



**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)**

**PROXY FORM FOR THE ANNUAL GENERAL MEETING FOR 2016**

**TO BE HELD ON FRIDAY, 9 JUNE 2017**

|  |  |
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| Number of shares to which this Form of Proxy relates <sup>1</sup>                      |  |
| Type of shares (A Shares or H Shares) to which this Form of Proxy relates <sup>1</sup> |  |

I/We<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_  
(address as shown in the register of members) being shareholder(s) of CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD. (the “Company”) hereby appoint the Chairman of the AGM (as defined below) or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting for 2016 of the Company (the “AGM”) to be held at Ming Wah International Convention Centre, No. 8, Gui Shan Road, Shekou, Nanshan District, Shenzhen, Guangdong, the People’s Republic of China (the “PRC”) at 2:30 p.m. on Friday, 9 June 2017 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of AGM, and, if no such indication is given, as my/our proxy thinks fit.

| <b>A. MATTERS RELATING TO THE PROPOSED ADJUSTMENTS TO THE PLAN OF THE NON-PUBLIC ISSUANCE OF A SHARES:</b> |  |                        |                            |                            |
|--|--|------------------------|----------------------------|----------------------------|
| <b>ORDINARY RESOLUTIONS</b>  |  | <b>FOR<sup>4</sup></b> | <b>AGAINST<sup>4</sup></b> | <b>ABSTAIN<sup>4</sup></b> |
| 1.   | To consider and approve the Feasibility Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares (2017 Revised).  |                        |                            |                            |
| 2.   | To consider and approve the Report on the Use of Proceeds from Previous Fundraising Activities by the Company.   |                        |                            |                            |
| 3.   | To consider and approve the Impact of Dilution of Current Returns Resulting from the Non-public Issuance of A Shares on the Key Financial Indicators of the Company and the Measures Adopted by the Company.   |                        |                            |                            |
| 4.   | To consider and approve the Undertaking of Directors and Senior Management in relation to the Remedial Measures Adopted for the Dilution of Current Returns Resulting from the Non-public Issuance of A Shares.  |                        |                            |                            |
| <b>SPECIAL RESOLUTIONS</b>   |  | <b>FOR<sup>4</sup></b> | <b>AGAINST<sup>4</sup></b> | <b>ABSTAIN<sup>4</sup></b> |
| 5.   | To consider and approve each of the following items in relation to the Revised Proposal Regarding the Number of Shares to be Issued, the Issuance Price, the Price Determination Date and Pricing Principle and Extension of the Validity Period of the Resolution of the General Meeting in respect of the Non-public Issuance of A Shares: |                        |                            |                            |
|  | (1) the number of shares to be issued;   |                        |                            |                            |
|  | (2) the Issuance Price, the Price Determination Date and pricing principle; and  |                        |                            |                            |
|  | (3) the validity period of the resolution in respect of the Non-public Issuance of A Shares.   |                        |                            |                            |
| 6.   | To consider and approve the Revised Proposal Regarding the Plan for the Non-public Issuance of A Shares.   |                        |                            |                            |
| 7.   | To consider and approve the Proposal Regarding the Extension of the Validity Period of the Authorisation to the Board to Handle Matters Relating to the Non-public Issuance of A Shares at its Sole Discretion.  |                        |                            |                            |

| <b>B. MATTERS NOT RELATING TO THE PROPOSED ADJUSTMENTS TO THE PLAN OF THE NON-PUBLIC ISSUANCE OF A SHARES:</b> |  |                        |                            |                            |
|--|--|------------------------|----------------------------|----------------------------|
| <b>ORDINARY RESOLUTIONS</b>  |  | <b>FOR<sup>4</sup></b> | <b>AGAINST<sup>4</sup></b> | <b>ABSTAIN<sup>4</sup></b> |
| 8.   | To consider and approve the Work Report of the Board for the year of 2016.   |                        |                            |                            |
| 9.   | To consider and approve the Work Report of the Supervisory Committee of the Company for the year of 2016.  |                        |                            |                            |
| 10.  | To consider and approve the Annual Report of the Company for the year of 2016.   |                        |                            |                            |
| 11.  | To consider and approve the Profit Distribution and Dividend Distribution Proposal for 2016.   |                        |                            |                            |
| 12.  | To consider and approve the Proposal of Provisions for Asset Impairment in 2016.   |                        |                            |                            |
| 13.  | To consider and approve the Proposal of the Re-appointment of PricewaterhouseCoopers Zhong Tian CPAs LLP as the Accountant of the Company for the year of 2017.  |                        |                            |                            |
| 14.  | To consider and approve the Proposal of Banking Facilities and Project Guarantees for Subsidiaries of the Company in 2017.   |                        |                            |                            |
| 15.  | To consider and approve the Proposal of Credit Guarantee Provided by Shenzhen CIMC Skyspace Real Estate Development Co., Ltd. and its Subsidiaries for the Mortgage Loans of Commercial Property Purchasers.   |                        |                            |                            |
| 16.  | To consider and approve the Proposal of Credit Guarantee Provided by CIMC Vehicle (Group) Co., Ltd. and its Subsidiaries to their Distributors and Customers.  |                        |                            |                            |
| 17.  | To consider and approve the Proposal of Application by CIMC Finance Company Ltd. to Handle the External Guarantee Business of the Members of the Group.  |                        |                            |                            |
| 18.  | To consider and approve the Proposal of Provisions of Credit Guarantees by C&C Trucks Co., Ltd. and its Subsidiaries to their Distributors and Customers.  |                        |                            |                            |
| <b>SPECIAL RESOLUTION</b>  |  | <b>FOR<sup>4</sup></b> | <b>AGAINST<sup>4</sup></b> | <b>ABSTAIN<sup>4</sup></b> |
| 19.  | To consider and approve the proposed granting of a general mandate to the Board to separately or concurrently issue, allot and deal with additional A shares and H shares of the Company not exceeding 20% of each of its existing A shares and H shares in issue. |                        |                            |                            |

Date: \_\_\_\_\_ 2017

Signature(s)<sup>5</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s). Please also insert the type of shares (A shares or H shares) to which this form of proxy relates.
2. Please insert the full name and address(es) (as shown in the register of members) in block letters.
3. If any proxy other than the Chairman of the AGM is preferred, delete the words "the Chairman of the AGM or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** The shares abstained from voting will be counted in the calculation of the required majority. Where there are ballots on which the words are not filled in, wrongly filled in or unintelligible or the ballots that are not voted, the voters shall be regarded as having relinquished their voting rights and the voting results of their shares shall be regarded as "abstain". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director or an attorney duly authorised to sign the same. If this form of proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.
6. Where there are joint holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, either personally or by proxy, then one of the said persons so present whose names stand first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
7. To be valid, for holders of A shares, this form of proxy, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the Secretary to Board at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong 518067, the PRC not less than 24 hours before the time appointed for the AGM. In order to be valid, for holders of H shares, the above documents must be delivered to the H Share Registrar of the Company at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the AGM or any resumed session.