



中國遠洋控股股份有限公司 China COSCO Holdings Company Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1919)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China COSCO Holdings Company Limited (the "Company") will be held at 2:30 p.m. on Tuesday, 28 February 2006 at 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution (with or without modifications) as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT the proposed amendments to the terms of the share option scheme of COSCO Pacific Limited, a subsidiary of the Company, approved at its special general meeting held on 5 December 2005, as set out in the appendix to the circular to the shareholders of COSCO Pacific Limited dated 17 November 2005, a copy of which has been produced to this meeting marked "A" and signed by the Chairman of this meeting for the purpose of identification, be and are hereby approved and the board of directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the proposed amendments to the terms of the share option scheme of COSCO Pacific Limited."

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

Beijing, the People's Republic of China
14 January 2006

Notes:

1. According to the Articles of Association of the Company, resolutions at general meetings of the Company will be determined by a show of hands unless a poll is required under the Listing Rules or demanded before or after any vote by show of hands. A poll may be demanded by the chairman of the meeting or at least two shareholders entitled to vote, present in person or by proxy, or by one or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the voting rights at the meeting singly or in aggregate. Irrespective of whether the voting is carried out by show of hands or by poll, the votes counted will be based on the number of shares represented by such votes.
2. The register of members will be closed from 29 January 2006 to 28 February 2006, both days inclusive, during which period no transfer of shares will be effected. Holders of H shares and domestic shares of the Company whose names appear on the register of members of the Company on 27 January 2006 at 4:00 p.m. are entitled to attend this meeting.
3. A shareholder entitled to attend and vote at this meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not to be a shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
5. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the registered office of the Company for holders of domestic shares and at the Company's place of business in Hong Kong for holders of H shares not less than 48 hours before the time appointed for the holding of this meeting or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder for attending and voting in person at this meeting if he so wishes. The Company's place of business in Hong Kong is 49th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong, tel: (852) 2809 8127, fax: (852) 2541 1583.
6. Shareholders who intend to attend this meeting in person or by proxy should return the reply slip to the registered office of the Company for holders of domestic shares and the Company's place of business in Hong Kong for holders of H shares not later than 20 days before the date of this meeting, i.e. 8 February 2006.
7. Shareholders or their proxies attending this meeting shall produce their identity documents.

As at the date hereof, 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".