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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)

ANNOUNCEMENT ON RESOLUTION OF THE FIFTEENTH MEETING IN 2018 OF THE EIGHTH SESSION OF THE BOARD

This announcement is published by China International Marine Containers (Group) Co., Ltd. (the “**Company**”) 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 Hong Kong Stock Exchange.

I. CONVENING OF THE BOARD MEETING

The written notice of the fifteenth meeting in 2018 of the eighth session of the board of the Company (the “**Board**”) was dispatched on 30 August 2018. The meeting was convened on 6 September 2018 by way of voting via correspondence. The Company currently has 8 directors, 8 of whom participated in the voting. The supervisors of the Company were present at the meeting.

The meeting was convened in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “**PRC**”), the Articles of Association of the Company (the “**Articles of Association**”) and the Rules of Procedures for the Board of the Company.

II. RESOLUTIONS CONSIDERED AT THE BOARD MEETING

(1) **Consideration and approval of the Resolution Regarding the Company's Satisfaction of the Conditions for Public Issuance of Corporate Bonds to Qualified Investors**

In order to explore the financing channels of the Company and adjust the debt structure of the Company with direct financing instruments, the Company had conducted examination in accordance with the Company Law of the PRC, Securities Law of the PRC, Measures for the Issuance and Trading of Corporate Bonds and other relevant laws and regulations and normative documents and with reference to the requirements for the relevant qualification and conditions in relation to public issuance of Corporate Bonds (including renewable corporate bonds) (the “**Corporate Bonds**”) to the Qualified Investors, and confirmed that the Company is in compliance with relevant conditions and requirements under these laws and regulations and normative documents and shall be eligible for issuance of Corporate Bonds to the Qualified Investors.

The Board has agreed to propose the resolution at the general meeting for consideration.

Voting Result: For: 8, Against: 0, Abstain: 0.

(2) **Consideration and approval of the Resolution Regarding the Plan of the Company in respect of Public Issuance of Corporate Bonds to Qualified Investors**

The Board has considered and approved the resolution regarding the Plan of the Company in respect of Public Issuance of Corporate Bonds to Qualified Investors with details as each of the followings:

1. *Issuance Size*

The principal amount of the Corporate Bonds in aggregate will not exceed RMB12 billion (inclusive), and the accumulated balance of the Corporate Bonds after the issuance will not exceed 40% of the latest closing net assets of the Company. The actual issuance size, types of bonds and number of tranches will be determined by the Board or its authorized persons according to the capital needs of the Company and the then prevailing market conditions at the time of the issuance under the authorisation of the shareholders to be granted at the general meeting, subject to the aforesaid limit.

Voting Result: For: 8, Against: 0, Abstain: 0.

2. *Target Subscribers and Methods of Issuance*

The Company proposed to issue the Corporate Bonds to the Qualified Investors as stipulated in the Administrative Measures for the Issuance and Trading of Corporate Bonds with competence to identify and bear respective risks. No preferential placement to the shareholders of the Company will be arranged.

Voting Result: For: 8, Against: 0, Abstain: 0.

3. *Term of the Corporate Bonds*

The Corporate Bonds will have a term of no more than 15 years (inclusive, provided that the renewable corporate bonds shall not be subject to such term), either bearing a single fixed term or a combination of terms with different maturities. The types of the Corporate Bonds as well as the terms of each type of bonds and their respective issuance size will be determined by the Board or its authorized persons according to the relevant requirements, market conditions and the capital needs of the Company at the time of the issuance under the authorisation to be granted by the shareholders at the general meeting.

Voting Result: For: 8, Against: 0, Abstain: 0.

4. *Coupon Rate of the Corporate Bonds*

The Corporate Bonds (excluding renewable corporate bonds) bear fixed rates, and the coupon rate shall be determined through negotiation between the authorized persons of the Board of the Company and the lead underwriter by way of market enquiry.

The renewable corporate bonds to be issued are fixed-rate bonds. The interest is calculated per annum using simple interest method and there is no compound interest. In case of deferred interest payment, interest shall be accrued on each deferred interest payment at the coupon rate prevailing at the current term. Coupon rate for the base period shall be determined through negotiations between the authorized persons of the Board and the lead underwriter with reference to the Qualified Investors' offline book-building results, subject to a pre-set range for the coupon rate. The coupon rate is fixed throughout the base period, and will be reset once in every renewal period. The method of resetting the coupon rate shall be determined through negotiations between the authorized persons of the Board and the lead underwriter in accordance with the relevant regulations in the PRC.

Voting Result: For: 8, Against: 0, Abstain: 0.

5. *Use of Proceeds*

It is proposed that the proceeds from the issuance of the Corporate Bonds will be used for replenishment of the Company's working capital and repayment of the Company's debts when they fall due. The actual use of the proceeds will be determined by the Board or its authorized persons according to the capital needs of the Company under the authorisation to be granted by the shareholders at the general meeting.

Voting Result: For: 8, Against: 0, Abstain: 0.

6. *Listing Arrangement*

The Company will proceed with the listing of the Corporate Bonds according to the relevant requirements of the Shenzhen Stock Exchange after completion of the issuance of the Corporate Bonds. Subject to approval by the regulatory authorities, the Corporate Bonds can also be listed and traded on other stock exchanges as permitted by the applicable laws, which shall be determined by the Board and the authorized persons of the Board, according to the relevant laws and regulations, the approval of the regulatory authorities and the market conditions.

Voting Result: For: 8, Against: 0, Abstain: 0.

7. *Guarantee Arrangement*

The issuance of the Corporate Bonds is not guaranteed.

Voting Result: For: 8, Against: 0, Abstain: 0.

8. *Redemption or Repurchase Clauses*

Whether or not developing redemption or repurchase clauses regarding the Corporate Bonds and the specific requirements of such clauses shall be determined by the Board or its authorized persons according to the relevant requirements and the market conditions under the authorisation to be granted by the shareholders at the general meeting. The Board has agreed to propose the resolution at the general meeting for consideration.

Voting Result: For: 8, Against: 0, Abstain: 0.

9. *Validity of the Resolution*

The resolution regarding the issuance of the Corporate Bonds shall remain effective for 24 months from the date on which it is passed by the shareholders at the general meeting.

Voting Result: For: 8, Against: 0, Abstain: 0.

10. *Protection Measures on Repayment*

In order to further protect the interest of the bondholders, if the Company foresees that it may not be able to repay the principal of the Corporate Bonds or the interest accrued thereon during the term of the Corporate Bonds, the Company will develop and adopt a series of protection measures to safeguard the interest of the bondholders.

Voting Result: For: 8, Against: 0, Abstain: 0.

The said plan shall be subject to approval from the China Securities Regulatory Commission. The Board has agreed to propose the resolution at the general meeting for consideration.

(3) Consideration and approval of the Resolution Regarding the Proposal of Authorisation to the Board by the Shareholders Meeting and Authorisation to the Persons by the Board to Handle All the Matters Relating to the Public Issuance of Corporate Bonds to Qualified Investors in their Discretion

1. in accordance with the relevant laws and regulations and with reference to the specific conditions of the Company and the prevailing market conditions, to develop the specific plan of the issuance of the Corporate Bonds as well as to revise and adjust the terms regarding the issuance of the Corporate Bonds, including but not limited to all matters relating to the issuance plan such as the issuance size, terms of the bonds, types of the bonds, coupon rate and the method for the determination of the same, tranche arrangement, timing of issuance, guarantee arrangement, repurchase or redemption clause and clause on option for adjustment of the coupon rates, use of the proceeds, rating arrangements, timing and method for repayment of principal and interest accrued thereon, specific protection measures on repayment, method for subscription and listing of the bonds;
2. to appoint intermediaries for the issuance of the Corporate Bonds to deal with the application for the issuance of the Corporate Bonds;
3. to appoint an entrusted manager for the issuance of the Corporate Bonds to execute the bond management entrustment agreement and to establish the rules of procedure for bondholder meeting;
4. to formulate, approve, execute, amend, announce and implement all necessary documents, contracts, agreements and other legal documents relating to the issuance of the Corporate Bonds, including but not limited to the underwriting agreement, bond management entrustment agreement, listing agreement, rules of procedures for bondholder meeting as well as all kinds of announcements and other legal documents, and to make appropriate supplement and adjustments to the application documents in accordance with the requirements of the regulatory authorities;
5. upon occurrence of changes in the policy of the regulatory authorities or changes in the market conditions, to make appropriate adjustments to the plan for the issuance of the Corporate Bonds and other pertinent matters based on the advice of the regulatory authorities (if any), or to determine, based on the actual conditions, whether to proceed with the issuance of the Corporate Bonds, except for matters relating to the relevant laws, regulations and the Articles of Association of the Company which shall be subject to the approval of the shareholders at the general meeting;
6. to deal with other matters and formalities relating to the issuance and listing of the Corporate Bonds;
7. to deal with matters relating to the payment of the principal and interest accrued thereon for the issuance of the Corporate Bonds;

8. if the Company foresees that it may not be able to repay the principal of the Corporate Bonds and the interest accrued thereon according to the payment schedule or when they fall due and payable, it may adopt the following resolutions as permitted by the laws and regulations and based on the actual situation of the Company and the market conditions, including but not limited to:
 - (1) no profit distribution to the shareholders;
 - (2) suspension of implementation of capital expenditure projects, such as material external investments or mergers and acquisitions;
 - (3) reduction in or suspension of payment of remuneration/salaries and bonus to the directors and senior management of the Company;
 - (4) no transfer or re-designation of key persons-in-charge;
9. to deal with other matters relating to the issuance of the Corporate Bonds;

The authorisation will remain effective from the date on which the relevant resolution is passed at the general meeting until the date of completion of all matters in connection with the issuance of the Corporate Bonds under such authorisation.

It will be proposed at the general meeting to approve the Board to authorize Mr. MAI Boliang (the executive director of the Company) or his authorized persons as the authorized persons to deal with the matters relating to the issuance of the Corporate Bonds. The above authorized persons are entitled to deal with the aforesaid matters relating to the issuance of the Corporate Bonds on behalf of the Company under the mandate to be granted by the shareholders at the general meeting and the authorisation from the Board during the issuance of the Corporate Bonds.

The Board has agreed to propose the resolution at the general meeting for consideration.

Voting Result: For: 8, Against: 0, Abstain: 0.

(4) Consideration and approval of the Resolution Regarding Renewal Guarantees for Credit Facilities Granted by Financial Institutions to the Subsidiaries of the Company and Their Projects in 2018

The total balance of guarantee of RMB40 billion and the guarantee of RMB35 billion for projects provided by the Company in 2018 remain unchanged, except for a change to the proportion of the guarantees for CIMC Financing and Leasing Co., Ltd., CIMC Enric Holdings Limited and CIMC Modern Logistics Development Co., Ltd. as approved by the original resolutions passed in 2018 and the adjustment to certain guarantees in light of the needs of CIMC Enric Holdings Limited and CIMC Modern Logistics Development Co., Ltd. for commencement of the buyer's credit business with banks or non-bank financial institutions so as to provide credit guarantee for their customers. Meanwhile, the Company has made changes to the list of guarantees provided by the Company for its subsidiaries by segments in light of their operating needs. For details, please refer to the announcements published by the Company on 7 September 2018 on China Securities Journal, Shanghai Securities News, Securities Times, the website www.cninfo.com.cn, and the website of the Company (www.cimc.com) (Announcement No.: [CIMC]2018-075) and the website of Hong Kong Stock Exchange (www.hkexnews.hk).

Such guarantees shall be valid until the signing date of the Board resolution regarding guarantees in 2019.

The Board has agreed to propose the resolution at the general meeting for consideration.

Voting Result: For: 8, Against: 0, Abstain: 0.

(5) Consideration and approval of the Resolution Regarding the Credit Guarantee Provided by CIMC Enrich Holdings Limited and Its Holding Subsidiaries to Their Customers

1. In order to provide financial support to its sales business, the Board has agreed to the credit guarantee provided by CIMC Enrich Holdings Limited and its holding subsidiaries to their customers in relation to their buyers' credit loans from banks or non-bank financial institutions for the purpose of sales of products.
2. The followings are hereby proposed for approval: 1) the total credit guarantee of RMB500 million in 2018 by CIMC Enrich Holdings Limited and its holding subsidiaries to their customers; and 2) the remaining balance of the buyer's credit loan and the relevant credit guarantee will remain no more than RMB500 million by the end of 2018.

Such guarantees shall be valid until the signing date of the Board resolution regarding guarantees in 2019.

The Board has agreed to propose the resolution at the general meeting for consideration.

Voting Result: For: 8, Against: 0, Abstain: 0.

(6) Consideration and approval of the Resolution Regarding the Credit Guarantee Provided by CIMC Modern Logistics Development Co., Ltd. and Its Holding Subsidiaries to Their Customers

1. In order to provide financial support to its logistic service and product business, the Board has agreed to the credit guarantee provided by CIMC Modern Logistics Development Co., Ltd. and its holding subsidiaries to their customers for purchaser credit loans granted by banks or non-bank financial institutions to their relevant customers for the purpose of sales of logistics service products.
2. The following is hereby proposed for approval: the total credit guarantee of RMB100 million in 2018 by CIMC Modern Logistics Development Co., Ltd. and its subsidiaries to their customers for loans from banks and non-bank financial institutions.

Such guarantees shall be valid until the signing date of the Board resolution regarding guarantees in 2019.

The Board has agreed to propose the resolution at the general meeting for consideration.

Voting Result: For: 8, Against: 0, Abstain: 0.

III. DOCUMENTS AVAILABLE FOR INSPECTION

The resolution of the fifteenth meeting in 2018 of the eighth session of the board of the Company.

This announcement is available for review 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, 7 September 2018

As at the date of this announcement, the board of the Company 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.