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中國國際海運集裝箱（集團）股份有限公司

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

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

**(Stock Code: 2039)**

## **ANNOUNCEMENT**

### **ADJUSTMENT TO THE ISSUE PRICE AND NUMBER OF SHARES TO BE ISSUED UNDER THE NON-PUBLIC ISSUANCE OF A SHARES**

Reference is made to (i) the announcement of China International Marine Containers (Group) Co., Ltd. (the “**Company**”) dated 9 April 2016 and the circular of the Company dated 25 April 2016 (the “**Circular**”) in relation to, among other things, the proposed non-public issuance of the A Shares (the “**Non-public Issuance of A Shares**”); and (ii) the announcements dated 1 June 2016 and 13 July 2016 of the Company, respectively, in relation to, among other things, the 2015 profit distribution plan of the Company and its implementation. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **I. OVERVIEW OF THE NON-PUBLIC ISSUANCE OF A SHARES**

The proposed Non-public Issuance of A Shares was approved at the third meeting of the seventh session of the board of directors of the Company (the “**Board**”) in 2016 on 8 April 2016, and was approved by the shareholders of the Company at the Annual General Meeting for 2015, the 2016 First A Shareholders’ Class Meeting and the 2016 First H Shareholders’ Class Meeting, respectively, on 31 May 2016.

As disclosed in the Circular, the Company shall raise funds of not more than RMB6 billion from the Non-public Issuance of A Shares. The Price Determination Date shall be the date of announcement on resolutions of the third meeting of the seventh session of the Board in 2016 (9 April 2016) and the Issue Price shall not be less than RMB13.86 per share, which is 90% of the Company’s average trading price of A shares over the 20 trading days preceding the Price Determination Date, i.e., RMB15.40 per share. The number of A shares to be issued under this Issuance will not be more than 386,263,593 shares (including 386,263,593 shares).

In cases of ex-rights and ex-dividend matters as a result of distribution of dividend, dividend payout, placement of shares, bonus issuance and conversion of capital reserve into share capital in the period from the Price Determination Date to the date of the completion of the Issuance, the number of A shares to be issued under the Issuance and the Issue Price shall be adjusted accordingly.

## **II. THE 2015 PROFIT DISTRIBUTION PLAN AND ITS IMPLEMENTATION**

The profit distribution and dividend distribution proposal for the year ended 31 December 2015 was considered and approved at the Annual General Meeting for 2015 of the Company, pursuant to which the Company shall pay a final dividend of 2015 in cash of RMB0.22 per Share (inclusive of applicable tax) (the “**2015 Final Dividends**”) to holders of A Shares and holders of H Shares whose names appeared on the register of members of the Company at the close of business on the respective record dates for the A Shareholders and H Shareholders. The 2015 Final Dividends were distributed on 20 July 2016.

## **III. ADJUSTMENT TO THE ISSUE PRICE AND NUMBER OF A SHARES TO BE ISSUED UNDER THE NON-PUBLIC ISSUANCE OF A SHARES**

Taking into consideration that the 2015 profits distribution plan has been implemented and according to the adjustment mechanism for the Issue Price and the number of A shares agreed in the Plan for Non-public Issuance of A Shares, the Company will make the following adjustments to the relevant content of the Plan for Non-public Issuance of A Shares:

### **1. Adjustment to the Issue Price**

Upon the completion of the distribution of the 2015 Final Dividends, the Issue Price for the Non-public Issuance of A Shares was adjusted from not less than RMB13.86 per share to not less than RMB13.64 per share, which was calculated as follows:

Issue Base Price after adjustment = Issue Base Price before adjustment – Cash dividend per Share (tax inclusive) = RMB13.86 per share – RMB0.22 per share = RMB13.64 per share.

### **2. Adjustment to the number of A shares to be issued**

As stated in the Circular, the number of A shares to be issued under the Non-public Issuance of A Shares was not more than 386,263,593 A Shares (including 386,263,593 A shares). Accordingly, based on the above adjustment to the Issue Price, the number of A shares to be issued under the Non-public Issuance of A Shares was adjusted to not more than 392,493,651 A Shares (including 392,493,651 A shares), which was calculated as follows:

The maximum number of A shares to be issued after adjustment = (Issue Base Price before adjustment x The maximum number of A shares to be issued before adjustment) ÷ Issue Base Price after adjustment = (RMB13.86 per share x 386,263,593 shares) ÷ RMB 13.64 per share = 392,493,651 shares.

Save for the above adjustments, other matters in respect of the Non-public Issuance of A Shares remain unchanged.

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

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

Hong Kong, 13 September 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 an executive director; and Mr. PAN Chengwei, Mr. PAN Zhengqi and Mr. WONG Kwai Huen, Albert as independent non-executive directors.*