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CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.

中國國際海運集裝箱（集團）股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2039)

INSIDE INFORMATION

ANNOUNCEMENT ON ENTERING INTO THE LAND USE RIGHT GRANTING CONTRACTS BY THE WHOLLY-OWNED SUBSIDIARIES

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 (the “**Shenzhen Listing Rules**”) and is announced simultaneously in Hong Kong pursuant to Rule 13.09(2)(a) and 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the Inside Information Provisions (as defined under the Hong Kong Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

I. OVERVIEW OF THE AGREEMENT

1. Shenzhen Southern CIMC Containers Manufacture Co., Ltd. (“**Southern CIMC**”), a wholly-owned subsidiary of the Company, has entered into the Shenzhen Land Use Right Granting Contract (Shen Di He Zi (2006) No. 0193) and the first, second and third supplemental agreements (the “**Original Contracts**”) in respect of land parcel T102-0152 located at Qianhai Shenzhen-Hongkong Cooperation Zone with a site area of 111,131.28 sq.m. On 9 October 2017, Southern CIMC entered into the Land Preparation Framework Agreement with Urban Planning, Land & Resources Commission of Shenzhen Municipality* (深圳市規劃和國土資源委員會) (the “**Shenzhen UPLRCS**”) and the Authority of Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone of Shenzhen* (深圳市前海深港現代服務業合作區管理局) (the “**Qianhai Authority**”) in respect of the land preparation issues of the land parcels of T102-0152, T102-0153 and T102-0154 located at Qianhai, Shenzhen, (the “**Three Land Parcels**”) with a site area of 524,000 sq.m. in aggregate. The Framework Agreement was entered into after mutual negotiation on the principles of respecting history, complying with arrangements, setting aside controversies, sharing interests and win-win development. For specific details, please refer to the relevant announcements published by the Company on China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website (www.cninfo.com.cn) and the website of the Company (www.cimc.com) (Announcement No.: [CIMC]2017-072 and [CIMC]2017-071), as well as the announcements published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) on 9 October 2017.

Pursuant to the Land Preparation Framework Agreement, Shenzhen UPLRCS and the Qianhai Authority agreed to arrange a land parcel with a site area of approximately 57,000 sq.m. as the site for the preliminary project of Southern CIMC, of which approximately 36,000 sq.m. of the land is used as the site for phase I of the preliminary project (the “**Phase I Land**”, the land lot numbers of which are T102-0289 and T102-0290, respectively).

On 19 February 2019, to further supplement on the relevant provisions in the Land Preparation Framework Agreement, Southern CIMC and Qianhai Authority entered into the fourth supplemental agreement to the Shenzhen Land Use Right Granting Contract (Shen Di He Zi (2006) No. 0193) (the “**Supplemental Agreement**”), and, at the same time, discharged the Original Contracts on land parcel T102-0152 and ceased to perform the rights and obligations as stipulated therein; and on 27 February 2019, the Qianhai CIMC City Property Development (Shenzhen) Co., Ltd.* (前海集城實業發展(深圳)有限公司) (“**Qianhai CIMC City**”) and Qianhai CIMC Cloud Property Development (Shenzhen) Co., Ltd.* (前海集雲實業發展(深圳)有限公司) (“**Qianhai CIMC Cloud**”), the wholly-owned subsidiaries of the Company, have entered into the Shenzhen Land Use Right Granting Contract (Shen Qian Hai Di He Zi (2018) No. 0010) and the Shenzhen Land Use Right Granting Contract (Shen Qian Hai Di He Zi (2019) No. 0001) with the Qianhai Authority in respect of land parcels T102-0289 with a site area of approximately 19,611.15 sq.m. and T102-0290 with a site area of approximately 18,058.26 sq.m. of the Phase I Land (hereinafter collectively referred to as the “**Granting Contracts**”. The Granting Contracts and the Supplemental Agreement are hereinafter collectively referred to as the “**Agreement**”), respectively.

2. The Qianhai Authority does not have any relationship with the Company and the top 10 shareholders of the Company with respect to property rights, businesses, assets, credit and debt, employees, etc., nor is there other relationship which may result in or has resulted in a bias in its favor.
3. As the Agreement is the update on the Land Preparation Framework Agreement, which was considered and approved at the fifteenth meeting in 2017 of the eighth session of the Board on 9 October 2017, at which no connected director was required to abstain from voting.
4. The Agreement does not constitute a major asset restructuring as stipulated in the Measures for the Administration of Major Asset Restructuring of Listed Companies. The Agreement is not subject to the approval at the general meeting of the Company.

II. BASIC INFORMATION ABOUT THE PARTIES TO THE AGREEMENT

(I) Supplemental Agreement:

1. Transferor: Qianhai Authority

Correspondence address: Office complex, Qianhai Shenzhen-Hongkong Cooperation Zone, South of the conjunction of Dongbin Road and Yueliangwan Boulevard, Nanshan District, Shenzhen

2. Transferee: Southern CIMC

Company name:	Shenzhen Southern CIMC Containers Manufacture Co., Ltd.
Company type:	Limited liability
Date of establishment:	18 December 1995
Registered address:	Room 109A, 1st Floor, CIMC R&D Center, No. 2 Gangwan Avenue, Zhaoshang Street, Nanshan District, Shenzhen
Registered capital:	RMB137.6987 million
Principal activities:	Manufacturing and repairing of containers; processing and manufacturing of different related mechanical components, structural components and equipment (100% of the products are exported); design and manufacturing of new types of special machinery and equipment for roads and ports and container stockpiling business (excluding dangerous goods)
Shareholding structure:	As of the date of this announcement, the Company holds 100% equity interest in Southern CIMC.

(II) Granting Contracts:

1. Transferor: Qianhai Authority

Correspondence address:	Office complex, Qianhai Shenzhen-Hongkong Cooperation Zone, South of the conjunction of Dongbin Road and Yueliangwan Boulevard, Nanshan District, Shenzhen
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2. Transferee: Qianhai CIMC City

Company name:	Qianhai CIMC City Property Development (Shenzhen) Co., Ltd.* (前海集城實業發展(深圳)有限公司)
Company type:	Limited liability
Date of establishment:	22 May 2018
Registered address:	Room 201, Block A, No.1, Qianwan First Road, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen

Registered capital:	RMB30.00 million
Principal activities:	Investment, consultation and operation management of industrial park projects (excluding restricted projects)
Shareholding structure:	As of the date of this announcement, Shenzhen Qianhai CIMC Investment Development Co., Ltd. holds 100% equity interest in Qianhai CIMC City; Southern CIMC holds 100% equity interest in Shenzhen Qianhai CIMC Investment Development Co., Ltd..
Transferee:	Qianhai CIMC Cloud
Company name:	Qianhai CIMC Cloud Property Development (Shenzhen) Co., Ltd.* (前海集雲實業發展(深圳)有限公司)
Company type:	Limited liability
Date of establishment:	9 July 2018
Registered address:	Room 201, Block A, No.1, Qianwan First Road, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen
Registered capital:	RMB30.00 million
Principal activities:	Investment, information consultation and operation management of industrial park projects. (Projects requiring statutory approval may only commence business activities upon receiving approval from the relevant authorities)
Shareholding structure:	As of the date of this announcement, Shenzhen Qianhai CIMC Investment Development Co., Ltd. holds 100% equity interest in Qianhai CIMC Cloud; Southern CIMC holds 100% equity interest in Shenzhen Qianhai CIMC Investment Development Co., Ltd..

III. BASIC INFORMATION ABOUT THE SUBJECTS OF THE AGREEMENT

- (I) Basic Information about the Subject of the Discharged Original Contracts in the Supplemental Agreement:

Land lot number: T102-0152

Site area: 111,131.28 sq.m.

Useful life: 50 years (commencing from 31 December 2006 to 31 December 2056)

Land usage: Industrial land

Nature of land: Commodity houses

(II) Basic Information about the Subject of the Granting Contracts:

1. Land lot number: T102-0289

Site area: approximately 19,611.15 sq.m.

Useful life: 40 years (commencing from 1 January 2015 to 31 December 2054)

Land usage: Commercial land

Nature of land: Commodity houses

Nature of main buildings: Office, commercial

Total premium of the land use right grant fee, land development charge and municipal ancillary facilities fee: RMB2,640,606,880 (hereinafter collectively referred to as the “**Granting Consideration**”)

2. Land lot number: T102-0290

Site area: approximately 18,058.26 sq.m.

Useful life: 40 years (commencing from 1 January 2015 to 31 December 2054)

Land usage: Commercial land

Nature of land: Commodity houses

Nature of main buildings: Office, commercial apartments, commercial

Total premium of the land use right grant fee, land development charge and municipal ancillary facilities fee: RMB1,230,872,785 (hereinafter collectively referred to as the “**Granting Consideration**”)

IV. MAJOR TERMS AND PERFORMANCE ARRANGEMENTS OF THE AGREEMENT

1. Pursuant to the Supplemental Agreement, prior to entering into the Land Use Right Granting Contracts, the Qianhai Authority and Southern CIMC agreed to discharge the Original Contracts and cease to perform the rights and obligations as stipulated therein. Southern CIMC shall apply to the Shenzhen Real Estate Registration Centre for property rights cancellation procedures in respect of land parcel T102-0152 within 5 business days after entering into the Supplemental Agreement.
2. Pursuant to the Supplemental Agreement and the Granting Contracts, the Granting Consideration in the Granting Contracts of the Agreement will not be charged separately.

V. THE PURPOSE OF THE AGREEMENT AND THE IMPACT ON THE GROUP

The contracted land lot is a part of the Qianhai land preparation scope site. The Company considers that entering into this agreement provides an opportunity to accelerate the process of Qianhai land preparation and is conducive for the Group to seize the opportunity to develop, upgrade and transform Shenzhen City, enhancing the overall effectiveness of the existing resources of the Group and the shareholders' return, which is in the interests of the Company and the Shareholders as a whole. Based on current preliminary estimations, it is expected that the Group's net profit after tax will increase approximately RMB2.88 billion. Since the Shenzhen Planning Permit for Land for Construction and the Construction Work Commencement Permit were obtained by Qianhai CIMC City on 30 August 2018 and 30 September 2018 for land parcel T102-0289 and by Qianhai CIMC Cloud on 7 September 2018 and 30 September 2018 for land parcel T102-0290, the Company has commenced land construction activities in accordance with requirements of the planning permits since obtaining the commencement permits and obtained assessment reports of land parcels T102-0289 and T102-0290 on 25 October 2018 and 29 December 2018, respectively. The Company is of the opinion that the Agreement has essentially been completed in 2018 and its relevant revenue can be reliably measured. Therefore, the aforementioned revenue will be reflected in the Group's 2018 consolidated financial statements. The specific figure in the audit results prepared by the auditors of the Company shall prevail.

VI. RISK WARNING

As the Agreement is prescribed in the Land Preparation Framework Agreement, related subsequent matters will be settled by the parties through entering into relevant agreements separately. Investors should be aware of the possible uncertainties associated with the related matters and the risks associated with investments.

VII. DOCUMENTS AVAILABLE FOR INSPECTION

1. The Shenzhen Land Use Right Granting Contract (fourth Supplemental Agreement);
2. The Shenzhen Land Use Right Granting Contract (Shen Qian Hai Di He Zi (2018) No. 0010);
3. The Shenzhen Land Use Right Granting Contract (Shen Qian Hai Di He Zi (2019) No. 0001).

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, 28 February 2019

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

* *for identification purpose only.*