THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your Shares in **CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.**, you should at once hand this circular and the form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CIMC 中集

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)

CIRCULAR RELATING TO (1) ADJUSTMENTS TO THE GUARANTEE PLAN FOR 2021; AND (2) THE SIGNING OF THE FINANCIAL SERVICE FRAMEWORK AGREEMENT BY CIMC FINANCE COMPANY AND CIMC INDUSTRY & CITY

The EGM will be held at 2:45 p.m. on Friday, 24 September 2021 at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC. The notice of the EGM setting out the resolution to be considered and, if thought fit, approved at the meeting, together with its related form of proxy, has been despatched to the Shareholders by the Company on 6 September 2021 and is also published on the websites of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.cimc.com).

The holders of A Shares and the holders of H Shares are both entitled to attend and vote at the EGM.

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy, which has been despatched to the Shareholders on 6 September 2021, in accordance with the instructions printed thereon and return it to the Company as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

6 September 2021

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In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

"A Share(s)"	the domestic share(s) in the registered share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in RMB;
"Articles of Association"	the articles of association of the Company, as amended from time to time;
"associated companies and joint ventures"	has the meaning ascribed thereto under the China Accounting Standards for Business Enterprises;
"Board"	the board of Directors of the Company;
"CIMC Finance Company"	CIMC Finance Co., Ltd., a non wholly-owned subsidiary of the Company;
"CIMC Industry & City"	Shenzhen CIMC Industry & City Development Group Co., Ltd. (formerly known as Shenzhen CIMC Skyspace Real Estate Development Co., Ltd.), an associate of the Company;
"circular"	the circular of the Company dated 6 September 2021;
"Company"	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 PRC in January 1980 with limited liability under the Company Law of the PRC, the H shares of which are listed on the Hong Kong Stock Exchange and the A shares of which are listed on the Shenzhen Stock Exchange;
"Director(s)"	the director(s) of the Company;
"EGM" or "extraordinary general meeting"	the fourth extraordinary general meeting of the Company for 2021 to be held at 2:45 p.m. on Friday, 24 September 2021 at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC;
"EUR"	Euro, the lawful currency of the European Union;
"Group"	the Company and its subsidiaries;

"H Share(s)"	the overseas-listed foreign share(s) in the registered share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;
"H Share Registrar"	Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar;
"H Shareholder(s)"	the holder(s) of H Share(s);
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Hong Kong Listing Rules"	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Latest Practicable Date"	3 September 2021, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing;
"PRC"	the People's Republic of China, for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan;
"related party"	has the meaning ascribed to it under the Shenzhen Listing Rules;
"RMB"	Renminbi, the lawful currency of the PRC;
"Share(s)"	the share(s) of the Company, including the A Share(s) and the H Share(s);
"Shareholder(s)"	the holder(s) of Share(s) of the Company;
"Shenzhen Listing Rules"	the rules of the Shenzhen Stock Exchange governing the listing of shares;
"subsidiary(ies)"	has the meaning ascribed thereto under the Hong Kong Listing Rules;
"USD" or "U.S. dollars"	United States dollars, the lawful currency of the United States;
"%"	per cent.

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)

Board of Directors:
Executive Director:
Mr. MAI Boliang *(Chairman)*

Non-executive Directors:
Mr. ZHU Zhiqiang *(Vice-chairman)*
Mr. HU Xianfu *(Vice-chairman)*
Mr. KONG Guoliang
Mr. DENG Weidong
Mr. MING Dong

Independent non-executive Directors:
Mr. HE Jiale
Mr. PAN Zhengqi
Ms. LUI FUNG Mei Yee, Mabel

Legal address, registered address and address of head office:
8th Floor, CIMC R&D Centre,
2 Gangwan Avenue,
Shekou, Nanshan District,
Shenzhen,
Guangdong, the PRC

6 September 2021

To the Shareholders

Dear Sir or Madam,

(1) ADJUSTMENTS TO THE GUARANTEE PLAN FOR 2021; AND (2) THE SIGNING OF THE FINANCIAL SERVICE FRAMEWORK AGREEMENT BY CIMC FINANCE COMPANY AND CIMC INDUSTRY & CITY

I. INTRODUCTION

Reference is made to the announcement dated 27 August 2021 of the Company, in relation to, among others, (1) Adjustments to the Guarantee Plan for 2021; and (2) the Signing of the Financial Service Framework Agreement by CIMC Finance Company and CIMC Industry & City.

The purpose of this circular is to, among other things, provide you with more details in relation to (1) Adjustments to the Guarantee Plan for 2021; and (2) the Signing of the Financial Service Framework Agreement by CIMC Finance Company and CIMC Industry & City, so that you can make informed decisions regarding your voting on the resolution to be proposed at the EGM.

II. ADJUSTMENTS TO THE GUARANTEE PLAN FOR 2021

The Company convened the seventh meeting of the ninth session of the Board in 2021 and the 2020 Annual General Meeting respectively on 29 March 2021 and 2 June 2021, considered and passed the Resolution Regarding the Guarantee Plan of CIMC in 2021, and agreed that the total amount of the Group's guarantee plan for 2021 would be RMB85,000 million. For the relevant information, please refer to the announcements published by the Company on the websites of cninfo (www.cninfo.com.cn) and the Company (www.cimc.com) (Announcement No.: [CIMC]2021-024, Announcement No.: [CIMC]2021-029 and Announcement No.: [CIMC]2021-060) and the announcements published on the website of Hong Kong Stock Exchange (http://www.hkexnews.hk) on 29 March 2021 and 2 June 2021.

In response to business expansion of the Group, the Group intends to adjust the amounts of guarantees that have been approved for certain subsidiaries, associated companies and joint ventures on the condition that the total amount of guarantees approved at the 2020 Annual General Meeting remain unchanged, and intends to expand the list of subsidiaries for classified guarantees and the list of associated companies and joint ventures for guarantees. The said adjustments have been considered and approved at the twenty-first meeting of the ninth session of the Board in 2021, and are to be submitted to the EGM for consideration.

1. Set out below are the adjustments to guarantees for facilities of financial institutions and projects in 2021 the Company provides to subsidiaries within the scope of its consolidated financial statements:

   Before the adjustments:

   The total amount of guarantees for facilities of financial institutions and projects in 2021 the Company intends to provide to subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB26,000 million, in which, the total amount of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB20,500 million, and the total amount of guarantees to be provided to companies with gearing ratio of less than 70% should not exceed the equivalent of RMB5,500 million.

After the adjustments:

The total amount of guarantees for facilities of financial institutions and projects in 2021 the Company intends to provide to subsidiaries within the scope of its consolidated financial statements is adjusted to not exceeding the equivalent of RMB22,300 million, in which, the total amount of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB16,800 million, and the total amount of guarantees to be provided to companies with gearing ratio of less than 70% should not exceed the equivalent of RMB5,500 million.

2. Set out below are the adjustments to guarantees for facilities of financial institutions and projects in 2021 subsidiaries of the Company provide to the Company or subsidiaries within the scope of its consolidated financial statements:

Before the adjustments:

The total amount of guarantees for facilities of financial institutions and projects in 2021 subsidiaries of the Company intend to provide to the Company or subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB15,500 million, in which, the total amount of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB9,300 million, and the total amount of guarantees to be provided to companies with gearing ratio of less than 70% should not exceed the equivalent of RMB6,200 million.

After the adjustments:

The total amount of guarantees for facilities of financial institutions and projects in 2021 subsidiaries of the Company intend to provide to the Company or subsidiaries within the scope of its consolidated financial statements is adjusted to not exceeding the equivalent of RMB19,070 million, in which, the total amount of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB13,200 million, and the total amount of guarantees to be provided to companies with gearing ratio of less than 70% should not exceed the equivalent of RMB5,870 million.

3. Set out below are adjustments to the total amount of guarantees the Company and subsidiaries within the scope of its consolidated financial statements provide to associated companies and joint ventures for their financing activities:

Before the adjustments:

The total amount of guarantees the Company provides to associated companies and joint ventures for their financing activities should not exceed the equivalent of RMB1,500 million.

No.	Name of company	Total amount of guarantees *(Equivalent: RMB million)*
1	CIMC Industry & City	1,500
	Total	**1,500**

After the adjustments:

The total amount of guarantees the Company and subsidiaries within the scope of its consolidated financial statements provide to associated companies and joint ventures for their financing activities is adjusted to not exceeding the equivalent of RMB1,630 million.

No.	Name of company	Total amount of guarantees *(Equivalent: RMB million)*
1	CIMC Industry & City	1,500
2	Yichuan Tianyun Clean Energy Co., Ltd.	100
3	"K" Line Zhenhua Logistics (Tianjin) Co., Ltd.	20
4	Qingdao Port International Trade and Logistics Co., Ltd.	10
	Total	**1,630**

4. The total amount of guarantees in favour of banks and non-bank financial institutions a subsidiary and its subsidiaries provide to customers of such subsidiary and its subsidiaries and to shareholders of such subsidiary should not exceed the equivalent of RMB7,000 million; the limit of guarantees remains unchanged.

5. The Board agrees that the limit of special guarantees of RMB35,000 million remains unchanged, which represent guarantees the Company or China International Marine Containers (Hong Kong) Limited provides to CIMC Fortune Holdings Limited for facilities of financial institutions and projects in 2021 and guarantees the Company provides to China International Marine Containers (Hong Kong) Limited for facilities of financial institutions and projects in 2021.

6. The list of companies for guarantees approved by the Board and the general meeting for 2021 remains effective. The lists considered herein are the lists of additional companies with gearing ratio of less than 70% and those with gearing ratio of over 70% as at 30 June 2021 and the list of new associated companies and joint ventures, details of which are set out in Appendix I.

Basic Information of Major Subsidiaries Involved with Adjustments to Guarantee Limits

1. CIMC Financial Leasing Co., Ltd.,

Date of Establishment:	30 July 2007
Registered Address:	Units A, C, D, G and H, 20th Floor, Tower 1, China Merchants Plaza, No. 1166, Wanghai Road, Shekou, Nanshan District, Shenzhen
Legal Representative:	Wang Zhiwu
Registered Capital:	USD210,000,000
Shareholding Percentage:	The Company directly or indirectly holds 100% of its equity interest
Business Scope:	Financial leasing business; leasing business; purchase of leased properties from domestic and abroad; residual value disposal and repair of leased properties (on-site repair only); lease transaction consulting and guarantee business; domestic freight forwarding; loading, unloading and transportation; leasing of machinery and equipment; warehousing services for general goods (excluding dangerous chemicals and items that require permits and approvals); low-temperature storage (excluding dangerous chemicals and items that require permits and approvals).

Key Financial Indicators:	After audit, as at 31 December 2020, total assets reached RMB18,128,020,000; total liabilities amounted to RMB14,491,030,000; net asset was RMB3,636,990,000. In 2020, revenue reached RMB1,596,170,000, and net profit amounted to RMB685,990,000. As at 30 June 2021, total assets reached RMB17,267,670,000; total liabilities amounted to RMB13,750,690,000; net asset was RMB3,516,990,000. From January to June 2021, revenue reached RMB731,250,000, and net profit amounted to RMB204,630,000.

2. CIMC Raffles Offshore (Singapore) Pte. Ltd

Date of Establishment:	7 March 1994
Registered Address:	1 CLAYMORE DRIVE #08–04 ORCHARD TOWER REAR BLOCK APARTMENT SINGAPORE (229594)
Registered Capital:	Equivalent to USD724,541,971
Shareholding Percentage:	The Company holds 85% of its equity interest
Business Scope:	Project management service, construction and modification of offshore platforms, offshore equipment and ships, and investment work.
Key Financial Indicators:	As at 31 December 2020, total assets reached RMB36,221,640,000; total liabilities amounted to RMB39,532,950,000; net asset was RMB-3,311,310,000. In 2020, revenue reached RMB4,942,660,000, and net profit was RMB-2,132,900,000. As at 30 June 2021, total assets reached RMB35,125,570,000; total liabilities amounted to RMB39,083,410,000; net asset was RMB-3,957,840,000. From January to June 2021, revenue reached RMB2,448,310,000, and net profit was RMB-682,370,000.

3. Yantai CIMC Raffles Offshore Ltd.

Date of Establishment:	25 October 1996
Registered Address:	70 Zhifudao East Road, Zhifu District, Yantai City, Shandong Province
Legal Representative:	Wang Jianzhong
Registered Capital:	RMB5,131,190,000
Shareholding Percentage:	The Company holds 90.49% of its equity interest
Business Scope:	General items: manufacturing of marine engineering equipment; manufacturing of marine platform equipment; sales of marine engineering equipment; marine engineering design and module design and manufacturing services; manufacturing of deep-sea oil drilling equipment; sales of deep-sea oil drilling equipment; shipbuilding; ship design; ship repair; ship sales; manufacturing of recreational boats and sports boats; sales of recreational boats and sports boats; warehousing services for general goods (excluding dangerous chemicals and items that require permits and approvals); low-temperature storage (excluding dangerous chemicals); building of metal structures; sales of equipment related to offshore wind power; research and development of systems related to offshore wind power; manufacturing of fishery machinery; leasing of machinery and equipment; technology services, development, consulting, exchange, transfer and promotion; international shipping agency; permitted activities of domestic trade agency (excluding items that require approvals according to laws, conducting business activities under the licence and the law): engineering construction activities; general contracting of building and municipal infrastructure projects (for items that require approvals according to laws, activities can be commenced after being approved by the relevant authorities, and specific items are subject to the approvals); design of construction projects.

Key Financial Indicators:	As at 31 December 2020, total assets reached RMB10,251,190,000; total liabilities amounted to RMB9,766,210,000; net asset was RMB484,980,000. In 2020, revenue reached RMB3,248,760,000, and net profit was RMB-671,440,000. As at 30 June 2021, total assets reached RMB9,141,540,000; total liabilities amounted to RMB8,983,900,000; net asset was RMB157,650,000. From January to June 2021, revenue reached RMB1,932,050,000, and net profit was RMB-328,170,000.

4. TGE Gas Engineering GmbH

Date of Establishment:	5 December 2007
Registered Address:	Mildred-Scheel-Str. 153175 Bonn, Germany
Registered Capital:	EUR12,800,000
Shareholding Percentage:	The Company holds 60% of its equity interest
Business Scope:	Gas engineering technology services and project management and development, audit, sales of relevant equipment; provision of relevant technology transfer, technology consulting, technology training, technology contract, technology intermediary services, technology investment; sales of construction materials, hardware, transportation and electrical devices; goods and technology import and export business; engagement in the construction industry.
Key Financial Indicators:	As at 31 December 2020, total assets reached RMB560,310,000; total liabilities amounted to RMB569,720,000; net asset was RMB-9,410,000. In 2020, revenue reached RMB644,400,000, and net profit was RMB-183,230,000.

As at 30 June 2021, total assets reached RMB608,990,000; total liabilities amounted to RMB642,240,000; net asset was RMB-33,250,000. From January to June 2021, revenue reached RMB214,200,000, and net profit was RMB-37,400,000.

5. CIMC Enric Holdings Limited

Date of Establishment:	28 September 2004
Registered Address:	Cayman Islands
Registered Capital:	HKD20,109,945.88
Shareholding Percentage:	The Company holds 67.80% of its equity interest
Business Scope:	Investment holding.
Key Financial Indicators:	After audit, as at 31 December 2020, total assets reached RMB16,074,720,000; total liabilities amounted to RMB8,603,360,000; net asset was RMB7,471,360,000. In 2020, revenue reached RMB12,289,570,000, and net profit was RMB566,210,000. As at 30 June 2021, total assets reached RMB17,703,190,000; total liabilities amounted to RMB9,860,600,000; net asset was RMB7,842,590,000. From January to June 2021, revenue reached RMB7,940,020,000, and net profit was RMB386,310,000.

6. CIMC Wetrans Logistics Technology (Group) Co., Ltd.

Date of Establishment:	12 March 2014
Registered Address:	Room 213–01, 2nd Floor, Office Building C, General Service Area, Nangang Industrial Zone, Tianjin Economic and Technological Development Area
Legal Representative:	Hu Pengfei
Registered Capital:	RMB1,088,191,357

Shareholding Percentage:	The Company holds 84% of its equity interest
Business Scope:	International freight forwarding; domestic freight forwarding; international ship management business; ship chartering; ship sales; warehousing services for general goods (excluding dangerous chemicals and items that require permits and approvals); inspection services; supply chain management services; international shipping agency; container sales; container maintenance and repair; manufacturing of equipment specialised for materials handling (operation of branches); leasing of machinery and equipment; operation of road freight transport stations; property management; cargo packaging services; loading, unloading and transportation; hardware wholesale; hardware retail; sales of construction materials; sales of molds; sales of non-ferrous alloys; sales of special electronic materials; sales of non-metallic minerals and products; timber sales; knitwear and textile sales; software development; software sales; information technology consulting services; wholesale of computer hardware, software and auxiliary equipment; retail of computer hardware, software and auxiliary equipment; information consulting services (excluding information consulting services that require permits); human resources services (excluding employment agency activities, labour dispatch services); security consulting services (excluding items that require approvals according to laws, conducting business activities under the licence and the law). Permitted items: technology import and export; import and export of goods; import and export agency; waterway transportation of general goods; domestic ship management business; road freight transportation (excluding dangerous goods); non-vessel operating common carrier (for items that require approvals according to laws, activities can be commenced after being approved by the relevant authorities, and specific items are subject to approval documents or permits of the relevant authorities).

Key Financial Indicators:	After audit, as at 31 December 2020, total assets reached RMB5,220,340,000; total liabilities amounted to RMB2,996,940,000; net asset was RMB2,223,410,000. In 2020, revenue reached RMB10,593,650,000, and net profit was RMB247,790,000. As at 30 June 2021, total assets reached RMB6,515,690,000; total liabilities amounted to RMB4,291,060,000; net asset was RMB2,224,630,000. From January to June 2021, revenue reached RMB9,925,650,000, and net profit was RMB165,920,000.

7. CIMC-TianDa Holdings Company Limited

Date of Establishment:	3 January 2002
Registered Address:	Cayman Islands (British)
Issued share capital:	HKD166,380,500
Shareholding Percentage:	The Company holds 58.29% of its equity interest
Business Scope:	Manufacturing and maintenance of airport ground support equipment, including boarding bridges, shuttle buses, aircraft catering vehicles and other service vehicles; provision of engineering and software solutions for airport, logistics and warehousing, including the sorting, processing and delivery system for luggage, air cargo, express items; design and construction of automated parking system; manufacturing and sales of firefighting trucks, firefighting equipment; design, sales and installation of mobile modular firefighting station and emergency rescue stations.
Key Financial Indicators:	As at 31 December 2020, total assets reached RMB9,442,090,000; total liabilities amounted to RMB5,663,980,000; net asset was RMB3,778,110,000. In 2020, revenue reached RMB6,089,050,000, and net profit was RMB321,590,000.

As at 30 June 2021, total assets reached RMB9,754,280,000; total liabilities amounted to RMB5,830,300,000; net asset was RMB3,923,980,000. From January to June 2021, revenue reached RMB2,829,860,000, and net profit was RMB198,800,000.

8. ***CIMC Transportation Technology Co., Ltd.***

Date of Establishment:	6 September 2019
Registered Address:	Room 201, Block A, 1 Qianwan First Road, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen (affiliated with Shenzhen Qianhai Business Secretary Co., Ltd.)
Legal Representative:	Huang Tianhua
Registered Capital:	RMB1,006,966,606.09
Shareholding Percentage:	The Company holds 80% of its equity interest
Business Scope:	Leasing and maintenance of logistics equipment and relevant parts; international and domestic freight forwarding and supply chain management.
Key Financial Indicators:	After audit, as at 31 December 2020, total assets reached RMB2,346,770,000; total liabilities amounted to RMB1,628,270,000; net asset was RMB718,490,000. In 2020, revenue reached RMB3,035,940,000, and net profit was RMB34,040,000. As at 30 June 2021, total assets reached RMB2,914,990,000; total liabilities amounted to RMB1,980,470,000; net asset was RMB934,520,000. From January to June 2021, revenue reached RMB2,626,780,000, and net profit was RMB228,950,000.

The Group's Management of Guarantees

The Company follows the requirements on the management of listed companies' guarantees, and all guarantee businesses are conducted on the condition that the Company and its subsidiaries provide guarantees to controlling subsidiaries, associated companies and joint ventures according to the shareholding ratio under the guarantee plan for 2021. If it is necessary to provide guarantees that exceed the shareholding ratio, other shareholders of the guaranteed entity must provide counter guarantees to the Company and its subsidiaries based on the shareholding ratio, and bear the corresponding capital risk and joint liability according to their respective shareholdings.

When the Company provides guarantees to controlling subsidiaries, subsidiaries and associated companies, the minority shareholders should bear the corresponding capital risk and dynamic change of the company's gearing ratio according to their respective capital contribution ratios, and, if necessary, the financial management department of the Company takes the responsibility of monitoring and managing matters including the signing of counter guarantee agreements.

Opinions of Independent Directors

Independent Directors are of the view that the Company has continuously regulated external guarantees and enhanced the risk control in accordance with relevant laws, regulations and rules, and the relevant approval procedures comply with the provisions of relevant laws and regulations and the Articles of Association of China International Marine Containers (Group) Co., Ltd.. The Company's provision of external guarantees aims to promote the business development. There is no external guarantee provided to shareholders, actual controllers and their related parties, and there are no circumstances where the interests of the Company and its Shareholders, especially the minority Shareholders, have been jeopardized.

Total Amount of External Guarantees and Overdue Guarantees Provided by the Group

As at 30 June 2021, the total guarantee balance of the Company and its controlling subsidiaries amounted to RMB44,576,656,000 (including special guarantees), accounting for 101.27% of the audited net asset attributable to the parent company for 2020, among which, the balance of guarantees the Company and its controlling subsidiaries provided to entities not covered by the consolidated financial statements totaled RMB3,931,990,000, accounting for 8.93% of the audited net asset attributable to the parent company for 2020.

The Company and its controlling subsidiaries neither had overdue guarantees nor had guarantee amount involved in lawsuits and incurred due to failure in lawsuit.

The abovementioned resolution was approved by the Board on 27 August 2021 and will be proposed to the EGM as a special resolution for approval.

III. THE SIGNING OF THE FINANCIAL SERVICE FRAMEWORK AGREEMENT BY CIMC FINANCE COMPANY AND CIMC INDUSTRY & CITY

The Company convened the twenty-first meeting of the ninth session of the Board in 2021 on 27 August 2021, and agreed that CIMC Finance Company, a subsidiary of the Company, and CIMC Industry & City, a related party of the Company under the Shenzhen Listing Rules, entered into the Financial Service Framework Agreement (the "**Framework Agreement**"). Pursuant to the Framework Agreement, CIMC Finance Company provides financial services to CIMC Industry & City and its subsidiaries, including deposit services and loan services. Amounts of the transaction are: the maximum daily deposit balance of CIMC Industry & City and its subsidiaries held in CIMC Finance Company shall not exceed RMB3,000 million; the principal of loans CIMC Finance Company provides to CIMC Industry & City and its subsidiaries shall not exceed RMB1,500 million.

When the Board considered this resolution, Mr. Mai Boliang, being a related Director, abstained from voting on the resolution, and other non-related Directors passed the resolution unanimously. Independent Directors issued the prior approval and independent opinions. The related party transaction under the Shenzhen Listing Rules is subject to the approval of the EGM and does not constitute the material asset restructuring under the Measures for the Administration of the Material Asset Restructuring of Listed Companies, or the restructuring and listing, and will not require the approval of relevant authorities.

Basic Information of CIMC Industry & City

Company Name:	Shenzhen CIMC Industry & City Development Group Co., Ltd.
Date of Establishment:	24 November 1998
Registered Address:	21st Floor, Tower 1, China Merchants Plaza, No. 1166, Wanghai Road, Nanshan District, Shenzhen
Legal Representative:	Yu Zhenfei
Registered Capital:	RMB454,703,689
Shareholding Percentage:	The Company holds 45.92% of its equity interest
Business Scope:	Investment in construction projects of urban areas, industrial parks, scenic spots and communities; construction and operation of supporting facilities in urban areas, industrial parks, scenic spots and communities; industrial investment; property management; hotel management; business management; corporate management consulting.

Key Financial Data

Unit: RMB10,000

	2020 (Audited)	**January–June 2021 (Unaudited)**
Revenue	230,291	79,125
Net profit	107,705	78,661
	31 December 2020 (Audited)	**30 June 2021 (Unaudited)**
Total assets	4,518,377	4,106,647
Net asset	1,244,786	942,951

Relationship with the Company under the Shenzhen Listing Rules

As certain Directors and senior management members of the Company act as directors of CIMC Industry & City, CIMC Industry & City is a related party of the Company under the Shenzhen Listing Rules. According to the Shenzhen Listing Rules, the transaction constitute a related party transaction.

Analysis of Performance Ability

CIMC Finance Company assesses the credit rating of CIMC Industry & City and its subsidiaries from multiple dimensions, including basic conditions, economic strength, financial structure, debt-paying ability, operation ability, profitability, credit history and development prospect, and offers loans in a reasonable and orderly manner according to the result of credit rating assessment. After enquiries, CIMC Industry & City is not in the list of dishonest persons subject to enforcement.

Principal Terms of the Framework Agreement and the Pricing Basis

1. Services

Pursuant to the Framework Agreement, CIMC Finance Company will provide CIMC Industry & City and its subsidiaries with the following financial services: deposit services, loan services and other financial services.

2. Pricing principles

The deposit rate CIMC Finance Company offers to CIMC Industry & City and its subsidiaries is determined with reference to the prevailing deposit rate in the market; the lending rate CIMC Finance Company offers to CIMC Industry & City and its subsidiaries is determined with reference to the prevailing lending rate in the market; fees of other financial services is determined with reference to the charging standards of similar services that are available in the market.

3. Term of services

The term of services under the Framework Agreement is three years from the date when the EGM considers and approves the agreement.

4. Transaction amount

The maximum daily deposit balance of CIMC Industry & City and its subsidiaries held in CIMC Finance Company shall not exceed RMB3,000 million; the principal of loans CIMC Finance Company provides to CIMC Industry & City and its subsidiaries shall not exceed RMB1,500 million.

Other Arrangements

To ensure that risks associated with the financial service businesses between CIMC Finance Company and CIMC Industry & City are controllable, the Company assesses the risks of financial services including taking deposits of and providing loans to CIMC Industry & City and its subsidiaries, and issues the Report on Risk Assessment Regarding the Financial Services CIMC Finance Co., Ltd. Provides to CIMC Industry & City. For the relevant information, please refer to the announcements published by the Company on the websites of cninfo (www.cninfo.com.cn), the Company (www.cimc.com) and HKEXnews of Hong Kong Stock Exchange (http://www.hkexnews.hk) on 27 August 2021.

To regulate the related party transaction between CIMC Finance Company and CIMC Industry & City and safeguard the fund security of the Group, the Company formulates the Risk Disposal Plan Regarding the Financial Services CIMC Finance Co., Ltd. Provides to CIMC Industry & City with reference to the relevant requirements of regulators including China Banking and Insurance Regulatory Commission. For the relevant information, please refer to the announcements published by the Company on the websites of cninfo (www.cninfo.com.cn), the Company (www.cimc.com) and HKEXnews of Hong Kong Stock Exchange (http://www.hkexnews.hk) on 27 August 2021.

Purpose of the Transaction and Impact on the Company

The signing of the Framework Agreement by CIMC Finance Company and CIMC Industry & City will not have adverse impact on the Company's daily management and continuing operations, and will not result in prejudice to the interest of the Company and other Shareholders. It is conducive to the Group's financial segment and the associated company's business of developing and operating industrial parks, fully utilize the resource advantages of each party and promote the synergetic development of financial segment and industrial segment.

Related Party Transactions with the Related Party under the Shenzhen Listing Rules Incurred Cumulatively

As at 30 June 2021, CIMC Finance Company has taken approximately RMB136 million of deposits of CIMC Industry & City and its subsidiaries and has provided approximately RMB105 million of loans to CIMC Industry & City and its subsidiaries.

Prior Approval and Independent Opinions of Independent Directors

After verifying matters related to CIMC Finance Company and CIMC Industry & City, independent Directors issue the following independent opinions:

1. CIMC Finance Company is a non-bank financial institution approved by China Banking and Insurance Regulatory Commission. Its provision of financial services to the Company's related party CIMC Industry & City within the business scope approved by China Banking and Insurance Regulatory Commission and other financial regulators complies with relevant laws and regulations of the State;

2. After review, the signing of the Framework Agreement by CIMC Finance Company and CIMC Industry & City constitutes a related party transaction under the Shenzhen Listing Rules; the transaction is contracted in the ordinary course of business, follows the principles of openness, fairness and impartiality and is in the interest of the Company and Shareholders as a whole. Both parties enjoy rights and fulfill obligations in accordance with the Framework Agreement, and there is no circumstances that will result in prejudice to the interest of the Company and all Shareholders, especially the interest of minority Shareholders;

3. The Report on Risk Assessment Regarding the Financial Services CIMC Finance Co., Ltd. Provides to Shenzhen CIMC Industry & City Development Group Co., Ltd. is an objective reflection of the operation qualifications, business and risk positions of CIMC Finance Company. CIMC Finance Company has a complete risk management system and advances the risk management work in a steady and orderly manner, and the Company implements effective risk control measures to CIMC Finance Company. Therefore, each regulation indicator complies with the requirements of the Measures for the Administration of Finance Companies of Enterprise Groups. The risk associated with CIMC Finance Company's financial businesses of providing related party deposit and loan services to CIMC Industry & City is controllable; and

4. The Risk Disposal Plan Regarding the Financial Services CIMC Finance Co., Ltd. Provides to Shenzhen CIMC Industry & City Development Group Co., Ltd. complies with the requirements of the Guidelines of Shenzhen Stock Exchange on Information Disclosure by Listed Companies No. 5: Transactions and Related Party Transactions, can effectively prevent and control the capital risk between CIMC Finance Company and CIMC Industry & City and safeguard the fund security.

The abovementioned resolution was approved by the Board on 27 August 2021 and will be proposed to the EGM as an ordinary resolution for approval.

Implication of Hong Kong Listing Rules

Regarding the Framework Agreement entered into by CIMC Finance Company and CIMC Industry & City, to the Directors' knowledge, no connected person of the Company is involved according to the Hong Kong Listing Rules. Therefore, the transactions of providing financial services to CIMC Industry & City are not subject to the requirements of connected transactions under Chapter 14A of the Hong Kong Listing Rules. According to Chapter 14 of the Hong Kong Listing Rules, as at the Latest Practicable Date, as the applicable percentage ratios of transaction under the Framework Agreement are lower than 5%, such transactions do not constitute discloseable transactions of the Company and will be fully exempt from the reporting, announcement, and shareholders' approval requirements under Chapter 14 of the Hong Kong Listing Rules.

The Group has established an internal control measures, to supervise and ensure the applicable percentage ratios of transaction under the Framework Agreement. The Company will comply with the reporting, announcement, and shareholders' approval requirements, if applicable, under the Hong Kong Listing Rules in a timely manner.

IV. EGM

The EGM of the Company will be held on 24 September 2021 to consider, and if thought fit, pass the resolutions regarding (1) Adjustments to the Guarantee Plan for 2021; and (2) the Signing of the Financial Service Framework Agreement by CIMC Finance Company and CIMC Industry & City. To the Directors' knowledge, as at the Latest Practicable Date, Shareholders who have material interests in transaction will abstain from voting at the EGM.

A form of proxy for use at the EGM has been despatched together with a notice convening the EGM dated 6 September 2021. Whether or not the Shareholders intend to attend the EGM in person, they are requested to complete the form of proxy and return it to the office of 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 in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the EGM or adjournment thereof (as the case may be) in person should they so wish.

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules and the Articles of Association, the resolutions to be proposed at the EGM will be voted by way of poll.

V. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the proposed resolutions are is in the interest of the Company and the Shareholders as a whole. Mr. MAI Boliang, Chairman of the Company, as a related Director, has abstained from voting for the resolution regarding the signing of the Framework Agreement. The Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the forthcoming EGM.

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of providing information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

The Chinese text of this circular shall prevail over the English text in the event of inconsistency.

By order of the Board
China International Marine Containers (Group) Co., Ltd
WU Sanqiang
Joint Company Secretary

LISTS OF NEW SUBSIDIARIES OF CIMC FOR CLASSIFIED GUARANTEES AND ASSOCIATED COMPANIES AND JOINT VENTURES FOR GUARANTEES:

1. List of Companies with Gearing Ratio of Less Than 70%

2. List of Companies with Gearing Ratio of Over 70%

3. List of Associated Companies and Joint Ventures

1. List of Companies with Gearing Ratio of Less Than 70%

Segment	Segment No.	Name of company	Shareholding percentage
Innovation and direct management	1	CIMC Baochuang (Wuxi) Steel Co., Ltd.	65.00%
	2	CIMC Tongchuang Heungkong (Hong Kong) Trade Co., Ltd.	100.00%
Container	1	CIMC TSD Supply Chain Services Co., Ltd.	100.00%
Airport	1	Pteris Global (Thailand) Company Limited	54.92%
	2	P.T. Ziegler Indonesia	50.66%
Energy and chemical	1	CIMC Enric Clean Energy Technology (Yulin) Co., Ltd.	100.00%
	2	Shaanxi Lucky Star New Energy Technology Co., Ltd.	60.00%
	3	Jingbian Talentum Natural Gas Co., Ltd.	60.00%
	4	Shaanxi Lucky Time New Energy Technology Co., Ltd.	60.00%
Logistics	1	Jiangmen CIMC-GZ Railway Multimodal Transport Co., Ltd.	45.36%
	2	Zhaoqing Runqing Water Transportation Limited	39.48%
	3	CIMC Wetrans Logistics Technology (Group) Co., Ltd.	84.00%

2. List of Companies with Gearing Ratio of Over 70%

Segment	Segment No.	Name of company	Shareholding percentage
Container	1	Nantong CIMC Special Transportation Equipment Manufacture Co., Ltd.	60.35%
	2	Qingdao CIMC Reefer Container Manufacture Co., Ltd.	100.00%
	3	Chuzhou CIMC New Material Technology Co., Ltd.	75.80%
	4	CIMC MBS Hong Kong Limited	100.00%
	5	Beijing CIMC Special Equipment Technology Co., Ltd.	100.00%
	6	Harvest Avenue Pty Ltd	100.00%
Vehicle	1	Luoyang CIMC Linyu Automobile Co., Ltd.	41.03%
	2	Shaanxi CIMC Vehicle Sales Service Co., Ltd.	57.42%
Offshore engineering	1	Tianjin Kaisheng Offshore Equipment Lease Co., Ltd.	83.20%
	2	Bluewhale Offshore Pte Ltd	85.00%
	3	Caspian Driller Pte Ltd	85.00%
	4	Bluewhale Offshore Rig Management Pte Ltd	85.00%
Finance	1	Powerlead Holdings Limited	100.00%
	2	CIMC QIANHAI COMMERCE & TRADING CO., LIMITED	86.82%
Logistics	1	Dalian Zhenhua International Shipping Agency Co., Ltd.	60.00%
	2	CIMC Zhenyang (Shanghai) Logistics Co., Ltd.	80.00%
	3	CIMC Kaitong (Shaanxi) Logistics Development Co. Ltd.	53.60%
	4	Neptune Supply Chain Technology (Shanghai) Ltd.	28.80%
	5	Globe Success International Transportation Co. Ltd.	48.00%
	6	CIMC INTERNATIONAL SHIPPING COMPANY LIMITED	80.00%
	7	LIHUA LOGISTICS COMPANY LIMITED	60.00%
	8	ASIA CARGO LINK LIMITED.	80.00%
	9	CIMC ZHENHUA LOGISTICS (VIETNAM) COMPANY LIMITED	60.00%

Segment	Segment No.	Name of company	Shareholding percentage
	10	CIMC Intermodal Development USA Co.	75.60%
	11	CIMC ADS International Logistics Co., Ltd.	50.40%
	12	Zhuohang International Logistics (Shenzhen) Co., Ltd.	45.23%
	13	Zeshi International Logistics (Shenzhen) Co., Ltd.	45.23%
	14	Tuxi Cross-border Logistics Technology (Shenzhen) Co., Ltd.	45.23%
Load	1	Shenzhen CIMC Special Equipment Supply Chain Co., Ltd.	60.00%
	2	Shandong CIMC JET Supply Chain Technology Co., Ltd.	60.00%
Airport	1	CIMC Air Marrel SAS	54.60%
	2	Cuilian (Shenzhen) Fire-fighting Equipment Co., Ltd.	54.92%
Energy and chemical	1	Yulin WXT Trade Co., Ltd.	60.00%
	2	Sichuan Hashenleng Natural Gas Engineering Co., Ltd.	90.00%
Innovation and direct management	1	Shenzhen CIMC Cold Chain Technology Co., Ltd.	48.00%
	2	Shenzhen CIMC Investment Co., Ltd.	100.00%
	3	Shenzhen Southern CIMC Containers Manufacture Co., Ltd.	100.00%
	4	CIMC IOT Technology Co., Ltd.	90.00%

3. List of Associated Companies and Joint Ventures

Segment	Segment No.	Name of company	Shareholding percentage
Logistics	1	"K" Line Zhenhua Logistics (Tianjin) Co., Ltd.	32.13%
	2	Qingdao Port International Trade and Logistics Co., Ltd.	25.20%
Energy and chemical	1	Yichuan Tianyun Clean Energy Co., Ltd.	38.70%