



COSCO International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 0517)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of COSCO International Holdings Limited (the “Company”) will be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 19th October 2006, Thursday at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional share transfer agreement dated 22nd August 2006 (the “Agreement”), a copy of which is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, made between 中國遠洋運輸(集團)總公司 (China Ocean Shipping (Group) Company*) (“COSCO”) and 天津遠洋運輸公司 (Tianjin Ocean Shipping Company*) (“COSCO Tianjin”) as vendors and Dynamic Class Limited (a wholly-owned subsidiary of the Company) as purchaser whereby Dynamic Class Limited has agreed to purchase (i) 20% equity interest in Sino Ocean Real Estate Development Co., Ltd. (“SORED”) from COSCO at a consideration of RMB329,400,000; and (ii) 4% equity interest in SORED from COSCO Tianjin at a consideration of RMB65,880,000, upon the terms and subject to the conditions therein contained, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and
- (b) the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Agreement with such modifications or amendments (if any) as they may consider necessary or desirable and to make and agree such variations of a non-material nature in the terms of the Agreement as they may in their discretion consider to be desirable and in the interests of the Company.

By Order of the Board
COSCO International Holdings Limited
Liang Yanfeng
Managing Director

Hong Kong, 3rd October 2006

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business:
47th Floor, COSCO Tower
183 Queen’s Road Central
Hong Kong

** for identification purpose only*

Notes:

1. A member of the Company who is entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy, to attend and vote instead of him/her. A proxy need not be a member of the Company but must attend the meeting in person to represent him/her.
2. Whether or not a member of the Company intends to attend the SGM in person, he or she is urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Abacus Share Registrars Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM or on the poll concerned, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the SGM either personally or by proxy, in respect of such share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy then the one of such 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. As at the date of this announcement, the board of directors of the Company comprises fourteen directors of which Mr. Wei Jiafu (Chairman), Mr. Liu Guoyuan (Vice Chairman), Mr. Li Jianhong, Mr. Jia Lianjun, Mr. Wang Xiaoming, Mr. Liang Yanfeng (Managing Director), Mr. Meng Qinghui, Mr. Chen Xuewen, Mr. Lin Libing, Mr. Wang Xiaodong and Mr. Lin Wenjin are executive directors; and Mr. Chan Cheong Foon, Andrew, Mr. Kwong Che Keung, Gordon and Mr. Tsui Yiu Wa, Alec are independent non-executive directors.