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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
SUBSIDIARIES ENTERING INTO THE ENERGY AND ENVIRONMENTAL
PROTECTION FUNDS COOPERATION FRAMEWORK AGREEMENT**

This announcement is published by China International Marine Containers (Group) Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) in Mainland China pursuant to the provisions of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and is announced 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. SUMMARY OF THE TRANSACTION

1. In order to explore investment opportunities in the energy and environmental protection sector and promote collaborative development of relevant energy and chemical equipment businesses, CIMC Enric Investment Holdings (Shenzhen) Limited* (中集安瑞科投資控股(深圳)有限公司) (“**Enric Shenzhen**”), a wholly-owned subsidiary of CIMC Enric Holdings Limited (“**CIMC Enric**”, which is listed on the Main Board of the Hong Kong Stock Exchange, stock code: 3899.HK, and as of the date of this announcement, the Company holds 70.60% of its issued shares), which is in turn a non-wholly owned subsidiary of the Company, together with Shenzhen Sky Capital Co., Ltd. (“**SESKYC**”), a wholly-owned subsidiary of the Company and ZJU Joint Innovation Investment* (浙江浙大聯合創新投資管理合夥企業(有限合夥)) (“**ZJU Joint Innovation**”) have entered into the Energy and Environmental Protection Funds Cooperation Framework Agreement (the “**Agreement**”) on 18 October 2017 after mutual negotiation, and have agreed to jointly establish an Energy and Environmental Protection Project Fund (the “**Project Fund**”) with a total size of RMB350 million, with Enric Shenzhen as a limited partner, its total subscribed capital contribution being RMB80 million (inclusive of management fee), and jointly managed by SESKYC and ZJU Joint Innovation as general partners.
2. On 29 September, 2017, the board of directors of CIMC Enric considered and passed relevant resolutions approving Enric Shenzhen to enter into the Agreement and participate in the establishment of the Project Fund as a limited partner. On 18 October, 2017, the board of directors of SESKYC considered and passed relevant resolutions approving SESKYC to enter into the Agreement and participate in the establishment of the Project Fund as a general partner.

3. According to the requirements of relevant law and regulations, the Listing Rules and the Articles of Association of China International Marine Containers (Group) Co., Ltd. (the “**Articles of Association**”), Enric Shenzhen and SESKYC (subsidiaries of the Company) entering into the Agreement and participating in the establishment of the Project Fund does not constitute a connected transaction, nor does it constitute a major asset restructuring under the Administrative Measures on Major Asset Restructurings (《重大資產重組管理辦法》) and is not subject to consideration and approval at a general meeting.

II. BASIC INFORMATION ABOUT THE PARTIES ENTERING INTO THE AGREEMENT

1. Limited Partner – Basic Information about Enric Shenzhen

Company Type:	a wholly foreign-owned enterprise
Establishment Date:	10 December, 2010
Legal Representative:	GAO Xiang
Unified Social Credit Code:	91440300559862656L
Registered Address:	Room 306, CIMC R&D Center, No. 2 Gangwan Avenue, Shekou Industrial Zone, Nanshan District, Shenzhen
Registered Capital:	US\$80 million
Principal Business:	principally engaged in managing the investment and operation of the energy equipment segment.
Shareholding Structure:	As of the date of this announcement, the Company holds 70.60% equity interest through CIMC Enric in Enric Shenzhen, an indirect non wholly-owned subsidiary of the Company.

2. General Partner – Basic Information about SESKYC

Company Type:	a company with limited liability
Establishment Date:	20 September, 2011
Legal Representative:	ZHANG Wei
Unified Social Credit Code:	91440300582744543U
Registered Address:	6th Floor, CIMC R&D Center, No. 2 Gangwan Avenue, Shekou Industrial Zone, Nanshan District, Shenzhen
Registered Capital:	RMB100 million

Principal Business:	equity investment, investment management and investment-related businesses.
Shareholding Structure:	As of the date of this announcement, the Company holds 100% equity interest in SESKYC, which is a wholly-owned subsidiary of the Company. As of the date of this announcement, the Company has not provided guarantees or financial support to SESKYC.

3. General Partner – Basic Information about ZJU Joint Innovation

Company Type:	a limited partnership
Establishment Date:	15 September, 2014
Unified Social Credit Code:	913300003136858134
Registered Address:	Room 103, Building 1, No. 4, Cui Jia Xiang, Shangcheng District, Hangzhou, Zhejiang Province*
Registered Capital:	RMB10 million
Principal Business:	investment management and investment advisory
Limited Partners:	Ningbo Meishan Bonded Port Area Sheng Shi Investment Management Partnership (L.P.)* (寧波梅山保稅港區晟視投資管理合夥企業(有限合夥))(subscribed capital contribution: RMB4 million), Zhejiang Quartz Crystal Optoelectronic Technology Co., Ltd.* (浙江水晶光電科技股份有限公司) (stock code: 002273; subscribed capital contribution: RMB2 million), Zhejiang Shuanghuan Driveline Co., Ltd.* (浙江雙環傳動機械股份有限公司) (stock code: 002472; subscribed capital contribution: RMB2 million).
General Partner:	Hangzhou Yilu Investment Management Partnership (L.P.)* (杭州一爐投資管理合夥企業(有限合夥)) (subscribed capital contribution: RMB2 million)
Connected Relationships:	ZJU Joint Innovation does not directly or indirectly hold any shares of the Company. There is no connected relationships nor interest arrangements between ZJU Joint Innovation and the Company or any of its top 10 shareholders or any of the directors, supervisors and senior management of the Company.

III. PRINCIPAL TERMS OF THE AGREEMENT

1. The parties to the Agreement agree to cooperate to establish the Energy and Environmental Project Fund under the terms of the Agreement, which will be project-based, where each project fund will be established and jointly managed by SESKYC and ZJU Joint Innovation as general partners.
2. Total Size of Investment: The total size of investment on the Project Fund under the Agreement shall be RMB350 million (inclusive of management fee), of which Enric Shenzhen, as a limited partner of each project fund, shall subscribe to a total capital contribution of RMB80 million (inclusive of management fee) and a subscribed capital proportion of 22.86%, while the remaining capital shall be primarily raised by ZJU Joint Innovation on the market. Enric Shenzhen, as a limited partner of the Project Fund, only to the extent of which its total subscribed capital contribution of RMB80 million (inclusive of management fee) is its maximum contribution obligation on each project fund, which shall be fulfilled in accordance with the agreed time and their subscription proportion in the Project Fund, and no guarantee obligations or potential risks of any form shall be borne. Details shall be negotiated in respective limited partnership agreements of each project fund.
3. Investment Targets: Each project fund established under the Agreement shall be focused on equity investments in growth or mature projects with core technologies, advantages in scale or development potentials within the energy and environmental protection sector.
4. Investment Decision-Making Mechanisms: An investment decision committee (the “**Committee**”) shall be established to act as the highest authority in decision-making for investments under the Agreement. The Committee shall be composed of five members, of which SESKYC and ZJU Joint Innovation shall each appoint two members, and Enric Shenzhen shall appoint one member. Relevant resolutions are subject to approval from all members of the Committee.
5. Term of Investment: 7 years commencing from the date of establishment of the first project fund, and may be discretionarily extended according to specific circumstances of each project fund subject to the consideration and approval of the Committee.
6. Project Commitment: The investments under the Agreement are project-based, where project funds are established based on investment projects that have been approved by the Committee. Each of the project fund subscribers shall make capital contributions according to their subscribed proportion in the Project Fund and the total investment amount of the Project Fund within the period required in the fund prospectus (generally within 7 working days from the date of issue of the fund prospectus) and make payment for management fee and other relevant fees according to the actual capital contribution amount of the Project Fund.
7. Management Fee: Upon establishment of project funds, their limited partners shall make a lump sum payment of 3 years for the fund management fee, which shall be equivalent to 2% per annum of the subscribed capital contribution of the Project Fund.

8. Investment Profit Distribution: In the event that the internal rate of return (IRR) of the aggregate capital contribution of any project fund is below 8%, the general partners of the project fund shall not participate in the profit distribution and all investment returns shall be distributed to the limited partner. In the event that the internal rate of return (IRR) of the aggregate capital contribution of any project fund is above or equal to 8%, the general partners of the project fund shall participate in the profit distribution, where 20% shall be proportionately distributed to their general partners and 80% to their limited partners.
9. Project Exit Strategies: It is expected that the project exits for each project fund shall be realized by way of initial public offerings (IPO), asset restructurings, mergers and acquisitions, etc.
10. Non-exclusivity: The parties to the agreement may establish other funds other than those in the Agreement either separately or jointly with other organizations.
11. The parties to the agreement shall enter into separate limited partnership agreements in respect of each project fund to specify the rights and obligations of the partners to each project fund, the terms of the agreements shall be consistent with those stated in the Agreement.
12. Effectiveness Conditions: The Agreement will take effect upon signing by all parties.

IV. PURPOSE OF THE PARTICIPATION IN THE ESTABLISHMENT OF THE PROJECT FUND AND ITS IMPACT ON THE GROUP

CIMC Enric is the primary investment, operation and management entity of the energy, chemical and food equipment business segments of the Group, equipped with a comprehensive supply chain system and abundant resources in the energy and environmental protection sector. SESKYC is the management platform for the industry fund investments of the Group, it has extensive investment experience in the energy and environmental protection sector. ZJU Joint Innovation leverages on the resources of its partners for extensive technical and industrial support in new technologies, new materials and advanced manufacturing sectors.

Enric Shenzhen and SESKYC entering into the Agreement and participating in the establishment of the Project Fund, will allow them to explore valuable investment projects in energy and environment. While generating investment returns, the projects create synergies for the businesses of CIMC Enric (a subsidiary of the Group), including clean energy engineering equipment, EPC (engineering, procurement and construction) or management services, as well as assisting CIMC Enric in promoting its business in the emerging environmental industry, which is beneficial to the long-term sustainable development of the principal businesses of the Group. Enric Shenzhen, as a limited partner, will make capital contribution by way of cash contribution. The amount of capital to be contributed by Enric Shenzhen and the management fee of the Project Fund is determined after arm's length negotiation between the parties with reference to the estimated capital requirement of the Project Fund and general practices in the domestic fund industry. The Company is of the view that the participation of Enric Shenzhen and SESKYC in the establishment of the Project Fund is a normal investing activity of the Group, and is in the interest of the Company and Shareholders as a whole.

Accounting shall be conducted with each project fund under the Agreement as a separate accounting subject, with standalone accounts, separate accounting and independently prepared financial reports. Enric Shenzhen and SESKYC entering into the Agreement and participating in the establishment of each project fund will not have a material adverse effect on the financial position of the Group.

V. POTENTIAL RISKS OF THE PARTICIPATION IN THE ESTABLISHMENT OF THE PROJECT FUND AND THEIR CORRESPONDING MEASURES

1. Potential Risks

During the operation of the Project Fund, the Project Fund may be affected by various factors, including the macroeconomy, industry policies, cyclicity and the change in operation of the investment target companies. If sufficient and effective pre-investment argumentation, investment arrangement and post-investment management regarding the investment targets and the transaction plans are not conducted, there may be risks of the fund investment income being lower than anticipated, or even the risk of loss in the future.

2. Risk Prevention Measures

During the operation of the Project Fund, the following risk prevention measures will be taken by the parties to the Agreement: (1) At the pre-investment stage, the general partners will continue its long-term in-depth research in the national policies on the energy and environmental industry as well as the industry development. The team will fully explore high-quality projects in the industry and seize every suitable investment opportunity. (2) At the investment stage, the general partners will strictly control audits of the investment projects and arrange reasonable transaction structures, and investments are subject to unanimous consent from the Committee to minimize investment risks. (3) At the post-investment stage, the general partners will appoint directors and carry out on-site investigation and research on a regular basis to closely monitor the development of the investment projects and at the same time leverage on the resources and advantages of the parties participating in the Project Fund, so as to provide comprehensive support to the investee entity and improve the probability of success of the project.

VI. OTHERS

Shareholders of the Company holding more than 5% of its shares did not participate in the subscription of the project funds under the Agreement, and do not hold job positions in those project funds.

Currently, each project fund has not completed securing its funding and has not commenced any investment activities. The establishment of the Project Fund will not result in industry competition. In the future, in the event that the operations of each project fund will result in connected transactions, the Company will strictly comply with the requirements of relevant laws and regulations, the Listing Rules, and the Articles of Association, performing its obligation of corresponding consideration procedures and information disclosure.

The company will comply with the requirements of relevant laws and regulations, the Listing Rules, and the Articles of Association, and will continue to monitor the developments of the establishment of the Project Fund, performing its obligation of subsequent information disclosure in a timely manner.

VII. DOCUMENTS AVAILABLE FOR INSPECTION

The Energy and Environmental Protection Funds Cooperation Framework Agreement.

This announcement is available for reviewing on the website of the Company (<http://www.cimc.com>) and the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

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

Hong Kong, 18 October 2017

As at the date of this announcement, the Board comprises Mr. WANG Hong (Chairman), Mr. WANG Yuhang (Vice-Chairman), Mr. WANG Zhixian, Mr. HU Xianfu 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.