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

If you have sold or transferred all your shares in COSCO SHIPPING Development Co., Ltd., you should at once hand this circular and the Revised Form of Proxy to the purchaser or the transferee or to licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
(2) SUPPLEMENTAL NOTICE OF AGM**

Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 8 of this circular.

The Original Notice of AGM convening the AGM to be held at 1:30 p.m. on Thursday, 30 June 2022 at Holiday Inn Shanghai Jinxiu, 399 Jin Zun Road, Pudong New Area, Shanghai, the PRC was despatched to the Shareholders on 9 June 2022. The Supplemental Notice of AGM, which contains, among others, additional resolution in relation to the Proposed Appointment to be proposed at the AGM, is set out on pages SAGM-1 to SAGM-2 of this circular.

* *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."*

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DEFINITIONS

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

“A Share(s)”	the domestic share(s) in the ordinary share capital of the Company with a par value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“AGM”	the forthcoming annual general meeting of the Company to be convened at 1:30 p.m. on Thursday, 30 June 2022 at Holiday Inn Shanghai Jinxiu, 399 Jin Zun Road, Pudong New Area, Shanghai, the People’s Republic of China (or any adjournment thereof)
“Announcement”	the announcement of the Company dated 16 June 2022 in relation to, among other things, the Proposed Appointment
“Articles of Association”	the articles of association of the Company, as amended and adopted from time to time
“Board”	the board of directors of the Company
“Company”	COSCO SHIPPING Development Co., Ltd.* (中遠海運發展股份有限公司), a joint stock limited company established in the PRC, the H shares and A shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 2866) and the Shanghai Stock Exchange (Stock Code: 601866), respectively
“Computershare”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign shares in the ordinary share capital of the Company with a par value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	16 June 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Mr. Zhang”	Mr. Zhang Mingwen (張銘文)
“Nomination Committee”	the nomination committee of the Company
“Original Form of Proxy”	the form of proxy of the Company in respect of the resolutions set out in the Original Notice of AGM, which was despatched to the Shareholders on 9 June 2022
“Original Notice of AGM”	the notice of the AMG dated 9 June 2022, which was despatched to the Shareholders on 9 June 2022
“PRC”	the People’s Republic of China which for the purposes of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Appointment”	the proposed appointment of Mr. Zhang as an executive Director
“Register of Members”	the register of H Shares members of the Company
“Revised Form of Proxy”	the revised form of proxy of the Company in respect of the resolutions set out in the Original Notice of AGM and the Supplemental Notice of AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	A Share(s) and H Share(s)

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Supplemental Notice of AGM”	the supplemental notice of the AGM dated 20 June 2022, which is set out on pages SAGM-1 to SAGM-2 of this circular
“%”	per cent
*	<i>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.”.</i>

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Liu Chong

Non-executive Directors:

Mr. Huang Jian

Mr. Liang Yanfeng

Mr. Ip Sing Chi

Independent Non-executive Directors:

Mr. Cai Hongping

Mr. Lu Jianzhong

Ms. Zhang Weihua

Mr. Shao Ruiqing

Legal address in the PRC:

Room A – 538

International Trade Center

China (Shanghai) Pilot Free Trade Zone

Shanghai

The PRC

Principal place of business in the PRC:

5299 Binjiang Dadao

Pudong New District

Shanghai

The PRC

Principal place of business in Hong Kong:

50/F, COSCO Tower

183 Queen's Road Central

Hong Kong

20 June 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
(2) SUPPLEMENTAL NOTICE OF AGM**

I. INTRODUCTION

Reference is made to (i) the Announcement; (ii) the circular of the Company dated 9 June 2022; and (iii) the Original Notice of AGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, information relating to the resolution to be proposed at the AGM regarding the Proposed Appointment to enable you to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

II. PROPOSED APPOINTMENT OF MR. ZHANG MINGWEN AS AN EXECUTIVE DIRECTOR

As disclosed in the Announcement, the Board proposed to appoint Mr. Zhang as an executive Director. According to the Articles of Association, the Proposed Appointment is subject to the approval by the Shareholders at a general meeting of the Company. The ordinary resolution in relation to the Proposed Appointment will be proposed at the AGM.

The biographical details of Mr. Zhang are set out below:

Mr. Zhang Mingwen, aged 44, the general manager of the Company, has more than 20 years of working experience in the shipping industry and has extensive experience in areas including finance and capital management, shipping finance and capital operation. Mr. Zhang previously served as the deputy section chief and vice director of the capital centre of the planning and finance department of China Shipping (Group) Company (currently known as China Shipping Group Company Limited), the assistant general manager of the planning and finance department of China Shipping (Group) Company, the assistant general manager of the financial capital department of China Shipping (Group) Company, the deputy chief financial officer (副總會計師) and the chief financial officer (總會計師) of China Shipping Container Lines Company Limited, the chief financial officer (總會計師) of the Company and the chief financial officer (總會計師) of COSCO SHIPPING Holdings Co., Ltd. (a company listed on the Hong Kong Stock Exchange (stock code: 1919) and the Shanghai Stock Exchange (stock code: 601919)). Mr. Zhang also served as the chief financial officer of Orient Overseas (International) Limited (a company listed on the Hong Kong Stock Exchange (stock code: 0316)), and a director, the chief financial officer and member of the executive committee of Orient Overseas Container Line Ltd.

Mr. Zhang graduated from the Faculty of Finance of Shanghai University of Finance and Economics majoring in investment economics and from the Antai College of Economics & Management of Shanghai Jiao Tong University majoring in business administration, and obtained a bachelor's degree in economics and a master's degree in business administration. Mr. Zhang is a Chartered Financial Analyst (CFA) and a senior accountant.

Subject to the approval by the Shareholders of the Proposed Appointment at the AGM, Mr. Zhang will enter into a service contract with the Company for a term of service commencing on the date of his appointment until the end of the term of the current session of the Board. Pursuant to such proposed service contract, Mr. Zhang will not receive any remuneration from the Company as an executive Director.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) did not hold any other positions with other members of the Group.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the Proposed Appointment of Mr. Zhang and there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

In identifying suitable candidates for executive Director, the Nomination Committee shall consider candidates on merit against objective criteria and with due regard to the benefits of the diversity of the Board. The factors considered by the Nomination Committee in assessing the suitability of a proposed candidate include: (i) reputation for integrity; (ii) accomplishments, professional knowledge and industry experience which may be relevant to the Group; (iii) commitment to the business of the Group in respect of time, interest and attention; (iv) perspectives, skills and experience that the individual can contribute to the Board; (v) diversity in a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service; and (vi) Board succession planning considerations and long-term objectives of the Group.

The Nomination Committee also considers that Mr. Zhang can contribute to the diversity of the Board, in particular, with his diversified education background, professional experience in accounting, auditing and finance and diversified working experience in various companies.

III. THE AGM

The AGM will be held at 1:30 p.m. on Thursday, 30 June 2022 (or at any adjournment thereof) at Holiday Inn Shanghai Jinxiu, 399 Jin Zun Road, Pudong New Area, Shanghai, the PRC, for the Shareholders to consider and, if thought fit, approve the resolutions contained in the Original Notice of AGM and the aforesaid additional resolution in respect of the Proposed Appointment contained in the Supplemental Notice of AGM.

The Original Notice of AGM was despatched to the Shareholders on 9 June 2022. The Supplemental Notice of AGM, which contains the additional resolution in relation to the Proposed Appointment to be proposed at the AGM, is set out on pages SAGM-1 to SAGM-2 of this circular. The aforesaid resolution in respect of the Proposed Appointment contained in the Supplemental Notice of AGM will be proposed by way of ordinary resolution at the AGM to be approved by the Shareholders, and the voting in relation to such resolution will be conducted by way of poll.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions contained in the Original Notice of AGM and the Supplemental Notice of AGM to be proposed at the AGM, and therefore no Shareholder is required to abstain from voting at the AGM for such resolutions.

A Shareholder who has not yet lodged the Original Form of Proxy in accordance with the instructions printed thereon with Computershare is requested to complete and return the Revised Form of Proxy in accordance with the instructions printed thereon to Computershare not less than 24 hours before the time for holding the AGM or any adjournment thereof, if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Original Form of Proxy should not be lodged to Computershare.

A Shareholder who has already lodged the Original Form of Proxy in accordance with the instructions printed thereon with Computershare should note the following:

- (i) If no Revised Form of Proxy is lodged with Computershare, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy appointed under the Original Form of Proxy will be entitled to vote in his or her discretion or abstain from voting on any resolutions properly put to the AGM, other than those referred to in (a) the Original Notice of AGM and (b) the Original Form of Proxy, including the additional resolution in relation to the Proposed Appointment set out in the Supplemental Notice of AGM.
- (ii) If the Revised Form of Proxy is lodged with Computershare in accordance with the instructions printed thereon not less than 24 hours before the time for holding the AGM or any adjournment thereof, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously lodged by the Shareholder. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) If the Revised Form of Proxy is lodged after 24 hours before the time for holding the AGM or any adjournment thereof, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy appointed under the Original Form of Proxy will be entitled to vote in his or her discretion or abstain from voting on any resolutions properly put to the AGM, other than those referred to in (a) the Original Notice of AGM and (b) the Original Form of Proxy, including the additional resolution in relation to the Proposed Appointment set out in the Supplemental Notice of AGM.

Completion and return of Original Form of Proxy and/or the Revised Form of Proxy will not preclude a Shareholder from attending and voting in person at the AGM or at any adjourned meeting thereof should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

IV. RECOMMENDATION

The Board considers that the abovementioned resolution in respect of the Proposed Appointment is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution in respect of the Proposed Appointment to be proposed at the AGM.

By order of the Board
COSCO SHIPPING Development Co., Ltd.
Cai Lei
Joint Company Secretary

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SUPPLEMENTAL NOTICE OF AGM

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



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting dated 9 June 2022 (the “**Original Notice of AGM**”) which sets out the details of the annual general meeting (the “**AGM**”) of COSCO SHIPPING Development Co., Ltd. (the “**Company**”) for the year 2021 to be held at 1:30 p.m. on Thursday, 30 June 2022 (or at any adjournment thereof) at Holiday Inn Shanghai Jinxiu, 399 Jin Zun Road, Pudong New Area, Shanghai, the People's Republic of China, and the resolutions to be proposed at the AGM for the Shareholders' approval. Unless otherwise defined, capitalized terms used in this supplemental notice shall have the same meanings as those defined in the circulars of the Company dated 9 June 2022 and 20 June 2022, respectively (the “**Circulars**”).

The Company recently received the following ex tempore proposal from China Shipping Group Company Limited (being a controlling shareholder of the Company holding an aggregate of approximately 34.06% of the total share capital of the Company as at the date hereof) for consideration at the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held, as originally scheduled, to consider and, if thought fit, pass the following resolution as ordinary resolution of the Company, in addition to the resolutions set out in the Original Notice of AGM:

ORDINARY RESOLUTION

12. To consider and approve the resolution in relation to the appointment of Mr. Zhang Mingwen as an executive Director.

By order of the Board
COSCO SHIPPING Development Co., Ltd.
Cai Lei
Joint Company Secretary

Shanghai, the People's Republic of China
20 June 2022

SUPPLEMENTAL NOTICE OF AGM

Notes:

1. Save for the inclusion of the additional proposed resolution as set out in this supplemental notice of AGM, there are no other changes to the resolutions set out in the Original Notice of AGM. For details of the other resolutions to be considered at the AGM, closure of the register of H Shares members of the Company (the “**Register of Members**”), eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy, method of voting and other relevant matters, please refer to the Original Notice of AGM.
2. Since the Original Form of Proxy sent together with the Original Notice of AGM does not contain, among others, the additional proposed resolution no.12 in relation to the Proposed Appointment as set out in this supplemental notice of AGM, a revised form of proxy (the “**Revised Form of Proxy**”) has been prepared and is enclosed with this supplemental notice of AGM.
3. A Shareholder who has not yet lodged the Original Form of Proxy in accordance with the instructions printed thereon with Computershare, the Company’s H Share registrar, is requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon to Computershare not less than 24 hours before the time for holding the AGM or any adjournment thereof, if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Original Form of Proxy should not be lodged to Computershare.

The address of Computershare is as follows:

17M Floor
Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

4. A Shareholder who has already lodged the Original Form of Proxy in accordance with the instructions printed thereon with Computershare should note the following:
 - (i) If no Revised Form of Proxy is lodged with Computershare, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy appointed under the Original Form of Proxy will be entitled to vote in his or her discretion or abstain from voting on any resolutions properly put to the AGM, other than those referred to in (a) the Original Notice of AGM and (b) the Original Form of Proxy, including the additional resolution in relation to the Proposed Appointment set out in the Supplemental Notice of AGM.
 - (ii) If the Revised Form of Proxy is lodged with Computershare in accordance with the instructions printed thereon not less than 24 hours before the time for holding the AGM or any adjournment thereof, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously lodged by the Shareholder. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
 - (iii) If the Revised Form of Proxy is lodged after 24 hours before the time for holding the AGM or any adjournment thereof, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy appointed under the Original Form of Proxy will be entitled to vote in his or her discretion or abstain from voting on any resolutions properly put to the AGM, other than those referred to in (a) the Original Notice of AGM and (b) the Original Form of Proxy, including the additional resolution in relation to the Proposed Appointment set out in the Supplemental Notice of AGM.
5. Completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude a Shareholder from attending in person and voting at the AGM or any adjournment thereof should he/she so wish.

The Board as at the date of this notice comprises Mr. Liu Chong, being executive Director, Mr. Huang Jian, Mr. Liang Yanfeng and Mr. Ip Sing Chi, being non-executive Directors, and Mr. Cai Hongping, Mr. Lu Jianzhong, Ms. Zhang Weihua and Mr. Shao Ruiqing, being independent non-executive Directors.

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