



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)

Form of proxy for the extraordinary general meeting to be held on 28 February 2012

I/We (note 1) _____

of _____

being the registered holder(s) of _____ (note 2)

shares of RMB1.00 each in the share capital of China COSCO Holdings Company Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING

or (note 3) _____

of _____

as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 February 2012 at Conference Room, 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong and Conference Center, Ocean Plaza, 158 Fuxingmenni Avenue, Xicheng District, Beijing, the PRC (the "Meeting") (and at any adjournment of it) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment of it) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		For (notes 4 and 5) (By way of cumulative voting)(Please insert the number of votes)	Against (notes 4 and 5) (By way of cumulative voting)(Please insert the number of votes)	Abstain (notes 4 and 5) (By way of cumulative voting)(Please insert the number of votes)
1.	To elect the following directors of the Company and to authorise the board of directors of the Company (the "Board") to enter into service contracts with each of the newly elected directors of the Company subject to such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters:			
	(i) Mr. Li Yunpeng			
	(ii) Mr. Jiang Lijun			
2.	To elect the following supervisors of the Company and to authorise the Board to enter into service contracts with each of the newly elected supervisors of the Company subject to such terms and conditions as the Board shall think fit and to do such acts and things to give effect to such matters:			
	(i) Mr. Song Dawei			
	(ii) Dr. Zhang Jianping			
ORDINARY RESOLUTIONS		For (note 4)	Against (note 4)	Abstain (note 4)
3.	To consider and, if thought fit, to approve the provision of guarantee by the Company to The Export-Import Bank of China for the USD100,000,000 revolving loan facilities to be granted to COSCO Bulk Carrier Co., Ltd. (a wholly-owned subsidiary of the Company).			

Date: _____ Signature(s) (note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the class and number of shares registered in the name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOX MARKED "ABSTAIN" BESIDE THE APPROPRIATE RESOLUTION.** Any shares voted as "abstain" will be counted in the calculation of the required majority. If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Please note that, according to Article 110 of the Articles, the method of cumulative voting will be adopted for the election of directors and supervisors. Under this method, when two or more directors or supervisors are being nominated for election, for any share held by the shareholders, they will have the same number of votes which equals to the total number of directors to be elected. Shareholders may cast all their votes on a particular candidate or on multiple candidates. When you fill in the blanks entitled "Cumulative Voting", please fill them in accordance with the following instructions:
 - In relation to resolution numbers 1 and 2, for every share held by you, you will have the same number of voting rights which equals to the number of directors to be elected. For instance, if you are holding 1 million shares and 2 directors will be elected at the general meeting, the aggregate number of votes which you will have will be 2 million (i.e. 1 million shares x 2 = 2 million voting shares).
 - Please fill in the sections entitled "For" and/or "Against" and/or "Abstain" with the number of votes you intend to cast on each candidate. Please note that you may cast your votes on every candidate provided that the total number of votes which you cast do not exceed the number of votes to which you are entitled; cast all your votes which represent the total number of shares held by you multiplied by the total number of directors or supervisors to be elected on one candidate; or cast your votes which represent the total number of shares held by you multiplied by the total number of directors or supervisors to be elected on certain candidates. For example, if you are holding 1 million shares, the number of your votes regarding the resolutions 1 is 2 million. You may choose to cast the 2 million votes equally amongst the 2 candidates (For or Against), or to cast all your votes on a single candidate (For or Against).
 - When the total votes, represented by the shares held by the number of directors or supervisors to be elected, are used up after voting for some of the candidates, you will have no votes remaining to be cast on other candidates. i.e., the total number of both of your "For" and "Against" votes cast shall not exceed the aggregate number of votes to which you are entitled.
 - Please note that when the total votes cast by you on some candidates exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by you for some candidates are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the number of your votes regarding the resolution number 1 is 2 million: (a) if you fill in the "For" or "Against" or "Abstain" of "cumulative voting" under a particular candidate with "2 million shares", you have used up all the votes to which you are entitled, which results in you having no votes for the remaining 1 candidate. Should you fill in the blanks under the resolution number 1 with any number of shares (other than 0), all your votes on resolution 1 will be invalid; or (b) if you fill in the "For" (or "Against" or "Abstain" of "cumulative voting" under candidate A with "1 million shares", the 1 million of votes cast by you are valid and the remaining 1 million of votes will be regarded as abstain votes.
 - Where the "For" votes cast for a particular candidate are more than half of the total number of shares held by all shareholders attending (before cumulation) and where the "For" votes exceed the "Against" votes, the candidate in question will be considered to have won the votes. If the number of candidates who have won the votes exceed the number of directors to be elected, the candidates who obtained more "For" votes should be elected (if some nominees who obtain relatively less "For" votes obtain the same number of "For" votes and election of them will result in the directors to be elected exceeding the number of directors to be elected, such nominees will not be regarded as having won the votes); Where the elected directors at the shareholders general meeting are less than directors to be elected, new rounds of voting are required to be held for election of the remaining directors until the number of directors to be elected are fulfilled.
 - When a new round of director or supervisors election is held pursuant to the (v) above, the calculation of cumulation should be based on the directors or supervisors to be elected during the round of election in question.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form of proxy must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- In order to be valid, this form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong) for holders of H shares not less than 24 hours before the time appointed for the holding of the Meeting or any adjournment of it (as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

* The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name "中國遠洋控股股份有限公司" and its English name "China COSCO Holdings Company Limited".