

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting for the year 2005 (the “AGM”) of China Shipping Container Lines Company Limited (the “Company”) will be held at 2:00 p.m. on Tuesday, 20 June, 2006 at conference room 1, 3rd Floor, 450 Fu Shan Road, Pudong New District, Shanghai, the People’s Republic of China (the “PRC”) for the following purposes:

by way of ordinary resolutions:

1. to consider and approve the report of the board of directors of the Company for the year ended 31 December, 2005;
2. to consider and approve the report of the supervisory committee of the Company for the year ended 31 December, 2005;
3. to consider and approve the audited financial statements and the auditors’ report of the Company and of the Group as at and for the year ended 31 December, 2005;
4. to consider and approve the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December, 2005 and to authorise the board of directors of the Company to distribute such dividend to its shareholders;
5. to consider and determine the remuneration of the directors and supervisors of the Company for the year ending 31 December, 2006;
6. to consider and approve the appointments of PricewaterhouseCoopers, Hong Kong, Certified Public Accountants, and BDO Zhong Hua Certified Public Accountants as the Company’s international and PRC auditors, respectively, to hold office until the conclusion of the following annual general meeting, and to authorise the audit committee of the board of directors of the Company to determine their remuneration;
7. to consider and approve the adoption of each code provision in the Code on Corporate Governance Practices as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as the Company’s corporate governance code.
8. to consider and approve amendments to parts of the methods for the implementation of the H share share appreciation rights scheme of the Company (the “Implementation Methods”), including:
  - (i) adding to the procedures for the exercise of the rights in the original Implementation Methods that the person exercising the rights can directly exercise the rights through the special window for exercising rights on the Company’s website;
  - (ii) changing the definition of “Unit Exercise Proceeds” in the original Implementation Methods to:

“if the person exercising the rights exercises the rights on the special window for exercising the rights on the Company’s website, the Unit Exercise Proceeds shall be the amount of appreciation between the Exercise Price and the target price inputted by the person exercising the rights in the special window for exercising the rights on the Company’s website, if the target price does not exceed the highest traded price per H share of the Company on the Stock Exchange on the Date of Exercise; if the person exercising the rights exercises the rights by submitting the “Application to Exercise the Rights”, the Unit Exercise Proceeds shall be the amount of appreciation between the Exercise Price and the target price inserted by the person exercising the rights in the “Application to Exercise the Rights”, if the target price does not exceed the highest traded price per H share of the Company on the Stock Exchange on the Date of Exercise”; and
  - (iii) other amendments related to (i) and (ii) above.

by way of a special resolution:

9. to consider and, if thought fit, approve the following:

**“THAT:**

- (1) there be granted to the board of directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
  - (a) such mandate shall not extend beyond the Relevant Period save that the board of directors of the Company may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
  - (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Company shall not exceed:
    - (i) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and/or
    - (ii) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,in each case as of the date of this Resolution; and
  - (c) the board of directors of the Company, will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purposes of this Resolution:

“Domestic Shares” means domestic invested shares in the share capital of the Company with par value of RMB 1.00 each, which are held in Renminbi by PRC investors;

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB 1.00 each, which are subscribed for and traded in Hong Kong Dollars;

“Relevant Period” means the period from the passing of this Resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
- (B) the expiration of the 12-month period following the passing of this Resolution; or
- (C) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and

- (2) contingent on the board of directors of the Company resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the board of directors of the Company be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
  - (b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
  - (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this Resolution, to register the increased capital with the relevant authorities in the PRC and to make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”; and

by way of an ordinary resolution:

10. to consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting.

By order of the board of directors of  
**China Shipping Container Lines Company Limited**  
**Li Kelin**  
*Chairman*

Shanghai, the People's Republic of China  
18 April, 2006

Notes:

- (A) The board of directors has recommended a final dividend for the year ended 31 December, 2005 of RMB0.12 per share and, if such relevant resolution regarding the payment of dividend is approved and passed by the shareholders of the Company, it is expected to be paid on or about 30 June, 2006 to those shareholders of the Company whose names appear on the Company's register of members on 20 June, 2006.

For the purpose of holding the AGM, the register of members of the Company (the "Register of Members") will be closed from Sunday, 21 May, 2006 to Tuesday, 20 June, 2006 (both days inclusive), during which period no transfer of shares of the Company will be registered. Shareholders of the Company whose names appear on the Register of Members at the close of business on Monday, 22 May, 2006 are entitled to attend and vote at the AGM.

In order to attend the AGM, holders of the Company's H shares shall lodge all transfers together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the Company's H shares registrar, not later than 4:00 p.m. on Friday, 19 May, 2006.

The address of Computershare Hong Kong Investor Services Limited is as follows:

46th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

- (B) Holders of domestic shares or H shares, who intend to attend the AGM, must complete the reply slips and return them to the Directorate Secretary Office of the Company not later than 20 days before the date of the AGM, i.e. no later than Wednesday, 31 May, 2006.

Details of the Directorate Secretary Office of the Company are as follows:

3rd Floor  
450 Fu Shan Road  
Pudong New District  
Shanghai  
the People's Republic of China  
200122

Tel: (86) 21 6596 6666  
Fax: (86) 21 6596 6813

- (C) Each holder of H shares who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (E) To be valid, for holders of H shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, the address of which is set out in Note (A) above, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of domestic shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the AGM. Notes (C) to (E) also apply to holders of domestic shares, except that the proxy form or other documents of authority must be delivered to the Directorate Secretary Office of the Company, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the AGM or any adjournment, thereof in order for such documents to be valid.
- (G) If a proxy attends the AGM on behalf of a shareholder, he should produce his identity card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the AGM, such representative should produce his/her identity card and the notarised copy of the resolution passed by the board of directors or other authorities or other notarised copy of the licence issued by such legal person shareholder.
- (H) Pursuant to Articles 8.18 to 8.20 of the Articles of Association of the Company, at the AGM, a resolution shall be decided on a show of hands unless a poll is (before or after any vote by show of hands) demanded:
- (1) by the chairman of the meeting;
  - (2) by at least two Shareholders entitled to vote present in person or by proxy;
  - (3) by one or more Shareholders present in person or by proxy and representing 10% or more of all shares carrying the right to vote at the meeting.

The demand for a poll may be withdrawn by the person who makes such demand. A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. On a poll taken at the meeting, a Shareholder (including proxy) entitled to two or more votes need not cast all his or her votes in the same way.

- (I) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.

The board of directors of the Company as at the date of this announcement comprises of Mr. Li Kelin, Mr. Jia Hongxiang, Mr. Huang Xiaowen and Mr. Zhao Hongzhou being executive Directors, Mr. Li Shaode, Mr. Zhang Jianhua, Mr. Wang Daxiong, Mr. Zhang Guofa and Mr. Xu Hui, being non-executive Directors, and Mr. Hu Hanxiang, Mr. Gu Nianzu, Mr. Wang Zongxi and Mr. Lam Siu Wai, Steven, being independent non-executive Directors.