i) if no Revised Proxy Form is lodged with the Company's Hong Kong Registrar and Transfer Office, 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 Hong Kong Registrar and Transfer Office at a time in any event not later than 48 hours before the time appointed for holding of the AGM 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 Hong Kong Registrar and Transfer Office 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.

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## SUPPLEMENTAL NOTICE OF AGM

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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)

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM”) of COSCO SHIPPING Ports Limited (the “Company”) dated 15 April 2019 (the “AGM Notice”) to convene the AGM to be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Thursday, 23 May 2019 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 the same meanings as those defined in the circular of the Company dated 15 April 2019. 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 6 May 2019 (the “Supplemental Circular”), the resolutions under item numbered 3 stated in the AGM Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 3:

- “3. (i) (a) To re-elect Mr. FENG Boming (馮波鳴) as director of the Company
- (b) To re-elect Mr. ZHANG Wei (張煒) as director of the Company
- (c) To re-elect Mr. CHEN Dong (陳冬) as director of the Company
- (d) To re-elect Prof. CHAN Ka Lok (陳家樂) as director of the Company
- (ii) To authorise the board of directors to fix the remuneration of the directors of the Company for the year ending 31 December 2019.”

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 SHIPPING Ports Limited**  
**HUNG Man, Michelle**  
*General Counsel & Company Secretary*

Hong Kong, 6 May 2019

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## SUPPLEMENTAL NOTICE OF AGM

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**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 Company's Hong Kong Registrar and Transfer Office, Tricor Secretaries Limited at 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.
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.