

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



中遠海運控股股份有限公司
COSCO SHIPPING Holdings Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1919)

CONNECTED TRANSACTION
CONSTRUCTION OF SIX VESSELS

CONSTRUCTION OF SIX VESSELS

On 13 January 2026, the Buyer (COSCO Asset Management, an indirect non-wholly owned subsidiary of the Company) entered into the Shipbuilding Contracts on substantially the same terms with the Builder (Heavy Industry (Zhoushan)) for the construction of six 3,000 TEU container vessels for a consideration of RMB330 million (equivalent to approximately HK\$370 million) for each Vessel and for an aggregate consideration of RMB1,980 million (equivalent to approximately HK\$2,200 million) for all the Vessels.

LISTING RULES IMPLICATIONS

As at the date of this announcement, COSCO SHIPPING and its associates control or are entitled to exercise control over approximately 45.25% of the total issued share capital of the Company. Therefore, COSCO SHIPPING is a controlling shareholder of the Company and a connected person of the Company. As COSCO SHIPPING holds 100% equity interest in Heavy Industry (Zhoushan), Heavy Industry (Zhoushan) is an associate of COSCO SHIPPING. Accordingly, Heavy Industry (Zhoushan) is a connected person of the Company under Chapter 14A of the Listing Rules, and the Shipbuilding Transaction constitutes a connected transaction of the Company.

As the highest applicable percentage ratio for the Shipbuilding Transaction (calculated on a standalone basis) exceeds 0.1% but is below 5% according to the Listing Rules, the Shipbuilding Transaction (calculated on a standalone basis) constitutes a connected transaction of the Company and is subject to the reporting, annual review, and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the requirements relating to circulars (including independent financial advice) and independent shareholders' approval.

Pursuant to Rules 14A.81 and 14A.82 of the Listing Rules, where a series of connected transactions are all entered into or completed within the same 12-month period (as the case may be), or where the series of transactions are connected with each other, such transactions shall be aggregated and treated as a single transaction. As the Shipbuilding Transaction and the Previous Transactions were entered into or completed with connected persons within a 12-month period, the Shipbuilding Transaction and the Previous Transactions shall be aggregated. Since the highest applicable percentage ratio for the Shipbuilding Transaction (upon aggregation with the Previous Transactions) exceeds 5% but is below 25%, and the aggregation resulted in the same transaction classification as the Previous Transactions (being a discloseable transaction and a connected transaction), the Shipbuilding Transaction would be only subject to the reporting, annual review, and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the requirements relating to circulars (including independent financial advice) and independent shareholders' approval, because the Company had already complied with the circular and independent shareholders' approval requirements under Chapter 14A in respect of the Previous Transactions.

BACKGROUND

On 13 January 2026, the Buyer (COSCO Asset Management, an indirect non-wholly owned subsidiary of the Company) entered into the Shipbuilding Contracts on substantially the same terms with the Builder (Heavy Industry (Zhoushan)) for the construction of six 3,000 TEU container vessels for a consideration of RMB330 million (equivalent to approximately HK\$370 million) for each Vessel and for an aggregate consideration of RMB1,980 million (equivalent to approximately HK\$2,200 million) for all the Vessels.

FINANCING TERMS

The Group currently expects to secure financing (such as offshore debt financing and/or bank loans) for each Vessel, covering no more than 60% of the contract price, prior to the delivery of the relevant Vessels. The remaining balance of the contract price will be funded by the internal resources of the Group. If such financing cannot be arranged, the full contract price for each Vessel will be covered by the internal resources of the Group, which are expected to be sufficient for such purposes.

CONTRACT TERMS

The terms of the Shipbuilding Contracts (including the consideration for each Vessel) were determined on an arm's length basis and on normal commercial terms (based on price comparable to the newbuilding market price agreed between a willing buyer and a willing seller, payment terms, technical terms and delivery dates that meet the Group's requirements), pursuant to the negotiation process referred to in the section headed "Reasons for and Benefits of the Shipbuilding Transaction" below.

Under each of the Shipbuilding Contracts, the Buyer shall pay the corresponding contract price in cash in five instalments based on progress intervals on the construction of each Vessel, with the substantial portion of the transaction consideration to be paid in the first four instalments and the remaining small portion to be paid upon the delivery of the Vessel in the fifth instalment.

The Vessels are expected to be delivered between June and December 2028, subject to arrangements for any delay in delivery as provided in each of the Shipbuilding Contracts.

In the event that there is a delay in delivery of any Vessel, the Builder shall deduct the liquidated damages from the 5th instalment of the contract price of the relevant Shipbuilding Contract (the exact amount of which shall be assessed based on the extent of delay from the original delivery date pursuant to the relevant Shipbuilding Contract and the maximum amount of which shall be approximately RMB13.50 million for each Vessel).

In the event that the Builder fails to conform to the technical specifications in the construction of the relevant Vessel as prescribed under the relevant Shipbuilding Contract (such as Vessel's speed, excessive fuel consumption, the deadweight tonnage or container capacity falling short of the agreed standard), the Builder shall deduct the liquidated damages from the 5th instalment of the contract price of the relevant Shipbuilding Contract (the exact amount of which shall be assessed based on the extent of deviation from the relevant technical specifications as prescribed under the relevant Shipbuilding Contract and the aggregate maximum amount of which shall be approximately RMB12.495 million for each Vessel). Accordingly, the 5th instalment shall be paid on a net basis (i.e. after deducting the aforementioned liquidated damages payable by the Builder).

If any of the Shipbuilding Contracts is terminated by the relevant Buyer in accordance with the specific terms thereof (such as in the event of extended delay in delivery), the Builder shall refund to the relevant Buyer in Renminbi the full amount already paid by the Buyer to the Builder, together with interest incurred thereof.

The specifications and plans in accordance with which the Vessel is constructed may be modified and/or changed at any time after the date of the relevant Shipbuilding Contract by written agreement of the parties thereto, provided that such modifications and/or changes or a combination thereof will not, in the reasonable judgment of the Builder, adversely affect its other commitments and provided further that the relevant Buyer and the Builder shall make the corresponding adjustment of the contract price, time of delivery of the relevant Vessel and other terms of the relevant Shipbuilding Contract, if any, in accordance with the relevant Shipbuilding Contract.

REASONS FOR AND BENEFITS OF THE SHIPBUILDING TRANSACTION

This transaction will help the Group steadily increase its fleet capacity, achieve long-term balanced development, and further consolidate its industry position, aligning with the Group's globalization development strategy for its container shipping business. After the delivery of the Vessels, they are scheduled to be deployed in international regional feeders. This deployment will provide stable capacity support for the related routes and reduce vessel costs. It will help the Group enhance its customer service capabilities in the relevant regional markets, leverage the core competitive advantages of the Dual Brands strategy, and create favourable conditions for achieving long-term development in emerging markets, regional markets, and Non-China markets.

The Group is aware of the potential risks associated with the Shipbuilding Transaction, including financing risks and shipping market volatility. However, given the Group's recent cash flow and debt levels, as well as its strategic deployment of vessels, and the ability to flexibly extend or terminate some of the Group's vessel leases to adjust capacity in the future according to market conditions, the Group believes that the risk exposure involved in the Shipbuilding Transaction is reasonable and controllable, and that the risk level arising from the Shipbuilding Transaction is similar to that arising from transactions with independent third-party shipyards.

The Shipbuilding Transaction will not have an adverse impact on the Group's financial position and operating results, or involve changes in management, employee arrangements, land leasing, or other matters. Additionally, it will not result in new connected transactions or peer competition, nor will the shipbuilding agreement itself have a direct and material impact on the Group's profitability. Upon delivery of the ordered Vessels, it is expected that such Vessels will be put into the Group's main business to generate revenue, improve the Group's operational efficiency and capabilities, promote the Group's business development, and further contribute to the Group's long-term profitability.

The Group has solicited quotations from several shipyards (including the Builder and three independent shipyards) for the construction of these Vessels. In particular, (i) one independent shipyard was unable to provide a quotation due to its limited dock space and resources; and (ii) the basic quotations provided by the other two independent shipyards were higher than those provided by the Builder, and their delivery schedules were later than those provided by the Builder. Based on the Group's assessment on price, technical capabilities and delivery schedules, and after comprehensive evaluation, the offer provided by the Builder is the best among the quotations received and meets the above factors because (i) the Builder's manufacturing technology and quality control are renowned in the shipbuilding industry, which is crucial to the performance of the Vessels; (ii) Heavy Industry (Zhoushan) provides the earliest delivery period than other shipyards and can provide all the building dock for delivery in 2028, and their vessel delivery schedules are in line with the Group's strategic plan; and (iii) their prices are competitive with those of other shipyards obtained by the Group during the quotation process.

Previously, other shipbuilders (which, similar to the Builder in the Shipbuilding Transaction, are subsidiaries of COSCO SHIPPING Heavy Industry Co., Ltd.) had secured container vessel construction orders on multiple occasions from the Group in past years, and have established long-standing and positive cooperative relationships with the Group. Heavy Industry (Zhoushan), as a builder under COSCO SHIPPING Heavy Industry Co., Ltd., has a better understanding of the operation, technical specifications, requirements, and standards of the Group's new vessels. The engagement of the builder under COSCO SHIPPING Heavy Industry Co., Ltd. for the Shipbuilding Transaction is expected to generate synergies during construction.

Following delivery of the Vessels, the Group's fixed assets will increase whilst current assets will decrease and long-term liabilities will increase depending on the proportion of the contract price funded from internal resources and external financing. For illustration purpose and as an example only, if the Group settles 40% and 60% of the total consideration by internal cash resources and external financing, respectively, then the current assets of the Group (namely, cash and bank balance) will decrease by RMB792 million (i.e. 40% of RMB1,980 million), while the non-current assets of the Group (namely, property, plant and equipment) will increase by RMB1,980 million and the total liabilities of the Group will increase by RMB1,188 million (i.e. 60% of RMB1,980 million). There is no immediate material impact on earnings of the Group by reason only of the Shipbuilding Transaction. After the delivery of the Vessels, the Vessels are expected to be utilised for the generation of revenue through the core businesses of the Group and enhance the operational efficiency and capability and business development of the Group, and then further contribute to its earnings base in the long run.

The Board (including the independent non-executive Directors) considers that the terms of the Shipbuilding Contracts are fair and reasonable and that the Shipbuilding Transaction is entered on normal commercial terms and in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole.

The executive Directors, namely, Mr. WAN Min, Mr. ZHANG Feng, Mr. TAO Weidong, Mr. ZHU Tao and Mr. XU Feipan, as the Directors nominated by COSCO Group (the Company's controlling shareholder and a wholly-owned subsidiary of COSCO SHIPPING), have abstained from voting on the Board's resolution(s) to approve the Shipbuilding Transaction in accordance with the Company's articles of association. Save as disclosed above, none of the other Directors has any material interest in the Shipbuilding Transaction and is required to abstain from voting on the relevant resolution(s).

LISTING RULES IMPLICATIONS

As at the date of this announcement, COSCO SHIPPING and its associates control or are entitled to exercise control over approximately 45.25% of the total issued share capital of the Company. Therefore, COSCO SHIPPING is a controlling shareholder of the Company and a connected person of the Company. As COSCO SHIPPING holds 100% equity interest in Heavy Industry (Zhoushan), Heavy Industry (Zhoushan) is an associate of COSCO SHIPPING. Accordingly, Heavy Industry (Zhoushan) is a connected person of the Company under Chapter 14A of the Listing Rules, and the Shipbuilding Transaction constitutes a connected transaction of the Company.

As the highest applicable percentage ratio for the Shipbuilding Transaction (calculated on a standalone basis) exceeds 0.1% but is below 5% according to the Listing Rules, the Shipbuilding Transaction (calculated on a standalone basis) constitutes a connected transaction of the Company and is subject to the reporting, annual review, and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the requirements relating to circulars (including independent financial advice) and independent shareholders' approval.

Pursuant to Rules 14A.81 and 14A.82 of the Listing Rules, where a series of connected transactions are all entered into or completed within the same 12-month period (as the case may be), or where the series of transactions are connected with each other, such transactions shall be aggregated and treated as a single transaction. As the Shipbuilding Transaction and the Previous Transactions were entered into or completed with connected persons within a 12-month period, the Shipbuilding Transaction and the Previous Transactions shall be aggregated. Since the highest applicable percentage ratio for the Shipbuilding Transaction (upon aggregation with the Previous Transactions) exceeds 5% but is below 25%, and the aggregation resulted in the same transaction classification as the Previous Transactions (being a discloseable transaction and a connected transaction), the Shipbuilding Transaction would be only subject to the reporting, annual review, and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the requirements relating to circulars (including independent financial advice) and independent shareholders' approval, because the Company had already complied with the circular and independent shareholders' approval requirements under Chapter 14A in respect of the Previous Transactions.

INFORMATION ON THE GROUP AND THE BUILDER

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

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

To the best of the Directors' knowledge, information and belief, the scope of business of COSCO SHIPPING includes international shipping, ancillary business in international maritime transportation, import and export of goods and technologies, international freight agency business, leasing of self-owned vessels, sale of vessels, containers and steel, and maritime engineering. To the best of the Directors' knowledge, information, and belief, Heavy Industry (Zhoushan) is a company established in China and an indirect wholly-owned subsidiary and associate of COSCO SHIPPING. Heavy Industry (Zhoushan) is principally engaged in the design, manufacture, and repair of vessels.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the meanings as follows, and words in plural shall include the singular and vice versa, as applicable:

“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Board Meeting”	the meeting of the Board held on 13 January 2026 for the purpose of approving, among other things, the Shipbuilding Transaction
“Buyers”	COSCO Asset Management or its nominee (referring to the wholly-owned single-ship company subsidiary of COSCO Asset Management)
“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
“Company”	COSCO SHIPPING Holdings Co., Ltd.* (中遠海運控股股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 1919) and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601919)
“connected person”	has the meaning ascribed to it under the Listing Rules
“COSCO SHIPPING”	China COSCO SHIPPING Corporation Limited* (中國遠洋海運集團有限公司), a PRC state-owned enterprise and the Company's indirect controlling shareholder
“COSCO SHIPPING Group”	COSCO SHIPPING and its subsidiaries and associates (as defined in the Listing Rules)
“Heavy Industry (Zhoushan)” or “Builder”	COSCO SHIPPING Heavy Industry (Zhoushan) Co., Ltd. (舟山中遠海運重工有限公司), a company established in the PRC and an indirect wholly-owned subsidiary of COSCO SHIPPING

“Dual Brands”	Two container shipping service brands, namely “COSCO SHIPPING Lines” and “OOCL”
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Shareholders”	Shareholders other than those who are members of the COSCO SHIPPING Group
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Previous Transactions”	the disclosable transactions and connected transactions constituted by the shipbuilding contract(s) between each of the 14 indirect wholly-owned subsidiaries of Orient Overseas (International) Limited (東方海外(國際)有限公司*), an indirect non-wholly owned subsidiary of the Company, and Nantong COSCO KHI Ship Engineering Co., Ltd.* (南通中遠海運川崎船舶工程有限公司) (an associate of COSCO SHIPPING) and Dalian COSCO KHI Ship Engineering Co., Ltd.* (大連中遠海運川崎船舶工程有限公司) (an indirect subsidiary of COSCO SHIPPING) for the construction of fourteen units of 18,500 TEU-class methanol dual-fuel powered container vessels, as disclosed in the announcement dated 29 April 2025 and the circular dated 8 May 2025 of the Company
“Shareholders”	holder(s) of the share(s) of the Company
“Shipbuilding Contract(s)”	the following six shipbuilding contracts all dated 13 January 2026, each of which relates to one Vessel and contains substantially the same terms, and “Shipbuilding Contract” shall mean any one of them
“Shipbuilding Transaction”	the transactions contemplated under the Shipbuilding Contracts
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

“TEU”	twenty-foot equivalent container unit
“US\$”	United States Dollars, the lawful currency of the United States
“Vessels”	six units of 3,000 TEU wide-body conventional fuel powered container vessels, constructed in accordance with the shipbuilding contract, and a “Vessel” shall mean any of them
“%”	per cent

The exchange rate for reference purpose used in this announcement is RMB1.00 to HK\$1.11217, as published by the China Foreign Exchange Trade System authorised by the People’s Bank of China on 13 January 2026.

By Order of the Board
COSCO SHIPPING Holdings Co., Ltd.*
Xiao Junguang
Company Secretary

Shanghai, the People’s Republic of China
13 January 2026

As at the date of this announcement, the Directors of the Company are Mr. WAN Min¹ (Chairman), Mr. ZHANG Feng¹ (Vice Chairman), Mr. TAO Weidong¹, Mr. ZHU Tao¹, Mr. XU Feipan¹, Prof. MA Si-hang Frederick², Mr. SHEN Dou² and Ms. HAI Chi Yue².

¹ *Executive Director*

² *Independent non-executive Director*

* *For identification purpose only*