



COSCO CORPORATION (SINGAPORE) LIMITED

(Company No.: 196100159G)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Marina Mandarin Singapore, Level 1, Taurus Room, 6 Raffles Boulevard, Marina Square, Singapore 039594 on Wednesday, 18 April 2007 at 11.00 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2006 and the Auditors' Report thereon. **(Resolution 1)**
- To declare a First and Final Dividend of S\$0.025 per ordinary share (one-tier tax exempt) for the year ended 31 December 2006 as recommended by the Directors. **(Resolution 2)**
- To declare a Special Dividend of S\$0.015 per ordinary share (one-tier tax exempt) for the year ended 31 December 2006 as recommended by the Directors. **(Resolution 3)**
- To approve payment of Directors' Fees of S\$170,000 for the year ended 31 December 2006. **(Resolution 4)**
- To re-elect the following directors who are retiring under Article 98 of the Articles of Association of the Company and have offered themselves for re-election:
 - Capt. Wei Jia Fu **(Resolution 5)**
 - Er Kwong Wah (See Explanatory Note 1) **(Resolution 6)**
- To re-elect Mr Min Jian Guo who is retiring under Article 104 of the Articles of Association of the Company and has offered himself for re-election. **(Resolution 7)**
- To re-elect Mr Ma Gui Chuan who is retiring under Article 84 of the Articles of Association of the Company and has offered himself for re-election. **(Resolution 8)**
- To consider and if thought fit, to pass the following resolution:

"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Tom Yee Lat Shing be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." (See Explanatory Note 2) **(Resolution 9)**
- To re-appoint Messrs. PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 10)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

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

- Authority to issue shares **(Resolution 11)**

"That pursuant to Section 161 of the Companies Act, Cap 50 and in accordance with Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors to issue:-

 - shares in the Company (whether by way of bonus, rights or otherwise); or
 - convertible securities; or
 - additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or
 - shares arising from the conversion of convertible securities,

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 :-

 - 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 or such other limit as may be prescribed by the Singapore Exchange Securities Trading Ltd ("SGX-ST") as at the date the general mandate is passed;
 - the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not be more than 20% of the issued shares in the capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;
 - for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, the percentage of issued shares shall be calculated based on the issued shares in the capital of the Company as at the date the general mandate is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options in issue as at the date the general mandate is passed and any subsequent consolidation or subdivision of the Company's shares; and
 - unless earlier revoked or varied by the Company in general meeting, such authority shall continue in force until the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier". (See Explanatory Note 3)
- Authority to allot and issue shares under the Cosco Group Employees' Share Option Scheme 2002 ("Scheme") **(Resolution 12)**

"That pursuant to Section 161 of the Companies Act, Cap 50, the Directors be and are hereby authorised and empowered to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not in total exceed fifteen (15) per cent of the issued share capital of the Company from time to time." (See Explanatory Note 4)
- Proposed Renewal of Shareholders' Mandate for Recurrent Interested Person Transactions **(Resolution 13)**
 - "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 ("Appendix") to the Annual Report of the Company for the financial year ended 31 December 2006 with any party who is of the class of Interested Persons described in the Appendix 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 the Appendix;
 - That the Audit Committee of the Company be and is hereby authorized 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 the SGX-ST from time to time;
 - That the Directors of the Company be and are hereby authorized 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 interests of the Company to give effect to this Resolution; and
 - That such approval shall, unless earlier revoked or varied by the Company in general meeting, continue to be in force until the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier." (See Explanatory Note 5)

BY ORDER OF THE BOARD

Lim Ka Bee
Company Secretary
Singapore, 2 April 2007

Explanatory Notes on Business to be transacted

- Mr Er Kwong Wah, if re-elected, will remain as Chairman of the Remuneration Committee and member of Audit Committee and Nominating Committee; and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- Mr. Tom Yee Lat Shing, if re-elected, will remain as Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees; and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- The Ordinary Resolution no. 11 is to authorise 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 Company up to an amount not exceeding in aggregate 50 percent 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 percent 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.
- The Ordinary Resolution no. 12, if passed, will empower the Directors of the Company, from the date of this Meeting until the next Annual General Meeting, to allot and issue shares in the Company pursuant to the exercise of such options under the Scheme not exceeding in total fifteen (15) per cent of the issued share capital of the Company from time to time.
- The Ordinary Resolution no. 13, if passed, will renew the Shareholders' Mandate to allow the Company, its subsidiaries and associated companies or any of them to enter into certain Recurrent 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 Committee has confirmed that the methods and procedures for determining the transaction process have not changed since the last renewal of the Shareholders' Mandate on 18 April 2006 in respect of transactions described in Section 2.1 of the Schedule II of the Appendix; and since the approval of the additional Shareholders' Mandate on 12 October 2006 in respect of transactions described in Section 2.2 of Schedule II of the Appendix; and that the said methods and procedures are sufficient to ensure that the Recurrent 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.

Notes

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- A proxy need not be a member of the Company.
- A corporation which is a member of the Company may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 9 Temasek Boulevard, #07-00 Suntec Tower Two, Singapore 038989, not less than 48 hours before the time appointed for holding the meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Shares Transfer Books and the Register of Members of the Company will be closed on 16 May 2007, for the preparation of dividend warrants for holders of ordinary shares registered in the books of the Company. Fully completed transfers received by the Share Registrar, Tricor Barbinder Share Registration Services, (a division of Tricor Singapore Pte Ltd) 8 Cross Street, #11-00, PWC Building, Singapore 048424 up to 5.00 p.m. on 15 May 2007 will be registered before entitlements to the dividend are determined. The dividend, if approved at the Annual General Meeting, will be paid on 1 June 2007.