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CSSC (Hong Kong) Shipping Company Limited

中國船舶(香港)航運租賃有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 3877)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of CSSC (Hong Kong) Shipping Company Limited (the “**Company**”) will be held at 1801, 18/F, World-wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 8 June 2020 at 2:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2019.
2. To declare a final dividend for the year ended 31 December 2019.
3. (A) To re-elect the following persons as directors of the Company (the “**Directors**”):
 - (i) Mr. Zhong Jian as an executive Director;
 - (ii) Mr. Hu Kai as an executive Director;
 - (iii) Mr. Li Wei as a non-executive Director;
 - (iv) Mr. Zou Yuanjing as a non-executive Director;
 - (v) Mdm. Shing Mo Han Yvonne as an independent non-executive Director; and
 - (vi) Mr. Li Hongji as an independent non-executive Director.

(B) To authorise the board of Directors to fix the remuneration of the Directors.

4. To appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration.

5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“THAT:**

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with the shares of the Company (the “**Shares**”) and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers, subject to and in accordance with all the applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which might require the exercise of such powers as described in that paragraph within the Relevant Period or at any time after the end of the Relevant Period;

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) and (ii) above, otherwise than pursuant to (1) a Rights Issue (as defined hereinafter); (2) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares as required; or (3) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution, and the approval shall be limited accordingly;

(iv) for the purposes of this resolution:

- (a) “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) in accordance with the articles of association of the Company or any applicable laws of Hong Kong, before the date of the next annual general meeting of the Company; or
 - (3) before the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;
- (b) “**Rights Issue**” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purposes of this resolution:
 - (a) “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) in accordance with the articles of association of the Company, the Companies Ordinance or any applicable laws of Hong Kong, before the date where the next annual general meeting of the Company is required to be held; or
 - (3) before the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

- (C) “**THAT** conditional upon resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers pursuant to resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued Shares as at the date of passing of this resolution.”

By order of the Board
CSSC (Hong Kong) Shipping Company Limited
Zhong Jian
Chairman

Hong Kong, 8 May 2020

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders of the Company for approval provided that resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ii) The register of members of the Company will be closed from 3 June 2020 to 8 June 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 2 June 2020.
- (iii) The register of members of the Company will be closed from 12 June 2020 to 16 June 2020, both days inclusive, in order to determine the entitlement of shareholders to receive the final dividend of the Company, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 11 June 2020.

- (iv) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
- (v) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. before 2:00 p.m. on Saturday, 6 June 2020) or any adjourned meeting.
- (vi) In respect of the resolution numbered 3 above, Mr. Zhong Jian, Mr. Hu Kai, Mr. Li Wei, Mr. Zou Yuanjing, Mdm. Shing Mo Han Yvonne and Mr. Li Hongji shall retire, and being eligible, offer themselves for re-election as Directors at the Annual General Meeting. Details of the above retiring Directors are set out in Appendix II to the Company's circular dated 8 May 2020.
- (vii) In respect of the resolution numbered 5(A) above, approval is being sought from the shareholders of the Company for a general mandate to issue shares to be given to the Directors.
- (viii) In respect of the resolution numbered 5(B) above, approval is being sought from the shareholders of the Company for a general mandate to repurchase shares to be given to the Directors. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the Company's circular dated 8 May 2020.
- (ix) In respect of the resolution numbered 5(C) above, approval is being sought from the shareholders of the Company for an extension of the general mandate to be granted to the Directors pursuant to resolution 5(A) to allot shares by adding to it the total number of shares repurchased by the Company under the authority granted to the Directors pursuant to resolution 5(B).
- (x) The ordinary resolutions set out above will be determined by way of poll.

(xi) Precautionary measures for the Annual General Meeting:

At the time of publishing this circular, the Coronavirus epidemic is still developing in Hong Kong. The Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the Annual General Meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gifts.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting instead of attending the Annual General Meeting in person, by completing and returning the form of proxy attached to this circular. If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office.

In the event that the Coronavirus situation requires the date or/and place of the Annual General Meeting to be changed, the Company will, as soon as practicable, publish a notice on the website of the Stock Exchange at www.hkexnews.hk and its website at <http://www.csscshipping.cn> to notify Shareholders of the date, time and place of the rescheduled meeting.

If any Shareholder has any question relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East, Wan Chai, Hong Kong
Email: hkinfo@computershare.com.hk
Tel: 2862 8555
Fax: 2865 0990

- (xii) Personal Information Collection Statement: Your supply of your and your proxy's Personal Data to the Company and/or the Company's share registrar in the form of proxy is on a voluntary basis. If you fail to provide sufficient information, we may not be able to process your appointment of proxy and instructions. "Personal Data" in this statement has the meaning defined under the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong, which may include but is not limited to your and your proxy's name and address that you supplied to us in the form of proxy. Your and your proxy's Personal Data is collected for the purposes of processing and administration by the Company of proxies appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof). The Personal Data may be retained for such period as may be necessary for our verification and record purposes. If you have provided Personal Data of individuals other than yourself in the form of proxy, you confirm that you have informed and sought the requisite consent from those individuals to the collection, use and disclosure of their Personal Data for the stated purposes. Your and your proxy's Personal Data will be disclosed or transferred to other companies or bodies for the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request. You and your proxy have the right to request for access to and/or correction of the relevant personal data and any such request should be made in writing by mail to the relevant Registrar's address as appearing in Note 7 of the form of proxy.

As at the date of this notice, the Board comprises Mr. Zhong Jian and Mr. Hu Kai as executive Directors, Mr. Li Wei, and Mr. Zou Yuanjing as non-executive Directors, and Dr. Wong Yau Kar David, Mdm. Shing Mo Han Yvonne and Mr. Li Hongji as independent non-executive Directors.