



COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(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 Marina Bay Sands (MBS) Sands Expo & Convention Centre, Level 3 Cassia Ballroom 3201A-3 & 3301A-3, Marina Bay Sands, 10 Bayfront Avenue, Singapore 018956 on Friday, 27 April 2018 at 2:00 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 2017 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 2017. (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. Mr Wang Yu Hang (*See Explanatory Note 1*) **(Resolution 3)**
 - b. Mr Er Kwong Wah (*See Explanatory Note 2*) **(Resolution 4)**
4. To note the retirement of Mr Tom Yee Lat Shing as a director pursuant to Article 98 of the Constitution of the Company (*See Explanatory Note 3*).
5. To re-appoint Messrs. PricewaterhouseCoopers LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS:

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

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

"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 (excluding treasury shares and subsidiary holdings, if any) 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 (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the issued shares in the capital (excluding treasury shares and subsidiary holdings, if any) 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 4*)
7. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Tan Wee Sin
Company Secretary

Singapore, 5 April 2018

Explanatory Notes on Business to be transacted

1. Mr Wang Yu Hang will, upon re-election as a Director, remain as a member of the Strategic Development Committee of the Company.
2. Mr Er Kwong Wah will, upon re-election as a Director, remain as the Chairman of the Remuneration Committee and a member of the Enterprise Risk Management, Audit, Nominating and Strategic Development Committees of the Company; and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
3. Mr Tom Yee has indicated that he will not be seeking re-election as a Director of the Company and will retire at the conclusion of the AGM. Upon Mr Tom Yee's retirement, he will cease as Chairman of the Audit Committee and a member of the Enterprise Risk Management, Nominating, Remuneration and Strategy Development Committees.
4. Ordinary Resolution 6 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 (excluding treasury shares and subsidiary holdings, if any) 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 (excluding treasury shares and subsidiary holdings, if any) 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/she specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- iii. Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member who is a Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

*Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- iv. 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).
 - v. This instrument appointing a proxy or proxies must be under the hand of the appointer 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.
 - vi. Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
 - vii. 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.

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.