



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)

**FORM OF PROXY FOR FOREIGN SHAREHOLDERS CLASS MEETING
TO BE HELD ON SATURDAY, 29 SEPTEMBER 2007**

No. of shares to which this
form of proxy relates¹

I/We² _____
of _____
being shareholder(s) of China Shipping Container Lines Company Limited (the "Company") hereby appoint³ the Chairman of the Meeting
or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Foreign Shareholders Class Meeting (*see Note A*) of the Company
to be held at Conference Room 1, 3rd Floor, 450 Fu Shan Road, Pudong New District, Shanghai, the People's Republic of China (the "PRC")
on Saturday, 29 September 2007 at 9:00 a.m. (the "Meeting") as hereunder indicated in respect of the resolutions set out in the notice convening
the Meeting, and, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS (<i>see Note A</i>)		For ⁴	Against ⁴	Abstain ⁴
1.	To consider and, if thought fit, approve the proposed <i>special resolution</i> (see overleaf for full resolution).			
2.	To consider and, if thought fit, approve the proposed <i>special resolution</i> (see overleaf for full resolution).			

Note A: Unless otherwise defined herein, the terms used herein shall have the same meanings as defined in the circular to the shareholders of the Company dated 15 August 2007.

Date: _____

Signature(s)⁶: _____

Notes:

- Please insert the number of shares to which this form of proxy relates, which must not exceed the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or in English, as shown in the register of members) and registered address(es) in **BLOCK LETTERS**.
- If any proxy other than the Chairman of the Meeting is preferred, delete 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. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, INDICATE WITH A "✓" IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, INDICATE WITH A "✓" IN THE BOX MARKED "ABSTAIN".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under its seal or under the hand of a legal representative or other attorney duly authorised to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.
- Where there are joint registered holders of any share, only the person whose name stands first on the register in respect of such share may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto.
- In order to be valid, for holders of H shares, this form of proxy, together with the notarially certified power of attorney or other document of authorization, must be delivered to Computershare Hong Kong Investor Services Limited, Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for the Meeting.

* 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 the English name "China Shipping Container Lines Company Limited".

RESOLUTION NO.1 IN FULL:

1. Proposal for Initial Public Offering and Listing of A Shares

To cope with market competition and strengthen industry leadership, the Company keeps increasing capital expenditure for vessels and containers, step ups developing sea routes and building up sea route brands, and extends and intensifies foreign cooperation, all of which entail greater capital strength and financing efficiency. To that end, the Company plans initial public offering and listing of A Shares ("the Offering of A Shares"). The return to the A share market may diversify the financing channels of the Company and provide the Company with greater margin in the selection of financial channels in the future. Also, as the customer group of the Company is mainly based in China, the return to the A share market may enhance the brand influence and promote the sea route optimization strategy of the Company. The specific scheme of the Offering of A Shares is:

- (a) Type of shares to be offered: RMB ordinary shares (A Shares).
- (b) Number of A Shares to be offered: Not more than the higher of (i) 1,507,500,000 A Shares; or (ii) 20% of the enlarged issued share capital of the Company immediately after completion of the proposed A Share Issue and the Bonus Issue, assuming that the Bonus Issue is declared. The final number of A Shares to be issued shall be determined by the Board based on the approval to be obtained from the CSRC and as authorized by the Shareholders at the EGM and separate Class Meetings, having regard to the relevant market conditions.
- (c) Par value: RMB1.00 per share.
- (d) Target subscribers: Qualified strategic investors and investors subject to market consultation who comply with the requirements of the CSRC, and natural persons, legal persons and other investors who have opened A share accounts with the Shanghai Stock Exchange (except those who are prohibited by the PRC laws, regulations and other regulatory requirements which an issuer is required to comply with).
- (e) Place of listing: Shanghai Stock Exchange.
- (f) Methods of issue: The proposed A Share Issue shall be conducted via a combination of placement through (i) allotment to strategic investors; (ii) offline offering to investors subject to market consultation; and (iii) placement through online subscription; or other methods of issue approved by the CSRC.
- (g) Price determination method: The issue price range will be determined based on prevailing market conditions of the PRC securities market at the time when the A Share Issue takes place, by way of market pricing consultation mechanism or any other price determination method approved by the CSRC. The issue price will be determined by the Company and the underwriters according to the market conditions at the time of the A Share Issue.
- (h) Use of proceeds: The net proceeds of the Offering of A Shares after deduction of offering expenses will be used to (i) construct container vessels; (ii) purchase assets related to container transportation business; (iii) strengthen the Company's working capital base; and (iv) repay bank loans.
- (i) Plan for distribution of distributable profit before offering: Shareholders in the Offering of A Shares are not entitled to the distributable profit of the Group as at 30 June 2007. The distributable profit from 1 July 2007 to the day preceding the Offering of A Shares shall be shared by existing and new shareholders after A Shares are offered.
- (j) Validity period of the resolution: The resolution on the Offering of A Shares shall be valid for 12 months since its adoption at the general meeting.
- (k) Scope of authorization for the Board in the Offering of A Shares: (i) The Board is granted full right to decide and handle matters relating to the Offering of A Shares and listing (including but not limited to deciding the offering time, quantity, method, pricing method, price, target subscribers, number and percentage of A Shares offered to the respective subscribers); (ii) The Board is granted full right to sign the documents needed for the Offering of A Shares and listing (including but not limited to the prospectus, summary of the prospectus, sponsorship agreement, listing agreement and various announcements); (iii) The Board is authorized to amend the Articles of Association of the Company in line with the Offering of A Shares, and go through relevant examination, approval and registration formalities; (iv) The Board may propose to the general meeting to authorize the Board to decide and execute matters relating to using the proceeds from the Offering of A Shares to construct container vessels; purchase assets related to container transportation business; strengthen the Company's working capital base; and repay bank loans (including but not limited to specific project, value, execution time and method); (v) The Board is authorized to go through other necessary formalities relating to the Offering of A Shares and listing, take other necessary actions relating to the Offering of A Shares and listing, and upon completion of the Offering of A Shares, go through formalities for the registration of relevant matters such as change of the registered capital of the Company. The Board may transfer the aforesaid authorizations to a specific director where appropriate.

The aforesaid matters shall be subject to adoption by special resolution at the general meeting.

RESOLUTION NO.2 IN FULL:

2. Proposal Concerning the Plan for Distribution of Distributable Profit Before Offering

The plan for distribution of distributable profit before initial public offering of A Shares ("the Offering of A Shares") is as follows:

- (a) Shareholders in the Offering of A Shares are not entitled to the distributable profit of the Group as at 30 June 2007.
- (b) Some of the distributable profit of the Group as at 30 June 2007 will be distributed as share dividend at par value, i.e. 5.5 bonus shares per 10 shares, totaling RMB3,316,500,000. The distribution of bonus shares shall be adopted by a special resolution at the general meeting and implemented upon approval by the relevant examination and approval authority.

The record relating to the share capital of the Company in the Articles of Association shall also be modified where appropriate after the distribution of bonus shares. Specifically,

Article 3.6 shall be amended as follows:

"With approval of SAAC, the number of common shares issued by the Company at the time of its incorporation was 3,830,000,000, which common shares were state-owned corporate shares, all held by China Shipping (Group) Company.

The number of overseas listed foreign shares at the IPO of the Company was 2,200,000,000 upon approval by the securities regulatory authority under the State Council. After issue of the aforesaid overseas listed foreign shares, the equity structure of the Company is: 6,030,000,000 common shares, including 3,610,000,000 held by China Shipping (Group) Company, accounting for approximately 59.87% of the common shares issued by the Company, and 2,420,000,000 held by shareholders of H Shares, accounting for approximately 40.13% of the common shares issued by the Company.

Upon approval by a special resolution at the second extraordinary general meeting of the Company in 2007 and approval by the examination and approval authority authorized by the State Council, the Company distributed its dividend as at 30 June 2007 as share dividend to holders of domestic shares and overseas listed foreign shares (i.e. 5.5 bonus shares per 10 shares, totaling RMB3,316,500,000). After the aforesaid distribution of dividends, the equity structure of the Company is: 9,346,500,000 common shares, including 5,595,500,000 held by China Shipping (Group) Company, accounting for approximately 59.87% of the common shares issued by the Company, and 3,751,000,000 held by shareholders of H Shares, accounting for approximately 40.13% of the common shares issued by the Company."

Article 3.9 shall be amended as follows: "The registered capital of the Company is RMB9,346,500,000."

In respect of the distribution of RMB3,316,500,000 shares as bonus shares, the general meeting is requested to authorize the Board (i) to execute distribution and handle matters relating to the examination, approval and registration of the amendments to the Articles of Association; (ii) to sign necessary documents relating to share dividend distribution; (iii) to go through other necessary formalities relating to the share dividend distribution and take other necessary actions relating to share dividend distribution.

- (c) The distributable profit of the Group as at 30 June 2007 after deduction of the aforesaid distribution will be distributed as cash dividend, and the specific distribution plan shall be formulated and implemented by the Board as authorized by the general meeting.
- (d) The distributable profit will be the lower of the distributable profits of the Group as at 30 June 2007 in the audited financial statement prepared under China Accounting Standards for Business Enterprises and that in the audited financial statement prepared under Hong Kong Financial Reporting Standard.
- (e) The distributable profit from 1 July 2007 to the day preceding the Offering of A Shares shall be shared by existing and new shareholders after A Shares are offered.

The aforesaid matters shall be subject to adoption by special resolution at the general meeting, and shall come into effect after the *Proposal for Initial Public Offering and Listing of A Shares* is approved at the general meeting and shareholders class meetings.