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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **COSCO SHIPPING International (Hong Kong) Co., Ltd.**, you should at once hand this circular and accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中遠海運國際(香港)有限公司

COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 00517)

**RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES PROPOSALS
PROPOSED ADOPTION OF NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong on Friday, 31 May 2024 at 10:00 a.m. is set out on pages 23 to 27 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

26 April 2024

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Friday, 31 May 2024 at 10:00 a.m., the notice of which is enclosed with this circular
“AGM Notice”	the notice convening the AGM set out on pages 23 to 27 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	the meaning ascribed to it in the Listing Rules
“Company”	COSCO SHIPPING International (Hong Kong) Co., Ltd., a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“core connected person(s)”	the meaning ascribed to it in the Listing Rules
“COSCO SHIPPING”	中國遠洋海運集團有限公司 (China COSCO Shipping Corporation Limited*), a company established in the PRC and the ultimate holding company of the Company
“Director(s)”	the directors of the Company for the time being
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	the new bye-laws of the Company proposed to be adopted by the Shareholders at the AGM
“PRC”	the People’s Republic of China

DEFINITIONS

“Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares up to 10% of the total number of issued Shares as at the date of passing ordinary resolution thereof
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot and issue Shares up to 20% of the total number of issued Shares as at the date of passing ordinary resolution thereof
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent

* *for identification purposes only*

LETTER FROM THE BOARD



中遠海運國際(香港)有限公司

COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 00517)

Executive Directors:

Mr. Zhu Changyu

(Chairman and Managing Director)

Ms. Meng Xin

Non-executive Director:

Mr. Chen Dong

Independent Non-executive Directors:

Mr. Tsui Yiu Wa, Alec

Mr. Jiang, Simon X.

Mr. Kwong Che Keung, Gordon

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head Office and

Principal Place of Business:

47th Floor, COSCO Tower

183 Queen's Road Central

Hong Kong

26 April 2024

To the Shareholder(s)

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES PROPOSALS
PROPOSED ADOPTION OF NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions and special resolution to be proposed at the AGM. These include (a) ordinary resolutions (i) to re-elect Directors who are due to retire from the Board at the AGM; and (ii) to grant the Directors general mandates to issue and repurchase the Shares; and (b) a special resolution to adopt the New Bye-laws.

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2. RE-ELECTION OF DIRECTORS

The Board currently comprises six Directors, namely Mr. Zhu Changyu (Chairman and Managing Director), Mr. Chen Dong, Ms. Meng Xin, Mr. Tsui Yiu Wa, Alec, Mr. Jiang, Simon X. and Mr. Kwong Che Keung, Gordon. In accordance with the bye-law 99 of the Bye-laws, every Director shall be subject to retirement by rotation at least once every three years and a retiring Director shall be eligible for re-election at such annual general meeting of the Company.

In relation to the ordinary resolution no. 3. set out in the AGM Notice, Mr. Chen Dong and Mr. Jiang, Simon X. will retire as Directors from the Board at the AGM, and being eligible and offer for re-election in accordance with the bye-law 99 of the Bye-laws. The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, and the independence of all independent non-executive Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the principles and criteria set out in the Company's board diversity policy, director appointment policy and the Company's corporate strategy. Notwithstanding that Mr. Jiang, Simon X., has been Independent Non-executive Director of the Company for more than nine years, he meets the independence guidelines as set out in the Listing Rules. The Company was of the view that Mr. Jiang, Simon X. remains independent. The independence of each of Independent Non-executive Directors is judged against the ability, integrity and willingness of the director to act. Each of the Independent Non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. In addition, based on the annual confirmation by Mr. Jiang, Simon X., the Board considers that he continues to satisfy the independence criteria under the Listing Rules, as well as his objectivity and independent frame of mind exhibited throughout his tenure and the Company believes that he will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee of the Company has recommended to the Board on re-election of all the retiring Directors at the AGM including the aforesaid retiring Independent Non-executive Director.

Accordingly, the Board would like to seek approval from the Shareholders for the re-election of Mr. Chen Dong as Non-executive Director and Mr. Jiang, Simon X. as Independent Non-executive Director. Details of the retiring Directors offered themselves for re-election at the AGM are set out in the Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

At the AGM, the ordinary resolution no. 5.B. will be proposed to grant to the Directors the Share Issue Mandate. In addition, the ordinary resolution no. 5.C. will be proposed to authorise an extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

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As at the Latest Practicable Date, the total number of issued Shares is 1,465,971,429. Subject to the passing of the ordinary resolution no. 5.B. set out in the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed to allot, issue and deal with a maximum of 293,194,285 Shares, representing not more than 20% of the total number of issued Shares as at the Latest Practicable Date.

The Share Issue Mandate and the extension of the Share Issue Mandate shall be exercisable during the period from the date of passing the ordinary resolution nos. 5.B. and 5.C. until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the date on which the authority set out in the said ordinary resolution(s) is revoked or varied by an ordinary resolution or ordinary resolutions of the Shareholders in general meeting.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the AGM Notice.

4. GENERAL MANDATE TO REPURCHASE SHARES

Ordinary resolution no. 5.A. will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the AGM Notice. The Shares may be repurchased pursuant to the Repurchase Mandate up to 10% of the total number of issued Shares as at the date of passing the ordinary resolution no. 5.A.. The Repurchase Mandate shall be exercisable during the period from the date of passing the said ordinary resolution until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the date on which the authority set out in the said ordinary resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Share Repurchase Rules, containing all relevant information relating to the Repurchase Mandate, is set out in Appendix II to this circular. The information in the explanatory statement provides information reasonably necessary to enable the Shareholders to make an informed decision in relation to the ordinary resolution no. 5.A..

5. PROPOSED ADOPTION OF NEW BYE-LAWS

The Board proposes that certain amendments (the “**Proposed Amendments**”) be made to the existing Bye-laws to bring the existing Bye-laws in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications and to make other housekeeping amendments. Accordingly, the Board proposes to adopt the New Bye-laws incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing Bye-laws.

LETTER FROM THE BOARD

The major areas of the Proposed Amendments are summarised as follows:

- (1) to remove references to any consent, election or agreement from or by Shareholders which may be required for the delivery or service of notices or documents to Shareholders electronically;
- (2) to revise the provisions relating to service and deemed service of notices and documents to, among other things, expressly provide that subject to compliance with the Listing Rules, any notice or document (including any corporate communication and actionable corporate communication within the meaning of the Listing Rules) from the Company may be given or issued electronically (such as by sending it to the Shareholder's electronic address as may be provided or by publishing it on the websites of the Company or the Stock Exchange) without any need for consent or notification (such as any notice of publication); and
- (3) to make consequential and other housekeeping amendments.

Details of the Proposed Amendments brought about by the adoption of the New Bye-laws are set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules. The legal advisers to the Company as to Bermuda laws have confirmed that the Proposed Amendments do not contravene the applicable laws of the Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a Bermuda company listed on the Stock Exchange.

The proposed adoption of the New Bye-laws incorporating the Proposed Amendments is subject to the approval of the Shareholders by way of special resolution at the AGM.

6. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 23 to 27 of this circular.

For the purpose of ascertaining shareholders' right to attend and vote at the AGM, the register of members of the Company will be closed from 28 May 2024 to 31 May 2024, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 27 May 2024.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share

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registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of the Repurchase Mandate, the Share Issue Mandate and its extension, and the adoption of the New Bye-laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant ordinary resolutions and the relevant special resolution at the AGM.

8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at the general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. In compliance with the Listing Rules and pursuant to the Bye-laws, the votes at the AGM will be taken by poll, the results of which will be announced after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

On behalf of the Board
COSCO SHIPPING International (Hong Kong) Co., Ltd.
Zhu Changyu
Chairman and Managing Director

This appendix serves as an explanatory statement giving particulars of the retiring Directors for re-election at the AGM are set out below:

1. Mr. Chen Dong

aged 49, has been the Non-executive Director since January 2018 and is member of Risk Management Committee of the Company. He is also general manager of Finance and Accounting Division of 中國遠洋海運集團有限公司 (China COSCO Shipping Corporation Limited), director of COSCO SHIPPING (Hong Kong) Co., Limited (direct controlling shareholder) and non-executive director of COSCO SHIPPING Ports Limited (listed in Hong Kong) and China Merchants Bank Co., Ltd. (listed in Shanghai and Hong Kong), and director of COSCO SHIPPING Specialized Carriers Co., Ltd. (listed in Shanghai) and COSCO SHIPPING Bulk Co., Ltd.. Mr. Chen was the deputy head of Risk Control Section under the Planning and Finance Department, the deputy head of the Finance Section under Planning and Finance Department and senior manager of the Finance and Taxation Management Office, the assistant to the general manager of the Finance Department and the deputy general manager of the Finance Department of 中國海運(集團)總公司 (China Shipping (Group) Company). He was the non-executive director of COSCO SHIPPING Development Co., Ltd. (listed in Shanghai and Hong Kong) and non-executive director of COSCO SHIPPING Holdings Co., Ltd. (listed in Shanghai and Hong Kong). Mr. Chen has over 20 years of working experience in shipping enterprises and has extensive experience in risks control, taxation management and finance. Mr. Chen obtained a Master's degree in Economics from Shanghai University of Finance and Economics and is a senior accountant. Save as disclosed above, Mr. Chen has not held any directorship in other listed public companies whether in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

Save as disclosed above, Mr. Chen does not hold any other positions in the Company and its subsidiaries and does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Chen has entered into a letter of appointment with the Company on 31 May 2022 for a term commencing from 31 May 2022 to the conclusion of the 2024 annual general meeting of the Company. The letter of appointment is subject to termination by either party giving one month's prior notice in writing or such other shorter notice period as may be agreed by both parties.

Mr. Chen has not received any director's emoluments from the Company for the financial year ended 31 December 2023.

As at the Latest Practicable Date, Mr. Chen does not have and is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen 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 paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

2. Mr. Jiang, Simon X.

aged 70, has been the Independent Non-executive Director of the Company since April 2007 and is chairman of Remuneration Committee, member of Audit Committee, Nomination Committee and Corporate Governance Committee of the Company. He is an independent non-executive director of PetroChina Company Limited (listed in Hong Kong, Shanghai and New York) and chairman of Cyber City International Limited. Mr. Jiang is also a director of China Foundation for Disabled Persons and a senior associate at the Judge Business School of Cambridge University of England. Mr. Jiang received his Bachelor's degree from Beijing Foreign Studies University, Master's degree from Australian National University and Doctorate's degree in Economics from Cambridge University of England. Mr. Jiang was the deputy chief of United Nations Joint Staff Pension Fund Investment Management Service, a trustee of Cambridge China Development Trust and a member of the 11th and 12th Sessions of the National Committee of the Chinese People's Political Consultative Conference and a member of the United Nations Investments Committee. He has extensive experience in fund management. Save as disclosed above, Mr. Jiang has not held any directorship in other listed public companies, whether in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

Save as disclosed above, Mr. Jiang does not hold any other positions in the Company and its subsidiaries and does not have any other relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Jiang has entered into a letter of appointment with the Company on 31 May 2022 for a term commencing from 31 May 2022 to the conclusion of the 2024 annual general meeting of the Company. The letter of appointment is subject to termination by either party giving one month's prior notice in writing or such other shorter notice period as may be agreed by both parties.

The emolument received by Mr. Jiang from the Company was his director's fee of HK\$320,000 for the financial year ended 31 December 2023. The level of his emolument was determined on the basis of his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Jiang does not have and is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Jiang 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 paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules and the Share Repurchase Rules to provide the requisite information to Shareholders for their consideration of the granting of the Repurchase Mandate. For the purpose of this appendix, the term “shares” shall be as defined in the Takeovers Code to mean shares of all classes and securities which carry a right to subscribe or purchase shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,465,971,429 Shares.

Subject to the passing of the ordinary resolutions to approve the Repurchase Mandate and Share Issue Mandate, and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Company would be allowed (i) under the Repurchase Mandate to repurchase a maximum of 146,597,142 Shares, representing not more than 10% of the total number of issued Shares as at the Latest Practicable Date; and (ii) under the Share Issue Mandate to allot and issue a maximum of 293,194,285 Shares, representing not more than 20% of the total number of issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium (if any) payable on a repurchase may only be paid out of either the funds of the company that would otherwise be available for dividend or distribution or out of the company’s share premium account before the shares are repurchased.

There might be an adverse material impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2023 as contained in the Company's annual report 2023 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have an adverse material effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest traded prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	2.53	2.46
May	2.75	2.49
June	2.67	2.45
July	3.32	2.54
August	3.51	3.05
September	3.45	2.90
October	3.37	2.92
November	3.09	2.70
December	3.13	2.81
2024		
January	3.44	3.04
February	3.65	3.25
March	3.78	3.34
April (up to the Latest Practicable Date)	3.70	3.32

5. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. DIRECTORS' STATEMENT

The Directors will exercise the powers of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Bermuda, the memorandum of association of the Company and the Bye-laws.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of share repurchase(s) made pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, COSCO SHIPPING through its indirect wholly-owned subsidiary, COSCO SHIPPING (Hong Kong) Co., Limited held 1,051,183,486 Shares, representing approximately 71.70% of the total number of issued Shares. In the event that the Repurchase Mandate is exercised in full and on basis that no further Shares are issued, the number of Shares held by COSCO SHIPPING through its indirect wholly-owned subsidiary, COSCO SHIPPING (Hong Kong) Co., Limited would be increased to approximately 79.67% of the total number of Shares in issue. In the opinion of the Directors, such increase will not give rise to a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

The Listing Rules prohibit a company from making any repurchase on the Stock Exchange if the repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued shares of that company in public hands. In any event, the Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

The Directors confirm that neither this explanatory statement nor the proposed repurchase has any unusual features.

No core connected persons have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The following are the proposed amendments to the existing Bye-laws brought about by the adoption of the New Bye-laws.

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
1.	<p>The marginal notes to these Bye-laws shall not be deemed to be part of these Bye-laws and shall not affect their interpretation and in the interpretation of these Bye-laws, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p>“Company’s website” shall mean the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders at the time the Company seeks the relevant shareholder’s consent for the purposes of Bye-law 167(B) or, as subsequently amended by notice given to the shareholders in accordance with Bye-law 167.</p> <p>...</p> <p><u>“Designated Stock Exchange” means a stock exchange which is an appointed stock exchange for the purposes of the Companies Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.</u></p> <p>...</p> <p>“Listing Rules” shall mean the <u>rules and regulations of the Designated Stock Exchange</u>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p> <p>...</p> <p><u>“Notice” or “notice” shall mean written notice unless otherwise specifically stated and as further defined in these Bye-laws.</u></p> <p>...</p>

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form, and including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment or is placed on the Company’s website and, in each case, the shareholder concerned (where the relevant provision of these Bye laws require the delivery or service of any document or notice on him in his capacity as shareholder) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of the relevant document or notice and the shareholder’s election comply with all applicable laws and regulations and the requirements of the stock exchange of the Relevant Territory.</p> <p>...</p> <p><u>To the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 or Section 2AA of the Companies Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the members to vary the provisions of the Electronic Transactions Act and/or to override the requirement of Section 2AA of the Companies Act, as applicable.</u></p>
14.	(C) The principal register and branch register of members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by members without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the principal register is kept in accordance with the <u>Companies Act</u> or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office. ...
82.	The instrument appointing a proxy <u>shall be in such form as the Board may determine and in the absence of such determination,</u> shall be in writing under the hand of signed by the appointor or of his attorney duly authorised in writing or, or, if the appointor is a corporation, either under <u>its seal</u> or under the hand of signed by an officer or, attorney <u>duly or other person authorised to sign the same.</u> In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
162.	<p>...</p> <p>(C) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 162(B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes and instead of such copies, a copy of a summary financial report in the form and containing the contents as required by the applicable Statutes shall be sent by the Company in accordance with the provisions of the applicable Statutes to a person who has been offered and agreed, in accordance with the provisions of the applicable Statutes, rules and regulations, to be sent a copy of such summary financial report.</p> <p>(D) The requirement to send to a person referred to in Bye-law 162(B) the documents referred to in that provision or a summary financial report in accordance with Bye-law 162(C) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the stock exchange in the Relevant Territory, the Company publishes copies of the documents referred to in Bye-law 162(B) and, if applicable, a summary financial report complying with Bye-law 162(C), <u>in any manner permitted by these Bye-laws, including on the Company's website</u> or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
167.	<p>(A) Subject to Bye law 167(B), any notice or document to be given or issued under these Bye laws shall be in writing, and may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in the Newspapers or displaying the relevant notice conspicuously at the Registered Office and the Head Office. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Subject to due compliance with the Statutes, all other applicable statutes, rules and regulations, any notice or document may be given to a shareholder in the English language or the Chinese language.</p> <p>(B) Subject to due compliance with the rules of the stock exchange in the Relevant Territory, and to obtaining all necessary consents, if any, required and such consents being in full force and effect, any notice or document (including any document or notice issued or to be issued by the Company for the information and/or action of holders of any of its securities and whether or not given or issued under these Bye laws) may also be served by the Company on any shareholder or holder of other securities of the Company by electronic means:</p> <p>(i) at his electronic address or website as appearing in the register (if any); or</p> <p>(ii) at any other electronic address or website supplied by him to the Company for the purpose of such transmission; or</p> <p>(iii) by placing it on the Company's website provided that where the relevant documents are the Company's directors' report, annual financial statements, auditors' report, interim report (and where applicable, a summary interim report) and, where Bye law 162(C) applies, a summary financial statement, any service of such documents by placing on the Company's website shall also be accompanied by a notice of the publication ("notice of publication") of such documents on the Company's website given to the shareholder concerned in the manner referred to in Bye law 167(A) or in any other manner agreed between the shareholder concerned and the Company;</p>

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>provided that (aa) in the case of joint holders of share, any consent required from the shareholder concerned for the purposes of this Bye law 167(B) shall be given by that one of the joint holders who is entitled to receive notice pursuant to Bye law 167(A); and (bb) the Company may, for the purposes of this Bye law 167(B), propose to its shareholders any one or more or all of the above means of electronic communication.</p> <p>(A) <u>Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</u></p> <p>(i) <u>by serving it personally on the relevant person;</u></p> <p>(ii) <u>by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;</u></p> <p>(iii) <u>by delivering or leaving it at such address as aforesaid;</u></p> <p>(iv) <u>by placing an advertisement in appointed newspapers or other publication or where applicable, in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</u></p> <p>(v) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 167(3) without the need for any consent or notification;</u></p> <p>(vi) <u>by publishing it on the Company’s website or the website of the Designated Stock Exchange without the need for any consent or notification; or</u></p> <p>(vii) <u>by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p>

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>(B) <u>In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p>(C) <u>Every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.</u></p> <p>(D) <u>Subject to any applicable laws, rules and regulations and the provisions of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 162 and 167 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.</u></p>
168.	<p>(A) Any member whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the member is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.</p>

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>(B) Any shareholder who fails (and, where a share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Bye law 167(B)) or a correct registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Bye law 167(B)) to the Company for service of notices and documents on him shall not (and where a share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Bye law 167(B)) shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Directors in their absolute discretion so elect (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Directors see fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such shareholder which notice shall state the address within the Relevant Territory at which he may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company’s website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or document. Any notice or document served in the manner so described shall be sufficient service as regards shareholders with no registered or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Bye-law 167(B)) or incorrect addresses, provided that nothing in this paragraph (B) shall be construed as requiring the Company to serve any notice or document on any shareholder with no or an incorrect registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Bye law 167(B)) for the service of notice or document on him or on any shareholder other than the first named on the register.</p>

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>(C) If on three consecutive occasions notices or other documents have been sent through the post to any shareholder (or, in the case of joint holders of shares, the first holder named on the register) at his registered address or by electronic means to his electronic address or website (in the event that the shareholder concerned has elected for service of any notice or document at this electronic address or website pursuant to Bye law 167(B)) but have been returned undelivered, such shareholder (and, in the case of joint holders of a share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Directors may elect otherwise pursuant to paragraph (B) of this Bye law) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Bye law 167(B)) for the service of notices on him.</p> <p>(D) Notwithstanding any election by a shareholder, if the Company is advised that the sending of any notice or other document to any electronic address supplied by a shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the shareholder located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the shareholder concerned, place the same on the Company's website, and any such placement shall be deemed effective service on the shareholder, and the relevant notice and document shall be deemed to be served on the shareholder on which the same is first placed on the Company's website.</p> <p>(E) Notwithstanding any election by a shareholder from time to time to receive any notice or document through electronic means, such shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof a printed copy of any notice or document which he, in his capacity as shareholder, is entitled to receive.</p>

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p data-bbox="376 310 756 338"><u>Any Notice or other document:</u></p> <p data-bbox="376 391 1394 778">(a) <u>if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</u></p> <p data-bbox="376 832 1394 900">(b) <u>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;</u></p> <p data-bbox="376 953 1394 1178">(c) <u>if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p> <p data-bbox="376 1232 1394 1540">(d) <u>if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and</u></p> <p data-bbox="376 1593 1394 1700">(e) <u>if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>

Bye-law No.	Proposed Amendments (showing changes to the existing Bye-laws)
169.	<p>(A) Any notice or document sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing notice or document was properly prepaid (and in the case of an address outside the Relevant Territory where airmail service is available, airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Directors that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.</p> <p>(B) A notice served by advertisement in the Newspapers shall be deemed to have been served on the day on which the notice is first published.</p> <p>(C) Any notice or document sent by electronic transmission shall be deemed to have been served on the day on which the notice is sent.</p> <p>(D) Any notice or document placed on the Company's website is deemed given by the Company to a shareholder on the day the notice or document is placed on the Company's website except where the document is the Company's directors' report, annual financial statements or auditors' report and, where applicable, summary financial statement, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the shareholder.</p> <p>(E) A notice served by display of the same at the Registered Office and Head Office shall be deemed to have been served 24 hours after the notice was first so displayed.</p> <p>(F) Any notice or document served pursuant to Bye law 168(B) shall be deemed duly served 24 hours after the relevant notice was first displayed. [intentionally deleted]</p>
173.	The signature to any notice <u>Notice or document</u> to be given by the Company may be written, or printed <u>or in electronic form.</u>

NOTICE OF ANNUAL GENERAL MEETING



中遠海運國際(香港)有限公司

COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 00517)

NOTICE IS HEREBY GIVEN that the annual general meeting of COSCO SHIPPING International (Hong Kong) Co., Ltd. (the “**Company**”) will be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Friday, 31 May 2024 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements for the year ended 31 December 2023 together with the directors’ report and the independent auditor’s report thereon.
2. To declare final dividend for the year ended 31 December 2023.
3.
 - (a) To re-elect Mr. Chen Dong as a director of the Company.
 - (b) To re-elect Mr. Jiang, Simon X. as a director of the Company.
 - (c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor of the Company.
5. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:
 - A. “**THAT:**
 - (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.1 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution), and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT:

(i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;

(iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a

NOTICE OF ANNUAL GENERAL MEETING

Rights Issue (as hereinafter defined); or (b) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (c) any issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (d) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of the shares of the Company in issue at the date of the passing of this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution) and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares, or any class of shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** subject to the passing of ordinary resolution nos. 5.A. and 5.B. set out in the notice of annual general meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution no. 5.B. set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5.A. set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of the ordinary resolution no. 5.A. (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution).”
6. As special business, to consider and, if though fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** the new bye-laws of the Company (the “**New Bye-laws**”), a copy of which has been produced to this meeting marked “A” and for identification purposes signed by the Chairman of this meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

By Order of the Board
COSCO SHIPPING International (Hong Kong) Co., Ltd.
Chiu Shui Suet
Company Secretary

Hong Kong, 26 April 2024

Notes:

1. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.

NOTICE OF ANNUAL GENERAL MEETING

3. For the purpose of ascertaining shareholders' right to attend and vote at the meeting, the register of members of the Company will be closed from 28 May 2024 to 31 May 2024, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 27 May 2024.
4. For the purpose of ascertaining shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from 11 June 2024 to 14 June 2024, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 7 June 2024.
5. Where there are joint holders of any share of 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 was solely entitled thereto, but if more than one of such joint holders be present at the meeting in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. Details of the retiring directors be re-elected under resolution no. 3., an explanatory statement in connection with the proposed repurchase mandate under resolution no. 5.A. and the details of the amendments to the existing Bye-laws incorporated in the New Bye-laws to be adopted under resolution no. 6. as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited are set out in the circular to the shareholders of the Company dated 26 April 2024.
7. The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
8. As at the date of this notice, the board of directors of the Company comprises six directors with Mr. Zhu Changyu¹ (Chairman and Managing Director), Mr. Chen Dong², Ms. Meng Xin¹, Mr. Tsui Yiu Wa, Alec³, Mr. Jiang, Simon X.³ and Mr. Kwong Che Keung, Gordon³.

¹ *Executive Director*

² *Non-executive Director*

³ *Independent Non-executive Director*