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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)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

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

This announcement “China International Marine Containers (Group) Ltd. Registration System of Persons with Access to Inside Information” is published in the website of the Company (<http://www.cimc.com>) and the website of the Shenzhen Stock Exchange (<http://www.szse.cn>).

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

Hong Kong, 28 March 2017

*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.*

## **China International Marine Containers (Group) Ltd. Registration System of Persons with Access to Inside Information**

(As amended and passed at the 1st meeting in 2017 in the seventh session of the Board on 27 March 2017)

### **Chapter 1 General Provisions**

Article 1 To regulate the management of the behaviours of persons with access to inside information of China International Marine Containers (Group) Ltd. (hereinafter referred to as the “Company”), strengthen the confidentiality of inside information and ensure openness, fairness and equality of information disclosure of the Company, the Rules is formulated in accordance with the *Company Law of the People’s Republic of China* (hereinafter referred to as the “*Company Law*”), the *Securities Law of the People’s Republic of China* (hereinafter referred to as the “*Securities Law*”), the *Administrative Measures for the Disclosure of Information of Listed Companies*, the *Stock Listing Rules of the Shenzhen Stock Exchange* (hereinafter referred to as the “*Stock Listing Rules*”), the *Provisions regarding the Registration Management System of Persons with Access to Inside Information Established by the Listed Companies*, the *Securities and Futures Ordinance* issued by the Securities and Futures Commission of Hong Kong (hereinafter referred to as the “*Hong Kong SFC*”) and the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (hereinafter referred to as the “*Stock Exchange Listing Rules*”), as well as the provisions of the *Articles of Association*.

Article 2 The board of directors of the Company shall ensure the truthfulness, accuracy and completeness of the archives relating to the persons with access to inside information, and the Chairman shall serve as the primary responsible person. The secretary to the board of directors shall be responsible for handling matters relating to the registration and documentation of the persons with access to inside information of the listed company (hereinafter referred to as the “insiders”).

The board of supervisors shall supervise the implementation of registration management system of insiders.

The office of the secretary to the board of directors is the daily management and administrative body of the Company that implements the registration archives of insiders.

Article 3 Without consent from the board of directors, no department or individual of the Company may disclose, report or disseminate to any third party any details relating to inside information and information disclosure of the Company. Details relating to inside information and information disclosure involved in the archives, audio videos and CDs published or distributed to the public shall obtain consent from the board of directors or the secretary to the board of directors before publication or distribution to the public.

Article 4 The directors, supervisors and senior management of the Company and various departments and subsidiaries of the Company shall keep the inside information strictly confidentiality.

Article 5 No director, supervisor, senior management and insider shall disclose the inside information, nor engage in insider trading or engage with others to manipulate the price of securities transactions.

## Chapter 2 Inside Information and its Scope

Article 6 The inside information referred in the Rules shall include the “inside information” as defined in section 75 of the *Securities Law* and the “inside information” as defined in the *Guidelines on Disclosure of Inside Information* published by the Hong Kong SFC.

Pursuant to section 75 of the *Securities Law*, inside information refers to any unpublished information that relates to the business or financial conditions of the Company or has a material impact on the price of the securities of the Company or its derivatives transactions. Unpublished matters refer to matters that are not officially published on the media or website for information disclosure of listed companies as designated by China Securities Regulatory Commission (hereinafter referred to as the “CSRC”).

Under the *Guidelines on Disclosure of Inside Information*, inside information, inside information means specific information that

- (a) is about -
  - (i) the corporation;
  - (ii) a shareholder or officer of the corporation; or
  - (iii) the listed securities of the corporation or their derivatives; and
- (b) is not generally known to the persons who are accustomed or would be likely to deal in the listed securities of the corporation but would if generally known to them be likely to materially affect the price of the listed securities.

Article 7 The inside information referred in the Rules includes but not limited to:

- (a) major changes in the operating directions and business scope of the Company;
- (b) decisions of the Company on major investment activities and major acquisition or disposal of assets;
- (c) regular reports and financial reports not yet disclosed by the Company;
- (d) material contracts entered into by the Company that might significantly affect its assets, liabilities, interests and operating achievements of the Company;
- (e) major debt incurred by the Company and default on any major debt due or any obligation to pay a large sum of compensation;
- (f) major deficit or significant losses incurred by the Company;
- (g) decision on capital reduction, merger, division, dissolution or application for bankruptcy; or falling in bankruptcy procedures or being ordered to close down in accordance with law;
- (h) cancellation or invalidation of any resolution of the general meeting or the board of directors in relation to material litigation or arbitration in which the Company is involved;
- (i) material changes in the shareholding structure of the Company;

- (j) plans of the Company regarding share repurchase, profit distribution or capitalisation from capital reserve;
- (k) relevant resolutions made by the board of directors on the issue of new shares or other refinancing plans and share option incentive schemes;
- (l) execution of material contracts relating to merger, acquisition and restructuring that are yet to be disclosed by the Company;
- (m) closedown, detention, pledge, freezing, mortgage or pledge of major assets;
- (n) breaking down of the principal or all businesses;
- (o) provision of material external guarantee;
- (p) behaviours of the directors, supervisors and senior management of the Company that might make them liable to material losses and damages in accordance with law;
- (q) mandatory measures taken by judicial authorities with respect to the alleged crimes of the directors, supervisors and senior management of the Company;
- (r) changes on accounting policies or accounting estimates;
- (s) order of the relevant authorities or resolution of the board of directors issued or passed in order to correct or amend errors, non-compliance disclosure or false representations contained in the information previously disclosed;
- (t) pledge, disposal or retirement of major assets used in the operations of the Company exceeding thirty percent of the total value of such assets; and
- (u) all other information or matters not mentioned in (a) to (t) above but defined in relation to inside information under Article 6 of the Rules.

### **Chapter 3 Insiders and Scope of Insiders**

Article 8 Insiders herein refer to the persons who directly or indirectly obtain the inside information prior to public disclosure of inside information of the Company.

Article 9 Insiders herein shall include but not limited to:

- (a) the relevant internal personnel of the Company who may have access or obtain the inside information, including but not limited to:
  - (i) directors, supervisors and senior management of the Company;
  - (ii) internal personnel who participate in the planning, justification and decision-making of material matters of the Company; and
  - (iii) personnel who have knowledge of inside information due to their capacity in the Company.
- (b) the relevant external personnel who may have access or obtain the inside information of the Company, including but not limited to:
  - (i) shareholders (who are natural persons) with 5% or more shares of the Company;
  - (ii) directors, supervisors and senior management (who are legal person shareholders) with 5% or more shares of the Company;
  - (iii) de facto controllers of the Company and its directors, supervisors and senior management;

(iv) counterparties and their related (connected) parties and their directors, supervisors and senior management;

(v) personnel who may have access to inside information due to provision of service to the Company, including but not limited to the relevant personnel of the auditors, lawyers, financial advisors, sponsors, credit rating agencies and other securities services institutions;

(vi) personnel of external entities who obtain inside information in accordance with law;

(vii) personnel of external entities who participate in the planning, justification and decision-making of material matters;

(viii) administrative and management personnel who have access to inside information; and

(ix) other personnel who are aware of the inside information of the Company due to family relations or business relations.

(c) the other personnel prescribed by CSRC or other personnel who shall be identified as insiders under the *Securities and Futures Ordinance* issued by the Hong Kong SFC.

#### **Chapter 4 Registration Archives**

Article 10 Prior to public disclosure of inside information in accordance with law, the Company shall complete the insider archives and timely record the list of insiders involved at different stages from initial planning, justification and consultation to execution of contract, and during different processes from reporting, circulation, preparation, resolution and disclosure, as well as the details such as time, venue, basis, means and contents of inside information known to them.

Article 11 The Company shall timely update the information of the insider archives. The insider archives shall be maintained for at least 10 years from the date of record (including additions and amendments). The relevant securities regulatory authorities and stock exchanges may inspect the insider archives in accordance with relevant laws and regulations and the provisions of the rules.

Article 12 The contents of the registration archives of insiders shall include but not limited to the name, position, ID number, securities account, business unit, details of inside information known to him/her, channel and means of access, time of knowledge and confidentiality clause of the insiders.

Article 13 With respect to material matters such as acquisition, major asset restructuring, issue of securities, merger, division, share repurchase and share option incentive scheme, the Company shall, in addition to filling in the insider archives, prepare a memorandum on progress of material matters, including but not limited to the time of various key nodes in the course of planning and decision-making, list of personnel participating in planning and decision-making, and the means of planning and decision-making. The relevant personnel involved in the memorandum shall sign and confirm on the memorandum. Upon public disclosure of the information relating to the above matters in accordance with law, the insider archives and the memorandum on the progress of material matters shall be submitted in a timely manner to the stock exchanges and the securities regulatory authorities for filing.

Article 14 The directors, supervisors, senior management of the Company and various departments, subsidiaries, investees which the Company has significant influence and their persons-in-charge shall actively cope with the Company to keep the registration archives of the insiders strictly confidential, and timely notify the Company regarding the status of the insiders and changes of relevant insiders.

Article 15 Shareholders with 5% or more shares of the Company, de factor controllers and their related (connected) parties; acquirers, parties to major asset restructuring and other promoters that have a significant impact on the share price of the Company; securities firms, securities service institutions, law firms and other insiders shall actively cope with the Company to strengthen the registration of insiders.

In the event market rumours or media articles arise involving the controlling shareholders or de factor controllers of the Company and their related (connected) parties, principals of merger and acquisition or restructuring and their related parties that have a significant impact on the share price of the Company, the Company shall timely make enquiries in writing. The related parties above shall timely respond to the enquiries in writing.

Article 16 The administrative and management personnel who have access to inside information of the Company shall strengthen the registration in accordance with the requirements of relevant administrative department.

Where the Company has to frequently make submissions to the relevant administrative and management department in accordance with relevant laws and regulations prior to disclosure, barring material changes in the relevant submission departments and submission contents, such submissions will be deemed as one set of inside information and the name of the administrative and management department and each submission date shall be recorded on the same form. Save for the above, when the circulation of inside information involves the administrative and management department, the Company shall record the name of the administrative and management department, reasons for access to inside information and time of knowledge of inside information.

Article 17 The Company shall disclose in the section headed “Report of the Board” in the annual report the implementation of the insider management system, the self-inspection of the Company on trading of shares of the Company by the use of inside information by insiders before disclosure of inside information during the year, and the investigation and rectification by the regulatory authorities.

## **Chapter 5 Confidentiality and Accountability**

Article 1 All insiders shall keep the inside information in strict confidence before disclosure. The Company may enter into confidentiality agreements with insiders or issue notice that prohibits insider trading to state the confidentiality obligations of insiders.

Article 19 The Company and its directors, supervisors, senior management and relevant insiders shall minimise the number of persons with access to the information prior to public



disclosure and the archives of material information shall be delivered and maintained by designated personnel.

Article 20 Prior to public disclosure of inside information in accordance with law, no person (including but not limited to the controlling shareholders, de factor controllers, directors, supervisors and senior management of the Company) shall abuse his/her power or dominating position to require any person to provide him/her with inside information.

Article 21 Prior to public disclosure of inside information in accordance with law, the insiders shall not deal in shares of the Company or recommend others to deal in shares of the Company. The Company may carry out self-inspection on trading of shares of the Company and its derivatives by insiders pursuant to the relevant laws and regulations as well as the provisions of the rules. In the event that the insiders engage in insider trading, divulge inside information or recommend others to use the inside information for trading, the Company may report such incidents to the relevant securities regulatory authorities in accordance with relevant laws and regulations and the provisions of the rules.

Article 22 Where insiders divulge the inside information known to them or use such inside information to engage in insider trading, disseminate false information, manipulate the securities market or engage in fraud which result in material impacts on or losses to the Company, the Company may impose penalty on the relevant person accountable or require him/her to bear the losses and damages in accordance with the provisions. Any insider suspected of committing a crime shall be reported to the judicial authorities for prosecution of his/her criminal liabilities in accordance with law.

Article 23 Where an insider of the Company or the Company has violated the provisions of the Rules and is subject to punishment by the CSRC or judicial authorities, the Company shall submit the result of the punishment to Shenzhen Stock Exchange for filing and make disclosure accordingly.

## **Chapter 6 Supplementary Provisions**

Article 24 Matters not covered by or contrary to the Rules shall be executed in accordance with the *Company Law*, *Securities Law*, *Stock Listing Rules*, *Code of Corporate Governance*, *Administrative Measures for the Disclosure of Information of Listed Companies*, *Guidelines of the Shenzhen Stock Exchange for the Fair Information Disclosure of Listed Companies*, *Securities and Futures Ordinance*, *Stock Exchange Listing Rules* and the *Articles of Association*.

Article 25 The Rules is subject to interpretation by the board of directors of the Company.

Article 26 The Rules shall take effect from the date of passing of the resolution by the board of directors.

Attachment: Insider Registration Sample Sheet

## Insider Registration Sheet of China International Marine Containers (Group) Ltd.

Short name: CIMC      Stock code:000039      Inside information (Note 1):

Date of filing:

No.	Name of insider (name of individual)	Business license no. of insider (ID no. of natural person)	Insider securities account	Relationship between insider and the listed company	Time of knowledge of inside information	Stage of inside information	Channel of inside information access	Public disclosure of information
				Note 2		Note 3	Note 4	

Note 1: The inside information matters shall be reported on a single basis, i.e. the list of insiders in each filing shall only involve one inside information matter. The list of insiders involving different inside information matters shall be recorded separately.

Note 2: Where the insider is an entity, please fill in the shareholder, de factor controller of the listed company, related (connected) party, acquirer and counterparty. Where the insider is a natural person, please fill in the relevant department and position.

Note 3: For the stage of inside information, please fill in initial planning, execution of contract, internal report of the Company, circulation, preparation, review and consideration, board resolution, etc.

Note 4: For the basis of circulation of information by the listed company upon request by substantial shareholder, de factor controller or regulatory authorities, please fill in relevant laws and regulations such as Statistics Law or Accounting Law, departmental rules, regulatory measures, orders of high management, institutional arrangement of substantial shareholder or de factor controller or unofficial request such as email. The file name, issuing entity and terms of use for such basis shall be stated.