



## COSCO CORPORATION (SINGAPORE) LIMITED

(Incorporated in the Republic of Singapore)  
Company Registration No.: 196100159G

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, Meeting Room Nicoll 1, Level 3 on Thursday, 20 April 2017 at 3:00 p.m. for the purpose of transacting the following businesses:

#### ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To approve payment of Directors' Fees of S\$244,000 for the year ended 31 December 2016. (last year: S\$244,000) **(Resolution 2)**
3. To re-elect the following directors, on recommendation of the Nominating Committee and endorsement of the Board of Directors, who are retiring in accordance with Article 98 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
  - a. Dr Wang Kai Yuen (*See Explanatory Note 1*) **(Resolution 3)**
  - b. Mr Liang Yan Feng (*See Explanatory Note 2*) **(Resolution 4)**
4. To re-elect the following directors, on recommendation of the Nominating Committee and endorsement of the Board of Directors, who are retiring in accordance with Article 104 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
  - a. Mr Gu Jing Song (*See Explanatory Note 3*) **(Resolution 5)**
  - b. Mr Li Xi Bei (*See Explanatory Note 4*) **(Resolution 6)**
5. To re-appoint Messrs. PricewaterhouseCoopers LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

#### SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:

6. General Mandate to authorise the Directors to issue shares or convertible securities: **(Resolution 8)**

"That pursuant to Section 161 of the Companies Act (Cap 50) and the Listing Rules of the Singapore Exchange Securities Trading Limited (the "Listing Rules"), authority be and is hereby given to the Directors to:

  - (a) issue shares in the capital of the Company (whether by way of bonus, rights or otherwise); or
  - (b) make or grant offers, agreements or options that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, options, debentures or other instruments convertible into Shares;

at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that:

  - (i) the aggregate number of shares and convertible securities that may be issued shall not be more than 50% of the issued shares in the capital of the Company (calculated in accordance with (ii) below), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the issued shares in the capital of the Company (calculated in accordance with (ii) below); and
  - (ii) for the purpose of determining the aggregate number of shares and convertible securities that may be issued pursuant to (i) above, the percentage of issued share capital shall be calculated based on the issued shares in the capital of the Company at the time of the passing of this resolution after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities; (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution and (c) any subsequent consolidation or subdivision of shares; and
  - (iii) unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, this resolution shall remain in force until the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier." (*See Explanatory Note 5*)

#### BY ORDER OF THE BOARD

Tan Wee Sin  
Company Secretary  
Singapore, 29 March 2017

#### Explanatory Notes on Business to be transacted

1. Dr Wang Kai Yuen will, upon re-election as a Director, remain as the Chairman of the Nominating Committee and a member of the Enterprise Risk Management Committee, Audit Committee, Remuneration Committee and Strategic Development Committee of the Company; and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
2. Mr Liang Yan Feng will, upon re-election as a Director, remain as a member of the Enterprise Risk Management Committee of the Company.
3. Mr Gu Jing Song will, upon re-election as a Director, remain as the Chairman of the Strategic Development Committee and a member of the Enterprise Risk Management Committee, Nominating Committee and Remuneration Committee of the Company.
4. Mr Li Xi Bei will, upon re-election as a Director, remain as a member of the Enterprise Risk Management Committee of the Company.
5. Ordinary Resolution 8 is to empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and/or convertible securities in the capital of the Company up to an amount not exceeding in aggregate 50% of the issued shares in the capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued shares in the capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

#### NOTES:

- i. A member of the Company entitled to attend and vote at a meeting is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- ii. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- iii. The instrument appointing a proxy or proxies must be deposited at Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898 not later than 48 hours before the time fixed for holding the Annual General Meeting.
- iv. This instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any attorney duly authorised.
- v. A corporation which is a member may also authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting in accordance with Section 179 of the Companies Act (Cap 50).

#### Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.