



# COSCO International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 0517)

## NOTICE OF SECOND 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 10:30 a.m. (or so soon thereafter as the special general meeting of the Company to be convened on the same day and at the same place at 10:00 a.m. shall have been concluded or been adjourned) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

#### "THAT:

the agreement dated 30th May 2005 (the "Agreement") for the sale and purchase of the entire issued share capital of and loan to Modern Capital Investment Limited (the "Vendor") entered into between Monoland Assets Limited, a wholly-owned subsidiary of the Company and Wealthocean Investments Limited (the "Purchaser"), a wholly-owned subsidiary of COSCO (Hong Kong) Group Limited, 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 all the transactions contemplated thereunder and any other ancillary documents, be and are hereby approved, ratified and confirmed; and the directors of the Company be and are hereby authorised for and on behalf of the Company to make or agree to 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 and THAT the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to give effect to the Agreement and the implementation of all transactions contemplated thereunder."

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

Hong Kong, 21st 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:*

1. The ordinary resolution 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.
2. 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.
3. A proxy form for use at the Special General Meeting is enclosed with the circular dated 21st June 2005 to be despatched to the members of the Company.
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 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.
5. 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.