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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued 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.

The following is a translation of the “Announcement on Adjustments to Exercise Prices under the A Share Options Incentive Scheme of China International Marine Containers (Group) Co., Ltd.” of the Company published on the website of the Company at <http://www.cimc.com> and the website of the Shenzhen Stock Exchange at <http://www.szse.cn>.

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

Hong Kong, 21 July 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 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) Co., Ltd.

Announcement on Adjustments to Exercise Prices under the A Share Options Incentive Scheme

The Company and all members of the Board guarantee that the authenticity, accuracy and completeness of the contents of this announcement and that it does not contain false accounts, misleading representations and substantial omissions.

China International Marine Containers (Group) Co., Ltd (hereinafter known as the “Company” or “CIMC”) held the eighth meeting in 2017 of the eighth session of the Board (the “Meeting”) on 20 July 2017 by way of voting via correspondence. At the Meeting, the “Resolution on Adjustments to Exercise Prices under the A Share Options Incentive Scheme” was considered. As an incentive target under the A Share Options Incentive Scheme, Director MAI Boliang acts as a connected director, and therefore abstained from voting in respect of the resolution. The resolution was passed with 7 voted in favor, 0 voted against, and 0 abstained.

I. Summary on the Implementation of the A Share Options Incentive Scheme

On 17 September 2010, the “Share Options Incentive Scheme (Draft) of China International Marine Containers (Group) Co., Ltd. (Revision)” (hereinafter known as the “Share Options Incentive Scheme”) was considered and approved at the first extraordinary general meeting of 2010 of the Company. As a result, the A Share Options Incentive Scheme was duly approved.

On 27 September 2010, the “Resolution on Issues concerning Share Options Granted under the Share Options Incentive Scheme” was considered and approved at the sixth meeting in 2010 of the sixth session of the Board of the Company, pursuant to which the date of the initial grant of 54 million options (hereinafter known as the “Batch One Share Options”) was set on 28 September 2010 at the exercisable price of RMB12.39. On 26 January 2011, the registration for the grant of the Batch One Share Options was completed.

On 21 September 2011, the thirteenth meeting in 2011 of the sixth session of the Board of the Company considered and approved the “Resolution on Issues concerning Reserving Share Options under the Share Options Incentive Scheme”, whereby resolving that the date of grant for the reserved 6 million share options (hereinafter known as the “Batch Two Share Options”) was set on 22 September 2011 at the exercisable price of RMB17.57. On 17 November 2011, the registration for the grant of the Batch Two Share Options was completed.

On 23 December 2013, as considered and approved at the eleventh meeting in 2013 of the seventh session of the Board of the Company, the exercisable conditions of the first exercisable period under the Batch One Share Options were satisfied, upon which the exercise began on 14 January 2014 and the exercise terminated on 26 September 2014. On 12 May 2015, as considered and approved at the eighth meeting in 2015 of the seventh session of the Board of the Company, the exercisable conditions of the second exercisable period under the Batch One Share Options and the first exercisable period under the Batch Two Share Options were satisfied. The actual exercisable period of the second exercisable period under the Batch One Share Options ranged from 2 June 2015 to 27 September 2020, and the actual exercisable period of the first exercisable period under the Batch Two Share Options ranged from 2 June 2015 to 21 September 2015. On 9 October 2015, as considered and approved at the fourteenth meeting in 2015 of the seventh session of the Board of the Company, the exercisable conditions of the second exercisable period under the Batch Two Share Options were satisfied. The actual exercisable period of the second exercisable period under the Batch Two Share Options ranged from 24 October 2015 to 27 September 2020.

According to the relevant requirements under “Administrative Measures on Share Incentive of Listed Companies” (《上市公司股權激勵管理辦法》) (hereinafter known as the “Measures”) issued by the China Securities Regulatory Commission, “adjustments may be made according to the principles, measures and procedures as stipulated under any share option scheme to the extent that listed companies need to make adjustments to the prices or the number of equity due to ex-rights, ex-dividends or other grounds of the subject shares”. According to the requirements under relevant sections of the Share Options Incentive Scheme, “adjustments to the exercise price are required when dividends, capital conversion from capital reserve, and other matters take place during the effective period of the share options”.

According to the aforesaid requirements, following the implementations of dividend arrangements for 2010, 2011, 2012, 2013, 2014 and 2015 of the Company, as considered by the Board of Directors, the exercise price for the Batch One Share Options was adjusted to RMB10.55, while the exercise price for the Batch Two Share Options was adjusted to RMB16.08.

II. Adjustments to the exercise prices for the A Share Options

On 9 June 2017, the 2016 annual general meeting of the Company considered and approved the 2016 final dividend distribution plan, whereby resolving that a dividend of RMB0.60 (tax inclusive) in cash for every ten shares would be paid to all shareholders based on the total share capital on the record date of the dividend distribution registration of the Company. On 20 July 2017, the Company completed its implementation of the 2016 final dividend distribution plan.

According to the “Resolution on Requesting the Shareholders’ General Meeting to Authorize the Board of Directors to Handle Issues relevant to the Share Options Incentive Scheme” considered and passed at the first extraordinary general meeting in 2010, the Board has made the corresponding adjustments to the exercise prices of the A Share Options after the implementation of the 2015

final dividend distribution plan of the Company in accordance with the requirements of the Share Options Incentive Scheme. The formula for such adjustment is set out below:

$$P = P_0 - V$$

Wherein: P_0 represents the exercise price before adjustments; V represents the amount of dividends per share; P represents the exercise price after adjustments.

According to this formula, the exercise prices of the A Share Options after this adjustment are as follows:

The exercise price of the Batch One Share Options = $10.55 - 0.06 = 10.49$ (RMB);

The exercise price of the Batch Two Share Options = $16.08 - 0.06 = 16.02$ (RMB).

China Securities Depository and Clearing Corporation Limited (Shenzhen Branch) will implement the adjustments to the exercise prices of the A Share Options according to the application of the Company.

III. CONCLUSIONS ON THE LEGAL OPINION OF THE LAWYER

Commerce & Finance Law Offices (Shenzhen) believes that the adjustments to the exercise prices of the A Share Options by CIMC comply with the relevant requirements of the Measures and the Share Options Incentive Scheme.

IV. DOCUMENTS AVAILABLE FOR INSPECTION

1. The resolution of the first extraordinary general meeting of 2010 of the Company.
2. The resolution of the eighth meeting in 2017 of the eighth session of the Board of the Company.
3. “Legal Opinions on the Adjustments to Exercise Prices under the A Share Options Incentive Scheme of China International Marine Containers (Group) Co., Ltd. From Commerce & Finance Law Offices (Shenzhen)” (《北京市通商(深圳)律師事務所關於中國國際海運集裝箱(集團)股份有限公司調整A股股票期權激勵計劃行權價格的法律意見書》).

By order of the Board of Directors

China International Marine Containers (Group) Co., Ltd.

21 July 2017