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**CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.**

**中國國際海運集裝箱（集團）股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2039)**

## **PROFIT WARNING**

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance.

The Board wishes to inform the Shareholders and potential investors that, based on the preliminary assessment of the unaudited consolidated management accounts of the Group during the Reporting Period as defined herein, the Group is expected to record a consolidated loss attributable to equity shareholders of the Company during the Reporting Period (the corresponding period of last year: profit of RMB1,518,195,000).

**Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

This announcement is made by China International Marine Containers (Group) Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary assessment of the unaudited consolidated management accounts of the Group for the six months ended 30 June 2016 (the “**Reporting Period**”), the Group is expected to record a consolidated loss attributable to equity shareholders of the Company during the Reporting Period (the corresponding period of last year: profit of RMB1,518,195,000).

Details of the estimated result relating to the profit of the Group during the Reporting Period are shown in the table below:

<b>Items</b>	<b>The Reporting Period 1 January 2016 to 30 June 2016 (Unaudited)</b>	<b>The corresponding period of last year 1 January 2015 to 30 June 2015 (Unaudited)</b>
Net profit attributable to the equity shareholders of the Company	Estimated loss: Not more than RMB450,000,000	Profit: RMB1,518,195,000
Basic earnings per share	Estimated loss: Not more than RMB0.151 per share	Profit: RMB0.5681 per share

Based on the information currently available, the expected loss recorded in the Group's operating results during the Reporting Period was mainly due to the following factors:

1. During the first half of 2016, there was a slowdown of China's economic growth, continuous weak demand from the external economies, continuous downturn of international trade and export, and the increased fluctuation in RMB. Although the Group has implemented various measures for active response, the operating results of the Group during the Reporting Period are expected to still record a substantial decline as affected by the persistent market downturn.

Meanwhile, the Group's interim results for last year accounted for approximately 77% of the annual results for last year, representing a relatively higher comparison base. Based on preliminary forecast, excluding the effect of the factor as mentioned under section 2 below, the Group's unaudited net profit attributable to the equity shareholders of the Company during the Reporting Period is expected to decrease approximately 70% or around as compared to the profit of RMB1,518,195,000 of the corresponding period of last year.

2. On 1 June and 3 June 2016, CIMC Enric Holdings Limited ("**CIMC Enric**", a company listed on the main board of the Hong Kong Stock Exchange (stock code: 3899.HK), the Company owned 70.79% of its issued shares as of 30 June 2016), a non-wholly owned subsidiary of the Group, published two announcements (the "**Enric Announcements**") on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) in relation to (i) termination of major transaction in relation to the acquisition of entire equity interests of 南通太平洋海洋工程有限公司(SinoPacific Offshore & Engineering Co. Ltd., "**SOE**"), and (ii) termination of the discloseable transaction in relation to the financial assistant framework agreement.

On 27 August 2015, 中集安瑞科投資控股(深圳)有限公司(CIMC Enric Investment Holdings (Shenzhen) Limited, the “**Purchaser**”), an indirect wholly-owned subsidiary of CIMC Enric, entered into the equity transfer agreements and the shareholders’ agreement (together with the supplemental agreement below, the “**Acquisition Agreement**”) with SOEG PTD LTD (“**SOEG**”), 江蘇太平洋造船集團股份有限公司(Jiangsu Pacific Shipbuilding Group Co., Ltd., “**Jiangsu Pacific**”) and 春和集團有限公司(Evergreen Group Co., Ltd., “**Evergreen Group**”), together with SOEG and Jiangsu Pacific, the “**Vendors**”), respectively. Pursuant to the Acquisition Agreement, the Purchaser proposed to acquire 100% equity interests in SOE from the Vendors with a total consideration of RMB700,000,000. On 17 December 2015, the Purchaser and Vendors entered into the supplemental agreement to the equity transfer agreements, pursuant to which the total consideration of acquisition was reduced to RMB600,000,000. On 21 December 2015, CIMC Enric entered into the financial assistant framework agreement with SOE and Evergreen Group, pursuant to which CIMC Enric may provide loans to SOE and guarantee for financing normal business operation of SOE with a maximum amount of RMB1,500,000,000.

Pursuant to the Enric Announcements, as certain conditions precedent in the Acquisition Agreement had not been fulfilled or waived, the board of directors of CIMC Enric considered that the Vendors had breached certain material terms under the Acquisition Agreement. After due and careful consideration and consulting with the legal advisors of CIMC Enric, the board of directors of CIMC Enric decided to terminate such acquisition. On 1 June 2016, 中集安瑞科投資控股(深圳)有限公司 (CIMC Enric Investment Holdings (Shenzhen) Limited) delivered termination notices to the Vendors to terminate the Acquisition Agreement and request the Vendors to return the first instalments of consideration and consideration prepayment paid in the sum of RMB178,634,000 to CIMC Enric. On the same date, CIMC Enric delivered termination notices to SOE and Evergreen Group to terminate the financial assistance framework agreement and request SOE to return the loan of RMB482,051,584 provided by CIMC Enric and released the guarantee of bank loan of RMB1,000,000,000 in aggregate provided for or in favour of SOE.

Taking into account of the current negotiation between CIMC Enric, SOE and the Vendors and the CIMC Enric’s current knowledge on the financial position of SOE and Evergreen Group, and from the prudent perspective, CIMC Enric will make a significant provision of approximately RMB1.21 billion in aggregate in respect of the aforesaid first instalments of consideration, consideration prepayment, loan and guarantee paid/provided to SOE and Vendors in the financial period for the six months ended 30 June 2016.

Affected by the factors above, the Group is expected to record an unaudited consolidated loss attributable to the equity shareholders of the Company during the Reporting Period.

The Company is of the view that the termination of transaction in relation to the acquisition of entire equity interests of SOE and the termination of financial assistant framework agreement by CIMC Enric will not affect the normal business operation of the Group, and that the financial position of the Group remains stable and steady. The Company will continue to monitor the development of the events and take appropriate measures to protect the legitimate rights and interests of the Company and its shareholders. The Company will fulfill its information disclosure obligation in accordance with the requirement of relevant laws and regulations.

The Group is still in the process of preparing its unaudited consolidated results during the Reporting Period. The information contained in this announcement is only based on the internal consolidated management accounts of the Group and the preliminary assessment by the management of the Company, and is not based on any figures or information which has been audited or reviewed by the Company’s auditor.

**Shareholders and potential investors are advised to read this announcement carefully together with the Group's interim results announcement which is expected to be published in August 2016, and exercise cautions when dealing in the Shares of the Company.**

This announcement is available for reviewing on the website of the Company (<http://www.cimc.com>) and the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

By order of the Board  
**China International Marine Containers (Group) Co., Ltd.**  
**YU Yuqun**  
*Company Secretary*

Hong Kong, 15 July 2016

*As at the date of this announcement, the Board comprises Mr. WANG Hong (Chairman), Mr. WANG Yuhang (Vice-Chairman), Mr. WANG Zhixian and Mr. LIU Chong as non-executive directors; Mr. MAI Boliang as executive director; and Mr. PAN Chengwei, Mr. PAN Zhengqi and Mr. WONG Kwai Huen, Albert as independent non-executive directors.*