



## COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 196100159G)

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (“AGM”) of COSCO SHIPPING International (Singapore) Co., Ltd. (the “**Company**”) will be held by way of electronic means on Friday, 28 April 2023 at 2.00 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors’ Statement and the Auditors’ Report thereon. **(Resolution 1)**
2. To approve payment of Directors’ Fees of \$184,000 for the financial year ended 31 December 2022. (2021: \$184,000) **(Resolution 2)**
3. To re-elect Mr Zhu Jian Dong who is retiring by rotation pursuant to Article 101 of the Company’s Constitution and who, being eligible, offers himself for re-election. **(Resolution 3)**  
(See Explanatory Note 1)
4. To re-elect Mr Guo Hua Wei who is retiring pursuant to Article 105 of the Company’s Constitution and who, being eligible, offers himself for re-election. **(Resolution 4)**  
(See Explanatory Note 2)
5. To re-appoint Messrs. PricewaterhouseCoopers LLP as Auditors and to authorise the directors of the Company (the “**Directors**”) to fix their remuneration. **(Resolution 5)**

### SPECIAL BUSINESS:

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

6. **Authority to Allot and Issue Shares** **(Resolution 6)**

That pursuant to Section 161 of the Companies Act 1967 and the Listing Rules of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), approval 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); and/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 (as well as adjustments to) of securities, 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);
- (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 bonus issue, 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 AGM or the date by which the next AGM is required by law to be held, whichever is earlier.  
*(See Explanatory Note 3)*

**7. Proposed Renewal of Shareholders' Mandate for Interested Person Transactions (Resolution 7)**

- (i) That approval be and is hereby given for the renewal of the mandate for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix A to the Notice of AGM ("**Appendix A**") with any party who is of the class of Interested Persons described in Appendix A provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders and in accordance with the review procedures set out in Appendix A;
- (ii) That the Audit and Risk Management Committee of the Company be and is hereby authorised to take such actions as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by SGX-ST from time to time;
- (iii) That the Directors be and are hereby authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to this Resolution; and

- (iv) That the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

*(See Explanatory Note 4)*

**8. Authority to Allot and Issue Shares under the COSCO SHIPPING Group Executives Share Option Scheme 2020 (Resolution 8)**

That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the COSCO SHIPPING Group Executives Share Option Scheme 2020 (the “**Option Scheme**”) and allot and issue and/or transfer from time to time such number of shares in the capital of the Company as may be required to be issued and/or transferred pursuant to the exercise of options under the Option Scheme and do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the aggregate number of shares to be allotted and issued pursuant to the Option Scheme and other share-based incentive scheme(s) of the Company shall not exceed 10% of the total number of issued shares in the capital of the Company from time to time (excluding treasury shares and subsidiary holdings, if any).

*(See Explanatory Note 5)*

9. To transact any other business which may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Lee Wei Hsiung

Company Secretary

Singapore, 6 April 2023

**EXPLANATORY NOTES:**

1. Mr Zhu Jian Dong will, upon re-election as a Director of the Company, remain as the Executive Chairman, Chairman of the Strategic Development Committee and a member of the Nominating Committee. Please refer to the “Information on Director seeking Re-election” section of the Annual Report of the Company for detailed information required pursuant to Rule 720(6) of the Listing Manual.
2. Mr Guo Hua Wei will, upon re-election as a Director of the Company, remain as a member of the Strategic Development Committee. Please refer to the “Information on Director seeking Re-election” section of the Annual Report of the Company for detailed information required pursuant to Rule 720(6) of the Listing Manual.
3. Ordinary Resolution 6 proposed above, if passed, will empower the Directors from the date of the above AGM until the next AGM 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 AGM.
4. Ordinary Resolution 7 proposed above, if passed, will renew the existing Shareholders’ Mandate to allow the Company, its subsidiaries and associated companies or any of them to enter into certain Interested Person Transactions with person who are considered “Interested Persons” (as defined in Chapter 9 of the Listing Manual of the SGX-ST).

The Company’s Audit and Risk Management Committee has confirmed that (i) the methods and procedures for determining the transaction prices under the Shareholders’ Mandate for Interested Person Transactions (described in Schedule 2 of Appendix A), have not changed since the Shareholders’ Mandate was renewed at the last AGM on 29 April 2022; and (ii) that the said methods and procedures are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

5. Ordinary Resolution 8 proposed above, if passed, will authorise and empower the Directors to offer and grant options in accordance with the provisions of the Option Scheme and allot and issue and/or transfer from time to time such number of shares in the capital of the Company as may be required to be issued and/or transferred pursuant to the exercise of options under the Option Scheme and do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the aggregate number of shares to be allotted and issued pursuant to the Option Scheme and other share-based incentive scheme(s) of the Company shall not exceed 10% of the total number of issued shares in the capital of the Company from time to time (excluding treasury shares and subsidiary holdings, if any). This authority is in addition to the general authority to issue shares sought under Ordinary Resolution 6.

#### NOTES:

##### **Alternative Arrangements for Participation at the AGM**

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Printed copies of this Notice, Appendix A to the Notice of AGM (in relation to proposed renewal of shareholders' mandate for Interested Person Transactions), Annual Report and the accompanying Proxy Form will not be sent to shareholders. Instead, this Notice, Appendix A to the Notice of AGM, the Annual Report and the accompanying Proxy Form may be accessed via the Company's website at <http://coscoshipping.listedcompany.com/home.html>. This Notice, Appendix A to the Notice of AGM, the Annual Report and the accompanying Proxy Form are also available on the SGXNET website at <https://www.sgx.com/securities/company-announcements>.
3. Shareholders may participate at the AGM in the following manner:
  - (a) observing and/or listening to the AGM proceedings via a "live" audio-visual webcast or the "live" audio-only stream;
  - (b) submitting questions in advance of the AGM or "live" at the AGM; and/or
  - (c) voting at the AGM (i) "live" by shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

##### **Participation in the AGM via live webcast or live audio feed**

4. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live AGM Webcast**"). Shareholders will also be able to ask questions and communicate 'live'. In order to do so, the member must pre-register by **2.00 p.m. on 25 April 2023 (the "Registration Deadline")**, at the following URL: <https://conveneagm.sg/coscoshippingAGM2023> ("**COSCO AGM Website**"), to create an account.  
  
Corporate shareholders must also submit the Corporate Representative Certificate to [sg.is.COSCOproxy@sg.tricorglobal.com](mailto:sg.is.COSCOproxy@sg.tricorglobal.com), in addition to the registration procedures as set out above, by the Registration Deadline, for verification purpose.
5. Following verification, authenticated shareholders will receive an email on their authentication status and will be able to access the Live AGM Webcast using the account created.
6. Shareholders must not forward the login details to join the Live AGM Webcast to other person who is not a shareholder of the Company and/or who is not authorised to attend the Live AGM Webcast. Recording of the Live AGM Webcast by shareholders in whatever form is also strictly prohibited.
7. Shareholders who have pre-registered by the Registration Deadline but do not receive an email response by 12.00 p.m. on 27 April 2023, may contact the Company's Share Registrar, Tricor Barbinder Share Registration Services, at +65 6236 3550/ 6236 3555 or [sg.is.COSCOproxy@sg.tricorglobal.com](mailto:sg.is.COSCOproxy@sg.tricorglobal.com), with the following details included: (i) the full name of the shareholder, and (ii) his/her/its identification/registration number.
8. Investors who hold shares through depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) and wish to participate the Live AGM Webcast must approach their respective depository agents to pre-register by **5.00 p.m. on 17 April 2023** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

### **Submission of Question in advance of or “live” at the AGM**

9. A shareholder of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company’s businesses and operations in advance of, or “live” at, the AGM. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received no later than 2.00 p.m. on 17 April 2023, by posting its responses via SGXNET and the Company’s website by 2.00 p.m. on 22 April 2023 or “live” at the AGM for the relevant questions received during the AGM. The Company will publish the minutes of the AGM on SGXNET and the Company’s website within one month after the date of AGM and the minutes will include the responses to the questions referred to above.
10. All shareholders can submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner:
  - (i) by post to the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898; or
  - (ii) by email to the Company’s Share Registrar, Tricor Barbinder Share Registration Services at [sg.is.COSCOproxy@sg.tricorglobal.com](mailto:sg.is.COSCOproxy@sg.tricorglobal.com); or
  - (iii) via the pre-registration site at <https://conveneagm.sg/coscoshippingAGM2023> no later than 2.00 p.m. on 17 April 2023.
11. When sending in their questions by post or email, shareholders are required to provide the Company with the following details to enable the Company to verify their status:
  - (i) shareholder’s full name as it appears on his/her/its CDP/CPF/SRS share records;
  - (ii) shareholder’s NRIC/Passport/UEN number;
  - (iii) shareholder’s contact number and email address; and
  - (iv) the manner in which they hold shares in the Company (e.g. via CDP, CPF or SRS).

### **How to submit questions “live” at the AGM**

12. Shareholders, Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) Investors may submit textual questions “live” at the AGM in the following manner:
  - (a) Shareholders or where applicable, their appointed proxy(ies), CPF and SRS investors who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM “live” at the AGM, by typing in and submitting their questions through the “live” ask-a-question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
  - (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions “live” at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the AGM service provider, ConveneAGM, upon verification of the Proxy Form(s).
  - (c) Shareholders, CPF and SRS investors or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the “live” audio-visual webcast in order to ask questions “live” at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.
  - (d) The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received “live” at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

### **Live Voting**

13. Shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) attending the AGM by electronic means will be able to participate by voting “live” at the AGM.

### **Submission of instrument appointing a proxy(ies) to vote, or vote “live”, at the AGM**

14. Shareholders who wish to exercise their voting rights at the AGM may:
  - (a) (where such shareholders are individuals) vote “live” via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM)\* to vote “live” via electronic means at the AGM on their behalf; or *\*For the avoidance of doubt, CPF and SRS Investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote “live” at the AGM on their behalf.*
  - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
    - Shareholders (including CPF and SRS Investors) and, where applicable, appointed proxy(ies), who wish to vote “live” at the AGM must first pre-register at the COSCO AGM Website via the URL: <https://conveneagm.sg/coscoshippingAGM2023>
    - Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment for that resolution will be treated as invalid.
15. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 April 2023.
16. A Depositor’s name must appear on the Depository Register maintained by The Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote at the AGM.
17. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it in the following manner:
  - (a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to be received at, the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898; or
  - (b) if submitted by email, the Proxy Form must be received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services at [sg.is.COSCOproxy@sg.tricorglobal.com](mailto:sg.is.COSCOproxy@sg.tricorglobal.com),

in either case not later than 2.00 p.m. on 25 April 2023.

### **PERSONAL DATA PRIVACY**

By pre-registering for the Live AGM Webcast, submitting an instrument appointing a proxy(ies) and/or representative to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.