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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)

MAJOR TRANSACTION — NEW SHIPBUILDING AGREEMENTS

Reference is made to the Previous Shipbuilding Announcements in relation to, among other things, the Previous Shipbuilding Agreements.

NEW SHIPBUILDING AGREEMENTS

The Board is pleased to announce that on 17 September 2014, the COSCO Entities, each being a single-vessel holding company of COSCO Asset Management, as buyers entered into the New Shipbuilding Agreements with China Shipbuilding Trading and Changxing Shipbuilding as sellers for the construction and sale of five 14,500 TEU container vessels at an aggregate consideration of US\$618,000,000.

IMPLICATIONS UNDER THE LISTING RULES

The New Shipbuilding Agreements and the Previous Shipbuilding Agreements constitute a series of transactions made within a 12-month period and shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios in respect of the New Shipbuilding Agreements, though calculated on a standalone basis only exceed 5% but are less than 25%, when aggregated with the Previous Shipbuilding Agreements, exceed 25% but are less than 100%, the entering into of the New Shipbuilding Agreements constitutes a major transaction for the Company and is subject to the notification, announcement and shareholders' approval requirements under the Listing Rules.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, no Shareholder has a material interest in the New Shipbuilding Agreements and accordingly, no Shareholder is required to abstain from voting on the New Shipbuilding Agreements. COSCO, being the controlling Shareholder holding 5,394,262,344 Shares (representing approximately 52.80% of the total registered capital of the Company as at the date of this announcement), has given its written approval to the entering into of the New Shipbuilding Agreements and such written approval is accepted in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. Accordingly, no physical general meeting will be held by the Company for approving the entering into of the New Shipbuilding Agreements.

A circular containing, among other things, (i) details of the New Shipbuilding Agreements; (ii) certain financial information of the Group; and (iii) such other information as required under the Listing Rules is expected to be despatched to the Shareholders in accordance with the Listing Rules on or before 10 October 2014.

Reference is made to the Previous Shipbuilding Announcements.

The Board is pleased to announce that on 17 September 2014, the COSCO Entities, each being a single-vessel holding company of COSCO Asset Management, as buyers entered into the New Shipbuilding Agreements with China Shipbuilding Trading and Changxing Shipbuilding as sellers for the construction and sale of five 14,500 TEU container vessels at an aggregate consideration of US\$618,000,000.

NEW SHIPBUILDING AGREEMENTS

Date

17 September 2014

Parties:

- (a) COSCO Entities (as buyers); and
- (b) China Shipbuilding Trading and Changxing Shipbuilding (as sellers).

Subject matter

Pursuant to the New Shipbuilding Agreements, China Shipbuilding Trading and Changxing Shipbuilding have agreed to build, launch, equip and complete at the shipyard of Changxing Shipbuilding and to sell and deliver to the COSCO Entities five 14,500 TEU container vessels at an aggregate consideration of US\$618,000,000.

Consideration and payment terms

The consideration for each 14,500 TEU container vessel is US\$123,600,000 and the aggregate consideration for the purchase of five 14,500 TEU container vessels is US\$618,000,000.

The consideration is subject to adjustment in the event of: (i) delay in delivery of any 14,500 TEU container vessel; (ii) deficiency in the actual speed of any 14,500 TEU container vessel; (iii) excessive fuel consumption; or (iv) deficiency in the actual deadweight of any 14,500 TEU container vessel.

Under each of the New Shipbuilding Agreements, the relevant COSCO Entity shall pay the consideration of US\$123,600,000 in installments in accordance with construction progress of the relevant 14,500 TEU container vessel.

Delivery

Delivery of the five 14,500 TEU container vessels is scheduled to be made from 2017 to 2018, subject to the delays and extension of time for delivery clause in each of the New Shipbuilding Agreements.

REASONS FOR AND BENEFITS OF ENTERING INTO THE NEW SHIPBUILDING AGREEMENTS

The Company entered into the New Shipbuilding Agreements in order to upgrade the fleets of the container vessels of the Group and improve the competitiveness of its shipping fleet as a whole. The consideration payable by the Group under the New Shipbuilding Agreements was arrived at after arm's length negotiations between the parties. The consideration was determined principally based on the prevailing market price for the construction and sale of similar vessels in the PRC. The Directors (including the independent non-executive Directors) consider that the terms of the New Shipbuilding Agreements are fair and reasonable, and in the interests of the Group and the Shareholders as a whole.

The Company will finance the consideration payable under the New Shipbuilding Agreements from internal resources and bank borrowings.

FINANCIAL EFFECTS OF THE PROVISION OF THE NEW SHIPBUILDING AGREEMENTS

Based on current facts and circumstances, it is estimated that the entering into of the New Shipbuilding Agreements and the transactions contemplated thereunder by the Group, with a total consideration of US\$618,000,000, would constitute capital commitments of the Group by the same amount immediately after entering into the New Shipbuilding Agreements. The Group would have to incur cash outflow to settle these capital commitments according to the payment schedules as stipulated in the New Shipbuilding Agreements.

The Directors do not expect that the entering into the New Shipbuilding Agreements would have any adverse financial impact on the earnings, assets and liabilities of the Group.

INFORMATION ABOUT THE GROUP

The Company was established in the PRC on 3 March 2005. The Group provides a wide range of container shipping, dry bulk shipping, terminal and container leasing services covering the whole shipping value chain for both international and domestic customers.

INFORMATION ABOUT THE PARTIES TO THE NEW SHIPBUILDING AGREEMENTS

Each of the COSCO Entities is a single-vessel holding company and a wholly-owned subsidiary of COSCO Asset Management.

COSCO Asset Management is a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company. It is principally engaged in asset management and investment holdings.

To the best of the knowledge of the Directors, China Shipbuilding Trading is a company established in the PRC principally engaged in military products trading, international marketing of civilian vessels, import of technologies, equipment and materials, export of electromechanical products such as marine equipments and international engineering contracting. It is the major platform for foreign trade and cooperation of CSSC.

To the best of the knowledge of the Directors, Changxing Shipbuilding is a company established in the PRC principally engaged in the business of shipbuilding. Changxing Shipbuilding is the major platform of CSSC in Changxing, Jiangnan in the PRC.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, each of China Shipbuilding Trading, Changxing Shipbuilding and their respective ultimate beneficial owner is an independent third party and not a connected person (as defined in the Listing Rules) of the Company.

IMPLICATIONS UNDER THE LISTING RULES

The New Shipbuilding Agreements and the Previous Shipbuilding Agreements constitute a series of transactions made within a 12-month period and shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios in respect of the New Shipbuilding Agreements, though calculated on a standalone basis only exceed 5% but are less than 25%, when aggregated with the Previous Shipbuilding Agreements, exceed 25% but are less than 100%, the entering into the New Shipbuilding Agreements constitutes a major transaction for the Company and is subject to the notification, announcement and shareholders' approval requirements under the Listing Rules.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquires, no Shareholder has a material interest in the New Shipbuilding Agreements and accordingly, no Shareholder is required to abstain from voting on the New Shipbuilding Agreements. COSCO, being the controlling Shareholder holding 5,394,262,344 Shares (representing approximately 52.80% of the total registered capital of the Company as at the date of this announcement), has given its written approval to the entering into the New Shipbuilding Agreements and such written approval is accepted in lieu of holding a general meeting pursuant to Rule 14.44 of the Listing Rules. Accordingly, no physical general meeting will be held by the Company for approving the entering into the New Shipbuilding Agreements.

GENERAL

A circular containing, among other things, (i) details of the New Shipbuilding Agreements; (ii) certain financial information of the Group; and (iii) such other information as required under the Listing Rules is expected to be despatched to the Shareholders in accordance with the Listing Rules on or before 10 October 2014.

DEFINITIONS

“Board”	the board of Directors
“Changxing Shipbuilding”	Shanghai Jiangnan-Changxing Shipbuilding Co., Ltd.* (上海江南長興造船有限責任公司), a company established and existing under the laws of the PRC and a subsidiary of CSSC
“Chengxi Shipyard”	Chengxi Shipyard Co., Ltd.* (中船澄西船舶修造有限公司), a company established and existing under the laws of the PRC and a subsidiary of CSSC
“China Shipbuilding Trading”	China Shipbuilding Trading Company Limited* (中國船舶工業貿易有限公司), a company established and existing under the laws of the PRC and the major platform for the foreign trade and cooperation of CSSC
“Company”	China COSCO Holdings Company Limited* (中國遠洋控股股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange and the A Shares of which are listed on the Shanghai Stock Exchange
“COSCO”	China Ocean Shipping (Group) Company* (中國遠洋運輸(集團)總公司), a Chinese state-owned enterprise and the controlling Shareholder currently owning an aggregate of approximately 52.80% of the total registered capital of the Company (including A Shares and H Shares)
“COSCO Asset Management”	COSCO Asset Management Limited (中遠資產管理有限公司), a company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of the Company
“COSCO Entities” or “COSCO Entity”	COSCO Haerbin Shipping Limited, COSCO Changchun Shipping Limited, COSCO Shenyang Shipping Limited, COSCO Shijiazhuang Shipping Limited and/or COSCO Zhengzhou Shipping Limited, all of which are single-vessel holding companies and wholly-owned subsidiaries of COSCO Asset Management, and hence wholly-owned subsidiaries of the Company

“CSSC”	China State Shipbuilding Corporation* (中國船舶工業集團公司), a company established and existing under the laws of the PRC
“CSSC Huangpu Wenchong”	CSSC Huangpu Wenchong Shipbuilding Company Limited* (中船黃埔文沖船舶有限公司), a company established and existing under the laws of the PRC
“December 2013 Shipbuilding Agreement(s)”	the shipbuilding agreement(s) dated 30 December 2013 and entered into between Prosperity Investment (or its nominee) as buyer and China Shipbuilding Trading and CSSC Huangpu Wenchong as sellers for the construction and sale of four 64,000 DWT bulk carries, details of which were disclosed in the announcement of the Company dated 30 December 2013
“Director(s)”	the director(s) of the Company
“DWT”	deadweight tons
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“January Shipbuilding Agreement(s)”	the shipbuilding agreement(s) dated 28 January 2014 and entered into between each of COSCO Nanjing Shipping Limited, COSCO Kunming Shipping Limited, COSCO Guiyang Shipping Limited, COSCO Hangzhou Shipping Limited and COSCO Wuhan Shipping Limited as buyer and China Shipbuilding Trading and Changxing Shipbuilding as sellers for the construction and sale of five 9,400 TEU container vessels, details of which were disclosed in the announcement of the Company dated 28 January 2014
“Jiangnan Shipyard”	Jiangnan Shipyard (Group) Co., Ltd. * (江南造船(集團)有限責任公司), a company established and existing under the laws of the PRC and a subsidiary of CSSC

“July Shipbuilding Agreement(s)”	the shipbuilding agreement(s) dated 11 July 2014 and entered into between: (i) Prosperity Investment (or its nominee) as buyer and China Shipbuilding Trading and Chengxi Shipyard as sellers for the construction and sale of four 38,800 DWT bulk carriers; and (ii) Prosperity Investment (or its nominee) as buyer and China Shipbuilding Trading and Chengxi Shipyard as sellers for the construction and sale of four 63,800 DWT bulk carriers, details of which were disclosed in the announcement of the Company dated 11 July 2014
“June Shipbuilding Agreement(s)”	the shipbuilding agreement(s) dated 13 June 2014 and entered into between: (i) Prosperity Investment as buyer and China Shipbuilding Trading and CSSC Huangpu Wenchong as sellers for the construction and sale of four 64,000 DWT bulk carriers; and (ii) Prosperity Investment as buyer and China Shipbuilding Trading and Jiangnan Shipyard as sellers for the construction and sale of two 78,000 DWT bulk carriers, details of which were disclosed in the announcement of the Company dated 13 June 2014
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Shipbuilding Agreement(s)”	the shipbuilding agreement(s) dated 17 September 2014 entered into between the relevant COSCO Entity as buyer and China Shipbuilding Trading and Changxing Shipbuilding as sellers for the construction and sale of five 14,500 TEU container vessels
“PRC”	the People’s Republic of China
“Previous Shipbuilding Agreement(s)”	collectively, the December 2013 Shipbuilding Agreement(s), the January Shipbuilding Agreement(s), the June Shipbuilding Agreement(s) and the July Shipbuilding Agreement(s)
“Previous Shipbuilding Announcements”	the announcements of the Company dated 30 December 2013, 28 January 2014, 13 June 2014 and 11 July 2014 in relation to, among other things, the Previous Shipbuilding Agreements

“Prosperity Investment”	Prosperity Investment 2011 Limited, a corporation incorporated and existing under the laws of British Virgin Islands and a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) (including A share(s) and H share(s) of the Company) of RMB1.00 each in the total registered capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shipbuilding Agreement(s)”	collectively, the Previous Shipbuilding Agreement(s) and the New Shipbuilding Agreement(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TEU”	twenty-foot equivalent unit, a standard unit of measurement of the volume of a container with a length of twenty feet, height of eight feet and six inches and width of eight feet
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

By Order of the Board
China COSCO Holdings Company Limited
Guo Huawei
Joint Company Secretary

Beijing, the People’s Republic of China
17 September 2014

As at the date of this announcement, the directors of the Company are Mr. MA Zehua² (Chairman), Mr. LI Yunpeng¹ (Vice Chairman), Ms. SUN Yueying², Mr. SUN Jiakang¹, Mr. YE Weilong¹, Mr. WANG Yuhang², Mr. JIANG Lijun¹ (President), Dr. FAN HSU Lai Tai, Rita³, Mr. KWONG Che Keung, Gordon³, Mr. Peter Guy BOWIE³ and Mr. YANG, Liang Yee Philip³.

¹ *Executive Director*

² *Non-executive Director*

³ *Independent non-executive Director*

* *For identification purpose only*