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中遠海運發展股份有限公司

COSCO SHIPPING Development Co., Ltd.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02866)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of COSCO SHIPPING Development Co., Ltd. (the “**Company**”) will be held at 1:30 p.m. on Thursday, 5 March 2020 (or at any adjournment thereof) at Level 3, Ocean Hotel Shanghai, 1171 Dong Da Ming Road, Hong Kou District, Shanghai, the PRC to consider and, if thought fit, pass the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 17 February 2020 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to the proposed adoption of the Revised Share Option Incentive Scheme, the details of which are set out in the Circular:
 - (a) purpose and principles of the Revised Share Option Incentive Scheme;
 - (b) management institution of the Revised Share Option Incentive Scheme;
 - (c) basis of determining the Participants and the scope of the Participants;
 - (d) source, number and allocation of Shares under the Revised Share Option Incentive Scheme;
 - (e) Validity Period, Date of Grant, Vesting Period, exercise date, exercise period and lock-up provisions;
 - (f) exercise price and gains of the Share Options;

- (g) Conditions of Grant and Conditions of Exercise;
 - (h) methods and procedures for adjustments to the number and the exercise price of the Share Options;
 - (i) accounting treatment of the Revised Share Option Incentive Scheme and impact on the operating results of the Company;
 - (j) procedures for implementation of the Revised Share Option Incentive Scheme, grant of Share Options and exercise of Share Options by the Participants;
 - (k) rights and obligations of the Company and the Participants;
 - (l) handling of special circumstances under the Revised Share Option Incentive Scheme;
 - (m) management, amendments and termination of the Revised Share Option Incentive Scheme; and
 - (n) disclosure in relation to the implementation of the Revised Share Option Incentive Scheme.
2. To consider and approve the resolution in relation to the proposed adoption of the Management Measures.
 3. To consider and approve the resolution in relation to the proposed adoption of the Appraisal Measures.
 4. To consider and approve the resolution in relation to the authorisation to the Board and/or its authorised persons to be responsible for the implementation and management of the Revised Share Option Incentive Scheme (including but not limited to the allotment and issue of up to 8,847,445 new A Shares upon the exercise of the Share Options granted under the Revised Share Option Incentive Scheme), the details of which are set out in the Circular.

By order of the Board
COSCO SHIPPING Development Co., Ltd.
Yu Zhen
Company Secretary

Shanghai, People's Republic of China
17 February 2020

Notes:

1. For the purpose of holding the EGM, the register of H Shares members of the Company (the “**Register of Members**”) will be closed from 2 March 2020 to 5 March 2020 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. Holders of the Company’s H Shares (the “**H Shareholders**”) whose names appear on the Register of Members at the close of business on 28 February 2020 are entitled to attend and vote at the EGM.
2. In order to attend and vote at the EGM, the H Shareholders shall lodge all transfer documents together with the relevant share certificates to Computershare Hong Kong Investor Services Limited (“**Computershare**”), the Company’s H Share registrar, not later than 4:30 p.m. on 28 February 2020.

The address of Computershare is as follows:

Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

3. Each H Shareholder who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his/her behalf at the EGM.
4. Pursuant to the Administrative Measures, an independent non-executive director of a company listed on the Shanghai Stock Exchange shall solicit voting rights from all shareholders of the company in the event of the proposed adoption of a share option incentive scheme by such company. The solicitation is intended to provide shareholders of such listed company with an alternative approach to participate in general meetings, so as to encourage them to vote on the resolutions in respect of the adoption of a share option incentive scheme.

Pursuant to the Administrative Measures and the authorisation of other independent non-executive Directors, Mr. Lu Jianzhong, an independent non-executive Director, has issued the Form of Proxy of INED to solicit voting rights from the Shareholders on the resolutions in relation to (i) the proposed adoption of the Revised Share Option Incentive Scheme; (ii) the proposed adoption of the Management Measures; (iii) the proposed adoption of the Appraisal Measures; and (iv) the authorisation to the Board in relation to the Revised Share Option Incentive Scheme to be proposed at the EGM. For further details of the Form of Proxy of INED, please refer to the overseas regulatory announcement of the Company in relation to the public solicitation of voting rights by the independent non-executive Directors dated 17 February 2020.

If you wish to appoint persons other than Mr. Lu Jianzhong as your proxy to vote for you and on your behalf on all resolutions at the EGM, you may complete and return the Form of Proxy of EGM only and disregard the Form of Proxy of INED. **Please note that if you have completed and returned both the Form of Proxy of EGM and the Form of Proxy of INED for the EGM, but have given inconsistent voting instructions on the resolutions concerned between the Form of Proxy of EGM and the Form of Proxy of INED for the EGM, your voting instructions given in the Form of Proxy of INED for the EGM will be counted as your vote for or against the resolutions at the EGM.**

5. The Form of Proxy of EGM or the Form of Proxy of INED must be signed by the Shareholder or his/her attorney duly authorised in writing or, in the case of a legal person, must either be executed under its common seal or under the hand of a legal representative or other attorney duly authorised to sign the same. If the Form of Proxy of EGM or the Form of Proxy of INED is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.
6. To be valid, for H Shareholders, the Form of Proxy of EGM or the Form of Proxy of INED, and if the Form of Proxy of EGM or the Form of Proxy of INED is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to Computershare at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

7. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identity card and the Form of Proxy of EGM or the Form of Proxy of INED signed by the Shareholder or his/her legal representative or his/her duly authorised attorney, and specify the date of its issuance. If a legal person Shareholder appoints its corporate representative to attend the EGM, 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. The Form(s) of Proxy of EGM or the Form(s) of Proxy of INED duly signed and submitted by HKSCC Nominees Limited are deemed to be valid, and it is not necessary for the proxy(ies) appointed by HKSCC Nominees Limited to produce the signed Form(s) of Proxy of EGM or the Form(s) of Proxy of INED when the proxy(ies) attend(s) the EGM. Completion and return of the Form of Proxy of EGM or the Form of Proxy of INED will not preclude a Shareholder from attending in person and voting at the EGM or any adjournment thereof should he/she so wish.
8. Pursuant to the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll except where the chairman of the meeting, 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. As such, the resolutions set out in the notice of the EGM will be voted on by poll. Results of the poll voting will be published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk after the EGM.
9. Where there are joint registered holders of any share of the Company, only the person whose name stands first on the Register of Members in respect of such share may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto.
10. The EGM is estimated to last for half a day. Shareholders who attend the EGM in person or by proxy shall bear their own transportation and accommodation expenses.

The Board as at the date of this notice comprises Mr. Wang Daxiong, Mr. Liu Chong and Mr. Xu Hui, being executive Directors, Mr. Feng Boming, Mr. Huang Jian and Mr. Liang Yanfeng, being non-executive Directors, and Mr. Cai Hongping, Ms. Hai Chi Yuet, Mr. Graeme Jack, Mr. Lu Jianzhong and Ms. Zhang Weihua, being independent non-executive Directors.

- * *The Company is a registered non-Hong Kong company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and it is registered under its Chinese name and under the English name "COSCO SHIPPING Development Co., Ltd."*