



中海集裝箱運輸股份有限公司
China Shipping Container Lines Company Limited^{*}
(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 2866)

**SPECIAL GENERAL MEETING HELD ON 28 AUGUST 2006 – POLL RESULTS
AND
CHANGE OF DIRECTORS AND SUPERVISORS**

The Board is pleased to announce that:

(1) POLL RESULTS

All the resolutions specified in the notice of SGM dated 5 July 2006 were passed at the SGM.

(2) CHANGE OF DIRECTORS AND SUPERVISORS

Mr. Li Kelin has resigned from his position as a non-executive director of the Company and Mr. Yao Zuozhi has resigned from his position as Chairman of the Supervisory Committee and a supervisor of the Company, at the same time, Mr. Yao Zuozhi has been appointed as a new non-executive director of the Company and Mr. Chen Decheng has been appointed as a new supervisor of the Company and the new Chairman of the Supervisory Committee, all with effect from 28 August 2006.

The Board announces that:

(1) POLL RESULTS OF THE SGM

The following resolutions were passed at the SGM held at 10:00 a.m. on Monday, 28 August 2006 at Conference Room 1, 3rd Floor, 450 Fu Shan Road, Pudong New District, Shanghai, the People's Republic of China. 4 authorised proxies holding an aggregate of 3,664,925,655 shares with voting rights in the Company, representing approximately 60.78% of the total number of shares with voting rights (6,030,000,000 shares) of the Company, were present at the SGM.

As at the date of the SGM, the number of issued shares of the Company was 6,030,000,000 shares, which was the total number of shares entitling holders to attend and vote for or against all the resolutions proposed at the SGM. There was no restriction on any shareholder casting votes on any of the proposed resolutions at the SGM.

The SGM was chaired by Mr. Li Shaode, Chairman of the Board and an executive director of the Company. After consideration by the authorised proxies and through voting by way of poll, the following resolutions were passed at the SGM and the details of voting are as follows:

	Summary of Resolutions (abbreviated)	Number of Votes (approximate %)		
		For	Against	Abstain
1.	To approve the resignation of Mr. Li Kelin from his position as a director of the Company.	3,664,895,655 (99.99918%)	30,000 (0.000820%)	0 (0%)
2.	To approve the resignation of Mr. Yao Zuozhi from his position as a supervisor of the Company.	3,664,880,655 (99.99877%)	30,000 (0.000820%)	15,000 (0.000410%)
3.	To approve the appointment of Mr. Yao Zuozhi as a non-executive director of the Company with effect from the conclusion of the SGM until the conclusion of the annual general meeting of the Company for the year 2006, i.e. on or around June 2007 and to authorise the board of directors of the Company to determine his annual remuneration.	3,664,800,255 (99.99658%)	100,400 (0.002739%)	25,000 (0.000681%)
4.	To approve the appointment of Mr. Chen Decheng as a supervisor of the Company with effect from the conclusion of the SGM until the conclusion of the annual general meeting of the Company for the year 2006, i.e. on or around June 2007 and to authorise the board of directors of the Company to determine his annual remuneration.	3,664,868,655 (99.998445%)	32,000 (0.000873%)	25,000 (0.000682%)
Special Resolution				
5.	To approve the granting to the board of directors of the Company of an unconditional general mandate to issue bonds of the Company in the aggregate principal amount of up to RMB3,500,000,000 upon the terms as set out in Resolution No. 5 of the notice of SGM dated 5 July 2006.	3,664,868,655 (99.998445%)	42,000 (0.001146%)	15,000 (0.000409%)

Please refer to the notice of SGM dated 5 July 2006 for the full version of the above resolutions.

As more than 1/2 of the votes were cast in favour of each of the resolutions 1 to 4 and more than 2/3 in favour of the resolution 5, all resolutions were duly passed as ordinary resolutions and a special resolution respectively.

The voting at the SGM was scrutinized by the Company's auditors, PricewaterhouseCoopers (*Note*).

Note: Scope of work of PricewaterhouseCoopers

The poll results of the SGM were subject to scrutiny by PricewaterhouseCoopers, Certified Public Accountants, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to PricewaterhouseCoopers. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

(2) CHANGE OF DIRECTORS AND SUPERVISORS

(a) Resignation of Existing Director and Supervisor

Mr. Li Kelin, due to his age, tendered his resignation from his position as a non-executive director of the Company in June 2006. Mr. Li Kelin's request has been approved at the SGM.

Mr. Yao Zuozhi, due to his appointment as a new non-executive director of the Company, tendered his resignation from his position as Chairman of the Supervisory Committee and a supervisor of the Company in July 2006. Mr. Yao Zuozhi's request has been approved at the SGM.

There are no matters that need to be brought to the attention of holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

(b) Appointment of New Director and New Supervisor

The appointments of Mr. Yao Zuozhi as a new non-executive director of the Company and Mr. Chen Decheng as a new supervisor of the Supervisory Committee were both approved by the shareholders of the Company at the SGM with effect from the conclusion of the SGM.

At the Supervisory Committee meeting of the Company held on the same day, Mr. Chen Decheng was appointed as the Chairman of the Supervisory Committee.

Background of Mr. Yao Zuozhi

Mr. Yao Zuozhi, aged 59, graduated in 1985 from South China Normal University, majoring in politics and has over 35 years of experience in the shipping industry.

Mr. Yao Zuozhi joined the Company in October 2003 and was Chairman of the Supervisory Committee from 3 March 2004 to 27 August 2006. From 1997 till now, he has been the party secretary of Guangzhou Shipping. He has also been the general manager of Guangzhou Shipping since 2002. Mr. Yao Zuozhi has been a non-executive director of CS Development. Between 1998 and 2005, he also took on the role of the party secretary of China Shipping Development Cargo Shipping Company, a branch company of CS Development. Saved as disclosed above, Mr. Yao Zuozhi has not held any directorship in listed public companies in the last three years, has no other major appointments and qualifications, and is not connected with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Yao Zuozhi was granted 200,000 Rights. Saved as disclosed above, Mr. Yao Zuozhi does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement. There is no information which requires to be disclosed by Mr. Yao Zuozhi under Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company pursuant to Rule 13.51(2)(w) of the Listing Rules.

Mr. Yao Zuozhi will enter into a service contract with the Company in his position as a non-executive director of the Company and the length of service will be from the conclusion of the SGM until the conclusion of the annual general meeting of the Company for the year 2006, i.e. on or around June 2007. The annual remuneration of Mr. Yao Zuozhi (including bonus and other emoluments, if any) for his position as a non-executive director of the Company will be RMB88,000 (equivalent to approximately HK\$85,200) per year as determined by the Board with regard to his duties, responsibilities and time to be spent on the affairs of the Company.

Background of Mr. Chen Decheng

Mr. Chen Decheng, aged 56, graduated from East China University of Science & Technology in 2000, majoring in administrative management.

Mr. Chen Decheng began his career in the shipping industry in 1968. From 1984 to 1992, he was deputy manager and subsequently manager of the Party-Committee Office of Shanghai Maritime Bureau. Between 1992 and 1995, he held the posts of executive deputy general manager and party secretary of Shanghai Shipping (Group) General Industrial Company. From 1995 to 1998, he held the posts of Chairman of the Trade Union and party member of Shanghai Shipping (Group) Company. Since March 1998 till now, Mr. Chen Decheng has been Chairman of the Trade Union of China Shipping. Saved as disclosed above, Mr. Chen Decheng has not held any directorship in listed public companies in the last three years, has no other major appointments and qualifications, and is not connected with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Chen Decheng does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement. There is no information which requires to be disclosed by Mr. Chen Decheng under Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company pursuant to Rule 13.51(2)(w) of the Listing Rules.

Mr. Chen Decheng will enter into a service contract with the Company in his position as a supervisor of the Supervisory Committee and the length of service will be from the conclusion of the SGM until the conclusion of the annual general meeting of the Company for the year 2006, i.e. on or around June 2007. The annual remuneration of Mr. Chen Decheng (including bonus and other emoluments, if any) for his position as a supervisor of the Supervisory Committee will be RMB88,000 (equivalent to approximately HK\$85,200) per year as determined by the Board with regard to his duties, responsibilities and time to be spent on the affairs of the Company.

The Board would like to take this opportunity to thank Mr. Li Kelin and Mr. Yao Zuozhi for their valuable contribution to the Company during their tenure of service and the Board would also like to express its congratulations to Mr. Yao Zuozhi and Mr. Chen Decheng on their appointments.

Definitions

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of directors of the Company
---------	---------------------------------------

“China Shipping”	China Shipping (Group) Company (中國海運(集團)總公司), a PRC state-owned enterprise, which is the controlling shareholder of the Company, having a 59.87% shareholding interest
“Company”	China Shipping Container Lines Company Limited (中海集裝箱運輸股份有限公司), a joint stock limited company established in the PRC, of which 2,420,000,000 H shares are listed on The Stock Exchange of Hong Kong Limited
“CS Development”	China Shipping Development Co., Ltd. (中國發展股份有限公司), a joint stock limited company established in the PRC, a listed public company whose H shares and A shares are listed on The Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange respectively and a subsidiary of China Shipping
“Guangzhou Shipping”	Guangzhou Shipping (Group) Company (廣州海運(集團)總公司), an enterprise established in the PRC and a subsidiary of China Shipping
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Rights”	H share share appreciation rights granted under the H share share appreciation rights scheme adopted by the Company’s shareholders on 12 October 2005
“SGM”	the special general meeting of the Company held on 28 August 2006
“Supervisory Committee”	the supervisory committee of the Company

By order of the board of directors of
China Shipping Container Lines Company Limited
Li Shaode
Chairman

Shanghai, the People’s Republic of China
28 August 2006

The Board as at the date of this announcement comprises of Mr. Li Shaode, Mr. Jia Hongxiang, Mr. Huang Xiaowen and Mr. Zhao Hongzhou, being executive directors, Mr. Zhang Jianhua, Mr. Wang Daxiong, Mr. Zhang Guofa, Mr. Yao Zuozhi and Mr. Xu Hui, being non-executive directors, and Mr. Hu Hanxiang, Mr. Gu Nianzu, Mr. Wang Zongxi and Mr. Lam Siu Wai, Steven, being independent non-executive directors.

The exchange rate adopted in this announcement for illustration purposes only is HK\$1.00=RMB1.033.

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

“Please also refer to the published version of this announcement in the South China Morning Post”