



# 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 of COSCO International Holdings Limited (the "Company") will be held at 49th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong on 21st July 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. (i) **"THAT** proposed annual caps in relation to the transactions contemplated under the technology transfer contracts between Shanghai COSCO Kansai Paint & Chemicals Co., Ltd. (上海中遠關西塗料化工有限公司) ("Shanghai Kansai"), Tianjin COSCO Kansai Paint & Chemicals Co., Ltd. (天津中遠關西塗料化工有限公司) ("Tianjin Kansai") (Shanghai Kansai and Tianjin Kansai collectively the "Kansai Companies") with Kansai Paint Co., Ltd. (日本關西塗料株式會社) ("Japan Kansai") in respect of the technology usage fee payable by the Kansai Companies to Japan Kansai (the "Technology Transfer Contracts") for each of the three financial years ended 31st December 2007 being RMB8,000,000 be and are hereby approved and the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Technology Transfer Contracts and the annual caps and the transactions thereby contemplated."

(ii) **"THAT:**

- (a) a conditional master purchase agreement dated 25th May 2005 entered into between the Kansai Companies and Japan Kansai in respect of the purchase of raw materials by the Kansai Companies from Japan Kansai, a copy of which marked "A" has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) a conditional master purchase agreement dated 31st March 2005 entered into between the Kansai Companies and NKM Coatings Co. Ltd. ("NKM") in respect of the purchase of the raw materials by the Kansai Companies from NKM, a copy of which marked "B" has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (a) and (b) collectively the "Purchase Agreements")
- (c) the proposed annual caps in relation to the transactions contemplated under the Purchase Agreements for each of the three financial years ended 31st December 2007 being RMB52,000,000 be and are hereby approved,

and the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Purchase Agreements and the annual caps and the transactions thereby contemplated."

(iii) **"THAT:**

- (a) a conditional master introduction agreement dated 25th May 2005 (the "Introduction Agreement") entered into between the Kansai Companies and NKM in respect of the commission payable by the Kansai Companies to NKM for the introduction of businesses, a copy of which marked "C" has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps in relation to the transactions contemplated under the Introduction Agreement for each of the three financial years ended 31st December 2007 being RMB9,000,000 be and are hereby approved,

and the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Introduction Agreement and the annual caps and the transactions thereby contemplated."

(iv) **"THAT:**

- (a) a conditional master sales agreement dated 25th May 2005 (the "Sales Agreement") entered into between the Kansai Companies and NKM in respect of the sale of container coatings and marine coatings to NKM, a copy of which marked "D" has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps in relation to the transactions contemplated under the Sales Agreement for the financial year ended 31st December 2005 being RMB10,000,000 be and are hereby approved,

and the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Sales Agreement and the annual caps and the transactions thereby contemplated."

2. **"THAT:**

- (a) a conditional master agreement dated 25th May 2005 (the "Master Agreement") entered into between the Kansai Companies and COSCO (Hong Kong) Group Limited ("COSCO Hong Kong") in respect of the sale of container coatings and marine coatings by the Kansai Companies to 中國遠洋運輸(集團)總公司 (China Ocean Shipping (Group) Company) and its subsidiaries ("COSCO Group") and the commission payable by the Kansai Companies to the COSCO Group for the introduction of businesses, a copy of which marked "E" has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps in relation to the sale of container coatings and marine coatings by the Kansai Companies to the COSCO Group as contemplated under the Master Agreement for each of the three financial years ended 31st December 2007 being RMB29,000,000 be and are hereby approved;
- (c) the proposed annual caps in relation to the commission payable by the Kansai Companies to the COSCO Group for the introduction of businesses as contemplated under the Master Agreement for each of the three financial years ended 31st December 2007 being RMB4,000,000 be and are hereby approved,

and the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Master Agreement and the annual caps and the transactions thereby contemplated."

By Order of the Board of  
**COSCO International Holdings Limited**  
WAI Ching Sum  
Company Secretary

Hong Kong, 15th June 2005

Registered Office:  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

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

Notes:

- The ordinary resolutions to be considered at the Special General Meeting will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
- A member of the Company entitled to attend and vote 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.
- A proxy form for use at the Special General Meeting is enclosed with the circular dated 15th June 2005 be despatched to the members of the Company.
- To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notationally certified copy thereof, must be lodged at the branch share registrar of the Company in Hong Kong, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the appointed time for holding the Special General Meeting or any adjournment thereof (as the case may be) and in default thereof the proxy form and such power or authority shall not be treated as valid.
- Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Special General Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.