



**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)**

**SECOND PROXY FORM FOR THE ANNUAL GENERAL MEETING OF THE COMPANY  
FOR 2018 TO BE HELD ON MONDAY, 3 JUNE 2019**

Number of shares to which this Second Proxy Form relates <sup>1</sup>	
Type of shares (A Shares or H Shares) to which this Second Proxy Form relates <sup>1</sup>	

I/We<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_  
(address as shown in the register of members) being shareholder(s) of CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD. (the "Company") hereby appoint the Chairman of the AGM or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting for 2018 of the Company (the "AGM") to be held at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:30 p.m. on Monday, 3 June 2019 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of AGM for 2018 dated 12 April 2019 and the supplemental notice of AGM for 2018 dated 17 May 2019, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
1.	To consider and approve the 2018 Work Report of the Board.			
2.	To consider and approve the 2018 Work Report of the Supervisory Committee.			
3.	To consider and approve the 2018 Annual Report.			
4.	To consider and approve the Resolution Regarding Profit Distribution and Dividend Distribution Proposal of the Company for 2018.			
5.	To consider and approve the Resolution Regarding the Provision of Mortgage Loan Credit Guarantees by Shenzhen CIMC Skyspace Real Estate Development Co., Ltd. and its Holding Subsidiaries to Buyers of Commercial Housings.			
6.	To consider and approve the Resolution Regarding the Provision of Credit Guarantees by CIMC Vehicles (Group) Co., Ltd. and its Holding Subsidiaries for its Distributors and Clients.			
7.	To consider and approve the Resolution Regarding the Application by CIMC Finance Company to Provide External Guarantees Business for the Group's Members.			
8.	To consider and approve the Resolution Regarding the Provision of Credit Guarantees by C&C Trucks Co. Ltd. and its Holding Subsidiaries for its Distributors and Clients.			
9.	To consider and approve the Resolution Regarding the Provision of Buyer Credit by CIMC Enric Holdings Limited and its Holding Subsidiaries for its Clients.			
10.	To consider and approve the Resolution Regarding the Provision of Credit Guarantees by CIMC Modern Logistics Development Co., Ltd. and its Holding Subsidiaries for its Clients.			
11.	To consider and approve the Resolution Regarding the Provision of Buyer Credit by CIMC Container Holding Co., Ltd. and its Holding Subsidiaries for its Clients.			
12.	To consider and approve the Resolution Regarding the Provision of Credit Guarantee by Shaanxi CIMC Vehicles Industrial Park Investment and Development Co., Ltd. for its Clients.			
13.	To consider and approve the Resolution Regarding the Provision of Credit Guarantee by Shenyang CIMC Industrial Park Investment and Development Co., Ltd. for its Clients.			
14.	To consider and approve the Resolution Regarding the Appointment of an Accounting Firm in 2019.			
15.	To consider and approve the following items in relation to the Resolution Regarding the Nomination of Director Candidates for the Ninth Session of the Board.			
	(1) to appoint the director candidate Mr. Wang Hong as a non-executive director of the Company;			
	(2) to appoint the director candidate Mr. Liu Chong as a non-executive director of the Company;			
	(3) to appoint the director candidate Mr. Hu Xianfu as a non-executive director of the Company;			
	(4) to appoint the director candidate Mr. Ming Dong as a non-executive director of the Company; and			
	(5) to appoint the director candidate Mr. Mai Boliang as the executive director of the Company.			

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
16.	To consider and approve the following items in relation to the Resolution Regarding the Nomination of Independent Director Candidates for the Ninth Session of the Board.			
	(1) to appoint the independent director candidate Ms. Lui Fung Mei Yee, Mabel as an independent non-executive director of the Company;			
	(2) to appoint the independent director candidate Mr. He Jiale as an independent non-executive director of the Company; and			
	(3) to appoint the independent director candidate Mr. Pan Zhengqi as an independent non-executive director of the Company.			
17.	To consider and approve the following items in relation to the Resolution on Nomination of Supervisors Representing Shareholders for the Ninth Session of the Supervisory Committee.			
	(1) to appoint candidate of supervisor representing shareholder Mr. Lin Feng as a supervisor representing shareholder for the Supervisory Committee of the Company; and			
	(2) to appoint candidate of supervisor representing shareholder Mr. Lou Dongyang as a supervisor representing shareholder for the Supervisory Committee of the Company.			
18.	To consider and approve the Resolution Regarding the Shareholder Return Plan of the Company for the Next Three Years (2019-2021).			
SPECIAL RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
19.	To consider and approve the Resolution Regarding the Registration and Issuance of Medium Term Notes (including Perpetual Medium Term Notes).			
20.	To consider and approve the Resolution Regarding Financial Institutions Facility and Project Guarantee Provided to the Subsidiaries of the Company in 2019.			
21.	To consider and approve the Resolution Regarding the Request by the Board for General Mandate by the General Meeting on the Issuance of Shares.			
22.	To consider and approve the Resolution Regarding the Request by the Board for General Mandate by the General Meeting on the Repurchase of Shares.			

Date: \_\_\_\_\_ 2019

Signature(s)<sup>5</sup>: \_\_\_\_\_

*Notes:*

- Please insert the number of shares registered in your name(s) to which this second form of proxy relates. If no number is inserted, this second form of proxy will be deemed to relate to all the shares in the Company registered in your name(s). Please also insert the type of shares (A shares or H shares) to which this second form of proxy relates.
- Please insert the full name and address(es) (as shown in the register of members) in block letters.
- If any proxy other than the Chairman of the AGM is preferred, delete the words "the Chairman of the AGM or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".** The shares abstained from voting will be counted in the calculation of the required majority. Where there are ballots on which the words are not filled in, wrongly filled in or unintelligible or the ballots that are not voted, the voters shall be regarded as having relinquished their voting rights and the voting results of their shares shall be regarded as "abstain". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this second form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM.
- This second form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director or an attorney duly authorised to sign the same. If this second form of proxy is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.
- Where there are joint holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the meeting, either personally or by proxy, then one of the said persons so present whose names stand first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, for holders of A shares, this second form of proxy, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the Secretary to Board at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong 518067, the PRC not less than 24 hours before the time appointed for the AGM. In order to be valid, for holders of H shares, the above documents must be delivered to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the AGM or any resumed session.
- IMPORTANT: H SHAREHOLDER WHO HAS ALREADY LODGED THE FIRST PROXY FORM (THE "FIRST PROXY FORM") WITH THE COMPANY WHICH WAS SENT TOGETHER WITH THE ANNOUNCEMENT DATED 12 APRIL 2019 SHOULD NOTE THAT:**
  - If no second proxy form is lodged with the Company's H Share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the H shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, the resolution as added in the supplemental notice dated 17 May 2019) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
  - If this second proxy form is lodged with the Company's H Share registrar 24 hours prior to the time appointed for holding the AGM or any adjournment thereof, this second proxy form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. This second proxy form will be treated as a valid proxy form lodged by the H shareholder.
  - If this second proxy form is lodged with Company's H Share registrar after the closing time, or if lodged before the closing time but is incorrectly completed, the proxy appointment under this second proxy form will be invalid. The proxy so appointed by the H shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no second proxy form(s) was lodged with the H share registrar. Accordingly, H shareholders are advised to complete this second proxy form carefully and lodge this second proxy form with the H share registrar before the closing time.
- Completion and delivery of the First Proxy Form or this second proxy form will not preclude you from attending and voting at the AGM if you so wish.