

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) 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)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

### **ANNOUNCEMENT ON THE RESOLUTIONS OF THE TWELFTH MEETING IN 2016 OF THE EIGHTH SESSION OF THE BOARD**

This announcement is published by China International Marine Containers (Group) Co., Ltd. (the “**Company**”) in the Mainland of China pursuant to the provisions of the Rules Governing the Listing of Stocks on The Shenzhen Stock Exchange and is made simultaneously in Hong Kong pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

#### **I. CONVENING OF THE MEETING**

The written notice of the twelfth meeting in 2016 of the eighth session of the board of directors of the Company was despatched on 29 November 2016. The meeting was held on 5 December 2016 by way of voting via correspondence. The Company is currently comprised of 8 directors, 8 of whom participated in the voting. The meeting was chaired by Mr. WANG Hong (Chairman). The supervisors of the Company were present at the Meeting.

The meeting was convened in line with relevant provisions of the Company Law of the People's Republic of China, the Articles of Association of China International Marine Containers (Group) Co., Ltd. and the Rules of Procedure for the Board of Directors of China International Marine Containers (Group) Co., Ltd..

#### **II. RESOLUTION CONSIDERED AT THE MEETING**

1. Resolution on Introducing a Strategic Investor to CIMC Offshore was approved by the directors by way of voting after due consideration:
  - 1) Approving CIMC Offshore Holdings Limited ( “**CIMC Offshore**”, a wholly-owned subsidiary of China International Marine Containers (Hong Kong) Ltd. (“**CIMC HK**”, a wholly-owned subsidiary of the Company)) to introduce SDIC Future Industry Investment Fund (LP) (“**Future Industry Investment Fund**”) as its strategic investor by way of capital increase and the related plans. Approving CIMC HK (a wholly-owned subsidiary of the Company) to waive its preferential subscription right.

- 2) Approving the plan for introducing the strategic investor, primarily including: (i) Future Industry Investment Fund will make a capital increase in US\$ equivalent to RMB1,000,000,000 (calculated based on the central parity exchange rate of USD/RMB announced by the People's Bank of China or its authorized organ on the business day prior to the Completion Date) to CIMC Offshore for 15% equity interest therein; (ii) the investment period is seven years (or nine years if the parties decide in writing to extend it for another two years based on actual conditions) following completion of the transaction; (iii) If the listing is not completed during the investment period, Future Industry Investment Fund has the right to transfer such equity interest to a third party, and is entitled to receiving an amount equivalent to the shortfall from the Company or CIMC HK if the consideration for the equity transfer fails to satisfy a compound annual return of 5.2%; the Company or CIMC HK has the preemptive right.
- 3) Approving the Shareholders Agreement Regarding Capital Increase of CIMC Offshore Holdings Limited entered into by and between the Company, CIMC HK, Future Industry Investment Fund or its designated signatory and CIMC Offshore, and the Capital Increase Agreement of CIMC Offshore Holdings Limited entered into by and between CIMC HK, Future Industry Investment Fund or its designated signatory and CIMC Offshore, and the relevant terms thereunder.
- 4) Approving the authorization granting to YU Ya, vice president of the Company, to execute the above-mentioned agreements and other legal documents related to this matter on behalf of the Company.

Voting Result: For: 8, Against: 0, Abstain: 0.

2. Independent directors of the Company have reviewed the introducing of a strategic investor to CIMC Offshore and given their independent opinions thereon. For relevant details, please refer to the *Independent Opinions on introducing a strategic investor to CIMC Offshore issued by the Independent Directors of the Eighth Session of the Board of Directors of China International Marine Containers (Group) Co., Ltd.* disclosed on the Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the Company website ([www.cimc.com](http://www.cimc.com)) on the day hereof.

### III. DOCUMENTS AVAILABLE FOR INSPECTION

1. The resolution of the twelfth meeting in 2016 of the eighth session of the board of the Company.
2. Opinions of independent directors.

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, 7 December 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.*