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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)

NOTICE OF ANNUAL GENERAL MEETING FOR 2016

NOTICE IS HEREBY GIVEN that the annual general meeting for 2016 (the “AGM”) of CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD. (the “Company”, together with its subsidiaries, the “Group”) will be held at 2:30 p.m. on Friday, 9 June 2017 at Ming Wah International Convention Centre, No. 8 Gui Shan Road, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC to consider and, if thought fit, approve and authorise the following matters. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in (i) the announcement of the Company dated 28 March 2017 in relation to, among others, the resolutions of the first meeting in 2017 of the eighth session of the Board; and (ii) the announcement of the Company dated 21 April 2017 in relation to, among others, the proposed adjustments to the plan of the Non-public Issuance of A Shares.

A. MATTERS RELATING TO THE PROPOSED ADJUSTMENTS TO THE PLAN OF THE NON-PUBLIC ISSUANCE OF A SHARES:

ORDINARY RESOLUTIONS

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.

SPECIAL RESOLUTIONS

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. MATTERS NOT RELATING TO THE PROPOSED ADJUSTMENTS TO THE PLAN OF THE NON-PUBLIC ISSUANCE OF A SHARES:

ORDINARY RESOLUTIONS

8. To consider and approve the Work Report of the Board of Directors of the Company 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 the Year of 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 Provision of Credit Guarantee by C&C Trucks Co., Ltd. and its Subsidiaries to their Distributors and Customers.

SPECIAL RESOLUTIONS

19. To consider and approve the granting of the general mandate to the Board relating to issuing shares as set out below:
 - (1) the Board be and is hereby granted an unconditional general mandate to separately or concurrently issue, allot and deal with additional A Shares and H Shares of the Company in accordance with the status quo of the market, including to decide on the class and number of shares to be issued; the pricing mechanism and/or the issue price (or the range of issue price), the opening and closing date and time of such issue, the class and number of shares to be issued and allotted to current shareholders of the Company and/or to make any proposals, enter into any agreements or grant any share options or conversion rights which may involve the exercise of the power mentioned above;
 - (2) the number of A Shares and H Shares issued and allotted or agree conditionally or unconditionally to be issued and allotted (whether or not by way of the exercise of share options, conversion rights or by any other means) in accordance with (1) above shall not exceed 20% of each of A Shares and H Shares of the Company in issue as at the date of this resolution;
 - (3) the Board may make any proposals, enter into any agreements or grant any share options or conversion rights which may involve the exercise, after the expiry of the relevant period of this mandate, of the power mentioned above;

- (4) for the purposes of this resolution, the relevant period of this general mandate means the period from the passing of this resolution at the AGM until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of the 12-month period following the passing of this resolution at the AGM; or
 - (iii) the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting;
- (5) the Board be and is hereby authorised to increase the registered share capital and make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increased registered share capital and the new capital structure of the Company by reference to the manner of the allotment and issuance, class and number of shares of the Company allotted and issued, as well as the capital structure of the Company after such allotment and issuance;
- (6) the Board be and is hereby authorised to execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such shares so long as the same does not contravene laws, rules, regulations or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company;
- (7) in order to facilitate the issuance of shares in accordance with this resolution in a timely manner, the Board be and is hereby authorised to exercise all such power granted to the Board to execute and do or procure to be executed and done all such documents, deeds and things as it may consider necessary in connection with the issuance of such shares contingent on the passing of sub-paragraphs (1) to (6) of this resolution and within the relevant period of this mandate. Such powers shall include but not limited to the followings:
- (i) depending on the actual market conditions, the Board is authorised to determine the method of the issuance, the target for the issuance as well as the amount and proportion of the issuance, pricing method and/or price of the issuance (including price range), the start and end time, the listing time, use of proceeds and other matters;
 - (ii) engaging professional agencies and signing relevant engagement agreements;
 - (iii) signing the underwriting agreement, sponsors agreement, listing agreement and all other documents as considered necessary for executing this general mandate on behalf of the Company;

- (iv) handling the issues on registration of change in registered share capital and share capital on a timely basis according to the method, type and amount of the shares to be issued and the actual situation of the capital structure of the Company;
 - (v) applying for approval, registration, filing and other procedures in connection with the issuance and listing of such shares from the relevant authorities on behalf of the Company;
 - (vi) determining and paying the listing fee and application fee;
 - (vii) amending the articles of association of the Company from time to time and arranging necessary registrations and filing procedures according to the method, type and number of the shares to be issued and the actual situation of the capital structure of the Company; and
 - (viii) all other procedures and issues as the Board may consider necessary in connection with the issuance of shares;
- (8) the Board will only exercise its respective power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC, relevant regulations or the Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities have been obtained and the Board will only exercise its power under such mandate in accordance with the power granted by shareholders to the Board at the AGM.

C. OTHERS:

20. To listen to the 2016 Work Report of Independent Non-executive Directors.

The Company expects that the circular of the AGM containing further details regarding the resolutions to be considered and approved at the AGM will be despatched to the Shareholders on or before 19 May 2017, as additional time is required to finalise certain information to be included in the circular.

By Order of the Board
**CHINA INTERNATIONAL MARINE CONTAINERS
(GROUP) CO., LTD.**

Yu Yuqun
Company Secretary

Hong Kong, 21 April 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.

Notes:

1. The register of members of H shares of the Company will be closed from Wednesday, 10 May 2017 to Friday, 9 June 2017 (both days inclusive), during which time no share transfers of H Shares will be effected. For those holders of H shares, who intend to attend the AGM, the shares and the registration documents must be delivered to the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 9 May 2017. The holders of the Company's H shares whose names appear on the register of members of the Company on Friday, 9 June 2017 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.
2. Each shareholder of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf at this AGM. A proxy need not be a shareholder.
3. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
4. The form of proxy and the instrument appointing a proxy must be in writing under the hand of the shareholder or his attorney duly authorised in writing, or if the shareholder is a legal person, either under seal or under the hand of a director or a duly authorised attorney. If that instrument 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. To be valid, for holders of A shares, the notarised power of attorney or other document of authorisation, and the form of proxy must be delivered to the office of the Board not less than 24 hours before the time appointed for convening 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 the address set out in note 8 below not less than 24 hours before the time appointed for convening the AGM or any resumed session.
5. For holders of A shares who intend to attend this AGM in person or by proxy should return the reply slip accompanying each Notice of the AGM to the office of the Secretary to Board at the address set out in note 7 below, by hand, by post or by fax 20 days before the date of the AGM. For holders of H shares who intend to attend this AGM in person or by proxy should return the reply slip accompanying each Notice of the AGM to the H Share Registrar of the Company at the address set out in note 8 below by hand, by post or by fax 20 days before the date of the AGM.
6. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.
7. The address of the office of the Secretary to Board is as follows:

CIMC R&D Centre
2 Gangwan Avenue
Shekou, Nanshan District
Shenzhen, Guangdong
the PRC
Postal code: 518067

Contact person: Mr. Yu Yuqun
Tel: 86 (755) 2669 1130
Fax: 86 (755) 2682 6579

8. The address of the H Share Registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre,
183 Queen's Road East
Wan Chai, Hong Kong

Tel: 852 2862 8555
Fax: 852 2865 0990