

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 announcement is published 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 “Independent Assurance Report on the statement reconciling the consolidated financial statements of Pteris prepared by China International Marine Containers (Group) Co., Ltd. for the year ended 31 December 2016 and the nine months ended 30 September 2017” published on the website of the Company (www.cimc.com) and the website of Cninfo (www.cninfo.com.cn).

By order of the Board

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

YU Yuqun

Company Secretary

Hong Kong, 2 February 2018

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

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

[English Translation for Reference Only]

Independent Assurance Report on the statement reconciling the consolidated financial statements of Pteris prepared by China International Marine Containers (Group) Co., Ltd. for the year ended 31 December 2016 and the nine months ended 30 September 2017

[English Translation for Reference Only]

INDEPENDENT ASSURANCE REPORT

PwC ZT Te Shen Zi (2018) No. 0139
(Page 1 of 3)

To the Board of Directors of China International Marine Containers (Group) Co., Ltd.

We have been engaged to perform a reasonable assurance engagement on the accompanying reconciliation statement of differences between the amounts of Total Equity and Net Profit in the consolidated financial statements of Pteris Global Limited (“Pteris”) for the year ended 31 December 2016 and the nine months ended 30 September 2017 respectively, which were prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (“HKAS Financial Information”), and the amounts of Total Equity and Net Profit in the consolidated financial statements of Pteris for the year ended 31 December 2016 and the nine months ended 30 September 2017 respectively, which were prepared in accordance with the accounting policies adopted and disclosed in the audited consolidated financial statements of China International Marine Containers (Group) Co., Ltd. (“CIMC”) for the year ended 31 December 2016 (“CAS Financial Information”), which are complied with the Basic Standard and specific standards of the Accounting Standards for Business Enterprises issued by the Ministry of Finance on 15 February 2006, the Application Guidance for Accounting Standards for Business Enterprises, the Interpretations of Accounting Standards for Business Enterprises and other relevant regulations issued (“CAS”), hereafter collectively referred to as Reconciliation Statement. The Reconciliation Statement is prepared for the purpose of the proposed restructuring in relation to Pteris to be made by CIMC.

I. CIMC Management’s Responsibilities on the Reconciliation Statement

Pursuant to regulatory requirements of China Securities Regulatory Commission in relation to disclosure of information, management of CIMC is responsible for the preparation of the Reconciliation Statement of Pteris in accordance with the basis of preparation as set out in the Reconciliation Statement. This responsibility includes understanding the principal accounting policies adopted in the consolidated financial statements of Pteris, which were prepared in accordance with HKFRSs for the year ended 31 December 2016 and the nine months ended 30 September 2017, comparing the principal accounting policies adopted by Pteris and CIMC respectively, comparing the accounting policies between HKFRSs and CAS, and performing qualitative and quantitative analysis of the potential impact on the amounts of Total Equity and Net Profit of Pteris in the consolidated financial statements of Pteris for the year ended 31 December 2016 and the nine months ended 30 September 2017 by adopting the different accounting policies mentioned above.

II. Auditor’s Responsibilities

It is our responsibility to express a conclusion on the Reconciliation Statement based on our work. We report our conclusion on agreed matters in accordance with our agreed terms of engagement, solely to CIMC, as a body and for no other purpose.

- (1) Whether the HKAS Financial Information as set out in the accompanying Reconciliation Statement is properly extracted from the audited consolidated financial statements of Pteris, which were prepared in accordance with HKFRSs for the year ended 31 December 2016 and the nine months ended 30 September 2017;
- (2) Whether the reconciliation items as set out in the accompanying Reconciliation Statement are properly prepared, in all material respects, in accordance with the basis of preparation as set out in the Reconciliation Statement; present the difference between HKAS Financial Information and CAS Financial Information of Pteris; and present the difference between the principal accounting policies adopted by Pteris and CIMC.
- (3) Whether the mathematic calculation of the accompanying Reconciliation Statement is correct.

INDEPENDENT ASSURANCE REPORT (Continued)

PwC ZT Te Shen Zi (2018) No. 0139

(Page 2 of 3)

II. Auditor's Responsibilities (Continued)

We conducted our work in accordance with China Standard on Other Assurance Engagements 3101 "Assurance Engagements other than Audits or Reviews of Historical Financial Information". This standard requires that we comply with ethical requirements and plan and perform our work to form the conclusion.

A reasonable assurance engagement involves performing procedures to obtain sufficient and appropriate evidence whether the difference between HKAS Financial Information and CAS Financial Information of Pteris for the year ended 31 December 2016 and the nine months ended 30 September 2017 is properly presented, in all material respects, in the accompanying Reconciliation Statement. The extent of procedures selected depends on the auditor's judgment and our assessment of the engagement risk. In addition, our assessment of whether the Reconciliation Statement as a whole are free from material misstatement. Within the scope of our work we performed amongst others the following procedures:

- (1) Compare the HKAS Financial Information as set out in the accompanying Reconciliation Statement, whether it is properly extracted from the audited consolidated financial statements of Pteris, which were prepared in accordance with HKFRSs for the year ended 31 December 2016 and the nine months ended 30 September 2017;
- (2) Check the difference between HKAS Financial Information and CAS Financial Information of Pteris as set out in the Reconciliation Statement; Check the difference between the principal accounting policies adopted by Pteris and CIMC; Check the adjustments and related supporting documents during the preparation of the accompanying Reconciliation Statement; Assess the reasonableness of accounting estimates made for the adjustments on quantitative difference; Test the data based on the quantitative adjustments; Test the mathematic calculation of the adjustments; and
- (3) Check the mathematic calculation of the accompanying Reconciliation Statement, whether the calculation is correct.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Within the scope of our engagement, we did not constitute an audit or a review engagement in accordance with China Standards on Auditing and China Standards on Review Engagements, we do not express any audit or review conclusion on the accompanying Reconciliation Statement, HKAS Financial Information or CAS Financial Information.

INDEPENDENT ASSURANCE REPORT (Continued)

PwC ZT Te Shen Zi (2018) No. 0139
(Page 3 of 3)

III. Conclusion

We believe that:

- (1) The HKAS Financial Information as set out in the accompanying Reconciliation Statement is properly extracted from the audited consolidated financial statements of Pteris, which were prepared in accordance with HKFRSs for the year ended 31 December 2016 and the nine months ended 30 September 2017;
- (2) The reconciliation items as set out in the accompanying Reconciliation Statement are properly prepared, in all material respects, in accordance with the basis of preparation as set out in the Reconciliation Statement; present the difference between HKAS Financial Information and CAS Financial Information of Pteris; and present the difference between the principal accounting policies adopted by Pteris and CIMC.
- (3) The mathematic calculation of the accompanying Reconciliation Statement is correct.

IV. Restriction on Use and Distribution

Our report is intended solely for the purpose of the proposed restructuring in relation to Pteris to be made by CIMC, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Our report and its contents should not be disclosed to any other party without our prior written consent.

PricewaterhouseCoopers Zhong Tian LLP

Certified Public Accountant Cai Zhi Feng

Shanghai, the People's Republic of China
2 February 2018

Certified Public Accountant Wu Fang Fang

[English Translation for Reference Only]

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

Reconciliation Statement to Total Equity and Net Profit in the consolidated financial statements of Pteris Global Limited

For the year ended 31 December 2016 and the nine months ended 30 September 2017

I. Basis of preparation to the Reconciliation Statement

China International Marine Containers (Group) Co., Ltd. (“CIMC”, “we”) intended to execute the proposed restructuring in relation to Pteris Global Limited (“Pteris”). For the purpose as stated, CIMC’s management performed procedures on the reconciliation statement on the amounts of Total Equity and Net Profit respectively in the consolidated financial statements of Pteris for the year ended 31 December 2016 and the nine months ended 30 September 2017 as below:

- (1) We obtained the amounts of Total Equity and Net Profit respectively in the audited consolidated financial statements of Pteris, which were prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) for the year ended 31 December 2016 and the nine months ended 30 September 2017 (“HKAS Financial Information”);
- (2) We compared the difference between the accounting policies disclosed in the consolidated financial statements of Pteris for the year ended 31 December 2016 and the nine months ended 30 September 2017 which in accordance with HKFRSs (“HKAS Accounting Policy”) and the accounting policies disclosed in the audited consolidated financial statements of China International Marine Containers (Group) Co., Ltd. (“CIMC”) for the year ended 31 December 2016 (“CAS Financial Information”), which are complied with the Basic Standard and specific standards of the Accounting Standards for Business Enterprises issued by the Ministry of Finance on 15 February 2006, the Application Guidance for Accounting Standards for Business Enterprises, the Interpretations of Accounting Standards for Business Enterprises and other relevant regulations issued (“CAS Accounting Policy”), and quantify amounts impacted on Total Equity and Net Profit if any caused by the accounting policies difference; and
- (3) We prepared the reconciliation between HKAS Financial Information and the financial information in accordance with CAS Accounting Policy (“CAS Financial Information”) of Pteris for the year ended 31 December 2016 and the nine months ended 30 September 2017, hereafter collectively referred to as Reconciliation Statement.

The Reconciliation Statement and CAS Financial Information have not been audited.

II. Reconciliation Statement

Currency: Singapore dollar (in thousand)

Item	As at 31 December 2016			As at 30 September 2017		
	HKAS Financial Information	Adjustments	CAS Financial Information	HKAS Financial Information	Adjustments	CAS Financial Information
Total Equity	272,342	-	272,342	273,916	-	273,916

Item	Year ended 31 December 2016			Nine months ended 30 September 2017		
	HKAS Financial Information	Adjustments	CAS Financial Information	HKAS Financial Information	Adjustments	CAS Financial Information
Net Profit/(loss)	23,292	-	23,292	(1,544)	-	(1,544)

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

Reconciliation Statement to Total Equity and Net Profit in the consolidated financial statements of Pteris Global Limited

For the year ended 31 December 2016 and the nine months ended 30 September 2017

III. Results to the Reconciliation Statement

There is no significant adjustment between HKAS Financial Information and unaudited CAS Financial Information of Pteris as stated in the Reconciliation Statement above.

The Reconciliation Statement on pages 4 to 5 were signed on its behalf.

Mai Boliang

Zeng Han

Zeng Han

Legal representative's
authorised person

The person in charge of
accounting affairs

The head of the accounting
department

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