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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)**

## **PROPOSED CHANGE OF AUDITORS**

This announcement is made by the board of directors (the “**Board**”) of China International Marine Containers (Group) Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As the term of service of the Company’s current auditors, namely PricewaterhouseCoopers Zhong Tian LLP (“**PricewaterhouseCoopers Zhong Tian**”), will expire at the conclusion of the Company’s annual general meeting for the year 2023 (the “**AGM**”), the Company has engaged alternative auditors through invited tendering, and the successful bidder is KPMG Huazhen LLP (“**KPMG Huazhen**”). Upon the recommendation from the audit committee of the Board, the Board proposed to appoint KPMG Huazhen as the Company’s auditors responsible for auditing financial statements and internal control matters in 2024 (known as the “**Auditors**”). At the fifth meeting in 2024 of the tenth session of the Board of the Company convened on 27 March 2024, the Company considered and approved the Resolution Regarding the Proposed Change of Auditors for the Year 2024. The relevant matters are hereby announced as follows:

### **I. BASIC INFORMATION ON THE ACCOUNTING FIRM PROPOSED TO BE APPOINTED**

Basic information on the accounting firm proposed to be appointed is as follows:

#### **(I) Information about the institution**

##### **1. Basic information**

Institution name:	KPMG Huazhen LLP
Date of establishment:	Established on 18 August 1992 in Beijing, KPMG Huazhen Accounting Firm (畢馬威華振會計師事務所) was converted into a special general partnership upon approval from the Ministry of Finance on 5 July 2012 and renamed as KPMG Huazhen LLP. It obtained the industrial and commercial business license on 10 July 2012 and officially started operating since 1 August 2012.
Organizational form:	Special General Partnership

Registered office:	8/F, Tower E2, Oriental Plaza, 1 East Chang'an Avenue, Dongcheng District, Beijing, PRC
Lead partner:	Zou Jun(鄒俊)
Personnel information:	As of 31 December 2023, KPMG Huazhen was consisted of 234 partners and 1,121 certified public accountants, of which more than 260 certified public accountants had signed audit reports on securities services business.
Business information:	KPMG Huazhen's total audited revenue from business operations for the year 2022 exceeded RMB4,100 million, of which over RMB3,900 million was from audit business (including revenue from domestic statutory securities business of over RMB900 million and revenue from other securities business of over RMB1 billion, totaling over RMB1.9 billion from securities related business). KPMG Huazhen's audit clients that are A-share listed companies for the year 2022 amounted to 80, and the total audit fee generated from A-share listed companies amounted to approximately RMB490 million, covering major sectors such as manufacturing, financial service, information transmission, software and information technology service, electricity, heat, gas and water production and supply industry, transportation and logistics, warehousing and postal service, mining, real estate, scientific research and technology service, wholesale and retailing, leasing and business service, water conservancy, environmental and public facility management, culture, sports and entertainment, etc.; and the audit clients of listed companies in the same sector of the Company amounted to 41 (excluding the Company).

## **2. Investor protection capability**

In respect of investor protection capability, KPMG Huazhen has purchased occupational insurance in accordance with the requirements of relevant laws and regulations. The sum of accumulated indemnity limit of occupational insurance purchased by KPMG and occupational risk funds exceeded RMB200 million, which meets the requirements of relevant laws and regulations. Events in which KPMG Huazhen has assumed civil liabilities in civil litigations related to its practice over the past three years are as follows: In 2023, a civil litigation case related to bonds was concluded, and KPMG Huazhen was ultimately ruled to be liable for compensation at a ratio of 2% to 3% (approximately RMB2.7 million), which has been settled.

### **3. *Integrity record***

In the past three years, KPMG Huazhen and its employees have not been subject to any criminal punishment, administrative punishment, or any self-discipline supervision measures or disciplinary sanctions imposed by self-disciplinary organizations such as stock exchanges and industry associations. KPMG Huazhen has received once an administrative regulatory measure in the form of issuing warning letter, involving four employees. According to the provisions of relevant laws and regulations, the aforesaid administrative regulatory measure is not an administrative punishment, and will not affect KPMG Huazhen to continue the undertaking or execution of securities service business and other business.

## **(II) Project information**

### **1. *Basic information***

Project partner and signing certified public accountant: MA Yuchong, a certified public accountant since 2005, has been engaged in audits for listed companies since 2000, has been practising with KPMG Huazhen since 2000 and has been proposed to provide audit services to the Company with effect from 2024. MA Yuchong did not sign or review any audit reports of listed companies during the last three years.

Signing certified public accountant: CHEN Lijia, a certified public accountant since 2012, has been engaged in audits for listed companies since 2000, has been practising with KPMG Huazhen since 2000 and has been proposed to provide audit services to the Company with effect from 2024 in addition to her prior service with the Company during 2008 and 2012. CHEN Lijia signed seven audit reports of listed companies during the last three years but did not review any audit reports of listed companies.

Quality control reviewer: HUANG Feng, a certified public accountant since 2007, has been engaged in audits for listed companies since 2015, has been practising with KPMG Huazhen since 2003 and has been proposed to provide audit services to the Company with effect from 2024. HUANG Feng signed six audit reports of listed companies and reviewed three audit reports of listed companies during the last three years.

### **2. *Integrity record***

Mr. MA Yuchong, the project partner and signing certified public accountant, Mr. HUANG Feng, the quality control reviewer, and Ms. CHEN Lijia, the signing certified public accountant, have not been subject to any criminal and administrative punishments, or administrative regulatory measures imposed by the China Securities Regulatory Commission and its branch offices, or self-discipline supervision measures or disciplinary sanctions imposed by self-disciplinary organizations such as stock exchanges and industry associations, due to their practice, for the last three years in respect of the proposed engagement of KPMG Huazhen as the Company's Auditors for the year 2024.

### **3. Independence**

There are no circumstances that may affect the independence of Mr. MA Yuchong, the project partner and signing certified public accountant, Mr. HUANG Feng, the quality control reviewer, and Ms. CHEN Lijia, the signing certified public accountant of KPMG Huazhen, in respect of the proposed engagement of KPMG Huazhen as the Company's Auditors for the year 2024.

### **4. Audit fee**

KPMG Huazhen proposes to act as the Company's Auditors for the year 2024, responsible for the provision of financial statement audit service for the Company's financial statements prepared in accordance with the Accounting Standards for Business Enterprises issued by the Ministry of Finance (MOF) as well as internal control audit service.

Audit-related fees will be determined with reference to the duties and responsibilities, work complexity and requirements, working conditions and time required, and expertise and experience of participating staff of KPMG Huazhen at different levels. Where the annual audit scope remained the same, the audit fee to be paid by the Company to KPMG Huazhen for the 2024 audit project and internal control audit will be RMB9.433 million (including financial statement audit fee of RMB7.633 million and internal control audit fee of RMB1.80 million). The Company's proposed audit fee for the year 2024 decreased by 36% year-on-year as compared with that for the year 2023 (audit fee of RMB14.666 million), and such decrease was attributable to the market environment and the tender-based procurement.

## **II. EXPLANATION ON THE PROPOSED CHANGE OF AUDITORS**

### **1. Information about the current accounting firm and Auditor's opinion of last year**

The current accounting firm of the Company, PricewaterhouseCoopers Zhong Tian, was formerly known as Pricewaterhouse Da Hua Certified Public Accountants, which was established on 28 March 1993 and renamed as PricewaterhouseCoopers Zhong Tian CPAs Limited Company in June 2000 upon approval. It was converted to PricewaterhouseCoopers Zhong Tian LLP on 18 January 2013 upon the approval of the Cai Kuai Han [2012] No. 52 dated 24 December 2012 from the Ministry of Finance. The registered address is Room 01, Unit 507, DBS Bank Tower, 1318 Lu Jia Zui Ring Road, China (Shanghai) Pilot Free Trade Zone.

PricewaterhouseCoopers Zhong Tian audited the Company's financial statements for the year 2023 and issued audit reports that expressed a standard unqualified opinion. There does not exist any circumstances where the Company terminated the services of the former accounting firm after having engaged it to carry out part of the audit work.

## **2. Reasons for the proposed change of accounting firm**

Pursuant to the provisions of the Administrative Measures for the Appointment of Accounting Firms by State-owned Enterprises and Listed Companies and according to the requirements under the “Rules for the Selection and Appointment of Accounting Firm of China International Marine Containers (Group) Co., Ltd. (March 2024)”, “the Group’s continuous appointment of the same accounting firm should not exceed 8 years in principle... the term of appointment may be appropriately extended, but the continuous appointment period shall not exceed 10 years”. Given that PricewaterhouseCoopers Zhong Tian has provided audit services for the Company for 12 consecutive years after the completion of audit work for the year ended 31 December 2023. Therefore, it is necessary for the Company to change its accounting firm for the year 2024.

The Company has engaged alternative auditors through invited tendering, and the successful bidder is KPMG Huazhen LLP.

## **3. Communication between the Company and its former and incoming accounting firms**

The Company has communicated with PricewaterhouseCoopers Zhong Tian and KPMG Huazhen regarding the proposed change of accounting firm. Both the former and incoming accounting firms have been made aware of this matter and have no disagreement on the change.

Since the change of accounting firm of the Company is still pending deliberation at the general meeting, the former and incoming accounting firms shall fulfill their communication and coordination obligations in accordance with relevant requirements.

# **III. PROCEDURES TO BE PERFORMED FOR THE PROPOSED APPOINTMENT OF ACCOUNTING FIRM**

## **1. Performance of the audit committee**

After reviewing, the audit committee of board of directors of the Company has fully understood and examined the basic situation, practice qualifications, business scale, personnel information, professional competence, investor protection capability, independence and integrity of KPMG Huazhen. They believe that KPMG Huazhen has experience in audit services for listed companies and has the qualification and capability for serving the Company, and is able to meet the Company’s needs for future audit, and that its proposed signing certified public accountants have not been subject to any criminal or administrative punishments, administrative regulatory measures, or self-disciplinary sanctions due to their practice over the last three years. It is agreed to appoint KPMG Huazhen as the Auditors for the Company’s financial statement audit and internal control audit for the year 2024, and the resolution will be submitted to the Company’s board of directors for consideration.

## **2. Consideration and voting of the board of directors on the resolution**

At the fifth meeting in 2024 of the tenth session of the board of directors of the Company convened on 27 March 2024, the Company considered and approved the Resolution Regarding the Proposed Change of Auditors for the Year of 2024, and submitted the above-mentioned resolution to the general meeting of the Company for consideration.

## **3. Effective date**

The appointment of the accounting firm is subject to be submitted to the general meeting of the Company for consideration, and will be effective from the date of approval by the general meeting of the Company.

A circular containing, among others, the information on the proposed change of Auditors together with a notice convening an annual general meeting will be disclosed in due course.

PricewaterhouseCoopers Zhong Tian has confirmed in writing that there is no matter relating to its retirement as the Auditors of the Company that needs to be brought to the attention of the Board, the audit committee and the shareholders of the Company. The Board and the audit committee of the Company has confirmed that there is no disagreement between PricewaterhouseCoopers Zhong Tian and the Company, and there is no matter relating to the proposed change of Auditors that needs to be brought to the attention of the shareholders of the Company.

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.**  
**WU Sanqiang**  
*Joint Company Secretary*

Hong Kong, 27 March 2024

*As at the date of this announcement, the Board comprises Mr. MAI Boliang (Chairman) as an executive Director; Mr. ZHU Zhiqiang (Vice-chairman), Mr. HU Xianfu (Vice-chairman), Mr. SUN Huirong, Mr. DENG Weidong and Ms. ZHAO Feng as non-executive Directors; and Ms. LUI FUNG Mei Yee, Mabel, Mr. ZHANG Guanghua and Mr. YANG Xiong as independent non-executive Directors.*