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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 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 the “The Independent Opinions of the Independent Directors of the Eighth Session of the Board of China International Marine Containers (Group) Co., Ltd. regarding the Repurchase of Shares and Related Issues” published on the website of the Company ([www.cimc.com](http://www.cimc.com)) and the website of Cninfo ([www.cninfo.com.cn](http://www.cninfo.com.cn)).

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

Hong Kong, 29 December 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.*

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**THE INDEPENDENT OPINIONS OF THE INDEPENDENT DIRECTORS  
OF THE EIGHTH SESSION OF THE BOARD OF CHINA INTERNATIONAL  
MARINE CONTAINERS (GROUP) CO., LTD.  
REGARDING THE REPURCHASE OF SHARES AND RELATED ISSUES**

Pursuant to the relevant requirements of the Company Law of the People's Republic of China (the "Company Law"), the Guidelines on the Establishment of Independent Directorship System of Listed Companies, the Standards for the Governance of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (Revised in 2018), the Guidelines of the Shenzhen Stock Exchange for the Standardised Operation of Companies Listed on the Main Board (Revised in 2015), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of China International Marine Containers (Group) Co., Ltd. (the "Articles of Association"), etc., as independent directors of China International Marine Containers (Group) Co., Ltd. (the "**Company**"), we have issued independent opinions as follows by reviewing the proposed repurchase of shares by the Company and related issues:

1. The repurchase of shares by the Company is mainly used for employee shareholding schemes or as share incentives, conversion of corporate bonds which are convertible into shares issued by the Company, or necessary acts by the Company to protect its value while safeguarding the interests of shareholders, which is beneficial to improve the Company's incentive mechanism and the Company's operation and the stability of the share price;
2. The general mandates involved in the repurchase of shares by the Company are in compliance with the requirements of the relevant laws and regulations including the Company Law, normative documents and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Company will repurchase its outstanding domestic shares (A shares) and overseas shares (H shares) by open and centralized trade as appropriate and at suitable times based on volatility and changes in the capital market and the share price of the Company, without prejudice the interests of the Company and all its shareholders, especially minority shareholders;
3. The relevant review procedures of the repurchase of shares by the Company are in compliance with the relevant requirements of the relevant laws and regulations including the Company Law, normative documents and the Articles of Association;
4. It is hereby agreed to submit the repurchase of shares to the 24th meeting in 2018 of the eighth session of the Board for consideration and to the general meeting for approval.

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, 29 November 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 an executive Director; and Mr. PAN Chengwei, Mr. PAN Zhengqi and Mr. WONG Kwai Huen, Albert as independent non-executive Directors.*