



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 10:00 a.m. on 21 December 2006 at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT,**

- (a) the Agreement and the proposed Caps, each as defined and described in the circular of the Company dated 1 December 2006 (the “Circular”), a copy of the Agreement marked “A” together with a copy of the Circular marked “B” being tabled before the SGM and initialled by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Agreement.”

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

Hong Kong, 1 December 2006

Notes:

1. The ordinary resolution to be considered at the SGM will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. A member entitled to attend and vote at the SGM of the Company 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 may appoint more than one proxy. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. To be valid, the proxy 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 lodged 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 forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case maybe) and in default thereof the proxy form and such power or authority shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM convened or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. As at the date hereof, the Board comprises fourteen directors of which Messrs. Wei Jiayu (Chairman), Liu Guoyuan (Vice Chairman), Li Jianhong, Jia Lianjun, Wang Xiaoming, Liang Yanfeng (Managing Director), Meng Qinghui, Chen Xuewen, Lin Libing, Wang Xiaodong and Lin Wenjin are executive directors; and Messrs. Chan Cheong Foon, Andrew, Kwong Che Keung, Gordon and Tsui Yiu Wa, Alec are independent non-executive directors.