



China COSCO Holdings Company Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 1919)

ANNOUNCEMENT CIMC Share Reform Proposal

<p>This announcement is made pursuant to Rules 13.09(1) of the Listing Rules.</p> <p>A proposal has been made by the COSCO Pacific Group for the conversion of the CIMC Non-tradable Shares held by the COSCO Pacific Group into CIMC Tradable A-Shares which are publicly tradable on the Shenzhen Stock Exchange.</p> <p>Communication with the CIMC Tradable A-Share Shareholders for the purpose of soliciting their views on the CIMC Share Reform Proposal is expected to start on 6 April 2006 and end on 18 April 2006.</p> <p>The CIMC Share Reform Proposal may constitute a notifiable transaction of the Company and/or COSCO Pacific if it is adopted and implemented. In such event, the Company and/or COSCO Pacific will make further announcement(s) pursuant to the Listing Rules.</p>
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BACKGROUND

COSCO Pacific, a non-wholly owned subsidiary of the Company, through a wholly-owned subsidiary has owned CIMC Non-tradable Shares representing approximately 16.23% of the issued share capital of CIMC since August 2004.

CIMC is a joint stock limited company established in the PRC and its A shares and B shares are listed and traded on the Shenzhen Stock Exchange in the PRC.

CIMC is primarily engaged in the manufacturing and sale of modern traffic and transport equipment such as containers, modern road transport vehicles and airport ground equipment. Its shareholders comprise three categories: (i) CIMC Tradable B-Share Shareholders; (ii) CIMC Tradable A-Share Shareholders; and (iii) the holder of CIMC Non-tradable Shares, that is the COSCO Pacific Group.

Pursuant to the guidelines and other relevant documents in relation to the equity division reform of listed companies issued by the PRC authorities, the COSCO Pacific Group has made the current CIMC Share Reform Proposal for the purpose of obtaining the consent of the CIMC Tradable A-Share Shareholders to the conversion of the CIMC Non-tradable Shares held by the COSCO Pacific Group into CIMC Tradable A-Shares which are publicly tradable on the Shenzhen Stock Exchange. The CIMC Tradable B-Share Shareholders will not be involved in the CIMC Share Reform Proposal since no consent is required to be obtained from them.

Tradings of the CIMC Tradable A-Shares on the Shenzhen Stock Exchange have been suspended since 13 March 2006 in advance of the CIMC Share Reform Proposal. The closing price of CIMC Tradable A-Shares on the Shenzhen Stock Exchange on 10 March 2006 (the last trading day prior to the suspension) was RMB9.16 per CIMC Tradable A-Share.

THE CIMC SHARE REFORM PROPOSAL

The implementation of the CIMC Share Reform Scheme is in line with the prevailing development of the securities market of the PRC and will render the CIMC Non-tradable Shares held by the COSCO Pacific Group becoming CIMC Tradable A-Shares which are publicly tradable on the Shenzhen Stock Exchange. Under the current CIMC Share Reform Proposal, COSCO Pacific will grant Put-options to the CIMC Tradable A-Share Shareholders so that the CIMC Tradable A-Share Shareholders will have the right to sell certain portion of their respective CIMC Tradable A-Shares to COSCO Pacific. The principal terms of the CIMC Share Reform Proposal as currently proposed are as follows:

- Issuer of Put-options:**
COSCO Pacific
- Grantees:**
The CIMC Tradable A-Share Shareholders (who together hold approximately 30.04% of the issued share capital of CIMC). As far as the Company and COSCO Pacific are aware, the CIMC Tradable A-Share Shareholders are neither connected persons of the Company nor COSCO Pacific.
- Proportion in which Put-options will be granted:**
Put-options for the sale of one (1) CIMC A-Share each will be granted in the proportion of seven (7) Put-options for every ten (10) CIMC Tradable A-Shares.
- Status of the Put-options:**
Listed and tradable on the Shenzhen Stock Exchange.
- Cost of the Put-options to the Grantees:**
Nil.
- Expiry date and exercise period of the Put-options:**
Bermuda (i.e. European) style options which expire on the last day of the 18- month period commencing on the date of listing of the Put-options on the Shenzhen Stock Exchange. The exercise period is the period of five trading days immediately before and including the expiry date.
- Exercise price:**
RMB10 (in cash).

On the basis of the above exercise price and assuming that all the Grantees exercise all Put-options in full, it is expected that the COSCO Pacific Group will have to pay a total sum of approximately RMB4,241,065,070 in cash to acquire the CIMC Tradable A-Shares. Such a sum is currently intended to be funded by the COSCO Pacific Group's internal resources and/or borrowing.

However, if no Put-option is exercised by the Grantees or a small number of the Put-options are exercised, the amount of money that the COSCO Pacific Group is required to pay under the CIMC Share Reform Proposal will be zero or minimal.

The above two scenarios may be summarized as follows:

Exercise of Put-options	Consideration to be paid by the COSCO Pacific Group	Resulting percentage of shareholding of the COSCO Pacific Group in CIMC (approximate)
Full exercise	RMB4,241,065,070	37.26% (<i>Notes 1 and 2</i>)
No exercise	Nil	16.23% (<i>Note 3</i>)

Notes:

- On the basis that any obligation to make a mandatory offer will be waived by the China Securities Regulatory Commission on the application of the COSCO Pacific Group.
- The accounting treatment of such shareholding in CIMC and the profit derived therefrom will be by way of equity accounting.
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8. Adjustments

The exercise of the Put-options is subject to the following adjustments:

- In case of ex-rights of CIMC Tradable A-Shares*

New exercise price = Original exercise price x (Reference price for CIMC Tradable A-Shares on ex-rights date/Closing price of CIMC Tradable A-Shares quoted on the trading day immediately preceding the ex-rights date);

New exercise ratio = Original exercise ratio x (Closing price of CIMC Tradable A-Shares quoted on the trading day immediately preceding the ex-rights date/Reference price for CIMC Tradable A-Shares on ex-rights date).

- In case of ex-dividend of CIMC Tradable A-Shares*

New exercise price = Original exercise price x (Reference price for CIMC Tradable A-Shares on ex-dividend date/Closing price of CIMC Tradable A-Shares quoted on the trading day prior to the ex-dividend date);

No change to exercise ratio.

If the CIMC Share Reform Proposal is adopted and implemented, each CIMC Non-tradable Shares held by the Group will be converted into one (1) CIMC Tradable A-Share.

The directors of COSCO Pacific consider that the terms of the CIMC Share Reform Proposal (including the grant of the Put-options) are reasonable from the perspective of the COSCO Pacific Group whilst giving enough incentive for the CIMC Tradable A-Share Shareholders to support the CIMC Share Reform Proposal.

CONDITIONS OF THE CIMC SHARE REFORM PROPOSAL

The implementation of the CIMC Share Reform Proposal is conditional upon:

- if required, the approval by the shareholders of COSCO Pacific of the CIMC Share Reform Proposal in accordance with the Listing Rules;
- if required, the approval by the shareholders of the Company of the CIMC Share Reform Proposal in accordance with the Listing Rules;
- the approvals of more than two-thirds of (i) the CIMC Tradable A-Shareholders and holders of the CIMC Non-tradable Shares who vote on the CIMC Share Reform Proposal; and (ii) the CIMC Tradable A-Shareholders who vote on the CIMC Share Reform Proposal;
- the completion of all the necessary formalities for the purpose of enabling the trading on the Shenzhen Stock Exchange of those CIMC Tradable A-Shares to be converted from the CIMC Non-tradable Shares; and
- the provision of bank guarantee in relation to COSCO Pacific's potential payment obligations pursuant to the Put-options by the Grantees.

If any of the above conditions are not satisfied, the CIMC Share Reform Proposal will not be implemented.

The CIMC Tradable A-Shares to be converted from the CIMC Non-tradable Shares will be subject to a 12 month lock-up from the Implementation Date, and thereafter subject to the restrictions that (i) the total number of such CIMC Tradable A-Shares sold by the holders through the Shenzhen Stock Exchange within the 12-month period immediately following the expiry of the lock-up period shall not exceed 5% of the total issued shares of CIMC; and (ii) the total number of such CIMC Tradable A-Shares sold by the holders through the Shenzhen Stock Exchange within the 24-month period immediately following the expiry of the lock-up period shall not exceed 10% of the total issued shares of CIMC.

FURTHER ACTION ON THE CIMC SHARE REFORM PROPOSAL

Communications with the CIMC Tradable A-Share Shareholders for the purposes of soliciting their views on the CIMC Share Reform Proposal is expected to start on 6 April 2006 and end on 18 April 2006.

The CIMC Share Reform Proposal may constitute a notifiable transaction of the Company and/or COSCO Pacific if it is adopted and implemented. In such event, the Company and/or COSCO Pacific will make further announcement pursuant to the Listing Rules.

DEFINITIONS

Unless the context otherwise requires, the following terms in this announcement shall have the meanings set out below:

“CIMC”	China International Marine Containers (Group) Co., Ltd. (中國國際海運集裝箱（集團）股份有限公司)
“CIMC Tradable A-Shares”	publicly tradable A shares of CIMC
“CIMC Tradable A-Share Shareholder(s)”	holder(s) of CIMC Tradable A-Shares
“CIMC Tradable B-Shares”	publicly tradable B shares of CIMC
“CIMC Tradable B-Share Shareholder(s)”	holder(s) of CIMC Tradable B-Shares
“CIMC Non-tradable Shares”	non-publicly tradable shares of CIMC
“CIMC Share Reform Proposal”	the proposal for the conversion of the CIMC Non-tradable Shares into CIMC Tradable A-Shares
“Company”	China COSCO Holdings Company Limited, a joint stock limited company incorporated in the People's Republic of China with limited liability, the shares of which are listed on the Stock Exchange
“COSCO Pacific”	COSCO Pacific Limited, a company incorporated in Bermuda with limited liability and a non-wholly owned subsidiary of the Company, the shares of which are listed on the Stock Exchange
“COSCO Pacific Group”	COSCO Pacific and its subsidiaries
“Grantees”	grantees of the Put-options
“Implementation Date”	the date of implementation of the CIMC Share Reform Proposal
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People's Republic of China which, for the purpose of this announcement, excludes Hong Kong, Taiwan and the Macau Special Administrative Region of the People's Republic of China
“Put-options”	the option under the share put-option certificates (認沽權證) issued to the CIMC Tradable A-Share Shareholders whereby the CIMC Tradable A-Share Shareholders are entitled to sell certain portion of their respective CIMC Tradable A-Shares to the COSCO Pacific Group
“RMB”	Renminbi yuan, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
China COSCO Holdings Company Limited
Zhang Yongjian
Joint Company Secretary

Hong Kong, 4 April 2006

As at the date of this notice, the executive directors of the Company are Mr. WEI Jiafu (Chairman and CEO) and Mr. CHEN Hongsheng (President); the non-executive directors of the Company are Mr. ZHANG Fusheng (Vice Chairman), Mr. WANG Futian, Mr. LI Jianhong, Mr. MA Zehua, Mr. MA Guichuan, Ms. SUN Yueying and Mr. LIU Guoyuan; and the independent non-executive directors of the Company are Ms. LI Boxi, Mr. TSAO Wen King, Frank, Mr. HAMILTON Alexander Reid and Mr. CHENG Mo Chi.

* The Company is registered as an overseas company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name “China COSCO Holdings Company Limited”.