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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 “Rules of Selection and Recruitment of Accounting Firms of China International Marine Containers (Group) Co., Ltd.” 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)).

Announcement is hereby given.

By order of the Board

**China International Marine Containers (Group) Co., Ltd.**

**WU Sanqiang**

*Joint Company Secretary*

Hong Kong, 13 March 2024

*As at the date of this announcement, the board of directors 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.*

**RULES OF SELECTION AND RECRUITMENT OF ACCOUNTING FIRMS  
OF CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.  
(considered and approved by the first extraordinary general meeting for 2024 on 13  
March 2024)**

## **1 GENERAL PROVISIONS**

### **1.1 Purposes**

In order to regulate the conduct of China International Marine Containers (Group) Co., Ltd. (hereinafter referred to as the "Group"), its subordinated segments and its controlling subsidiaries (hereinafter referred to as the "Subsidiaries") in selection and recruitment (including renewal and change of appointment) of accounting firms, to safeguard the interests of shareholders in a practical manner, and to improve the quality of financial information, the rules have been formulated in accordance with the regulations of the external supervisory authorities and other relevant regulations, and taking into consideration of the Articles of Association and the Group's actual situation.

### **1.2 Scope of Application**

**1.2.1** The rules apply to the following situations:

- (1) The selection and recruitment (including renewal and change of appointment) of accounting firms that express an audit opinion and issue an audit report on the consolidated financial accounting reports of the Group, i.e. the selection and recruitment (including renewal and change of appointment) of the Group's accounting firms;
- (2) The selection and recruitment (including renewal and change of appointment) of accounting firms that express an audit opinion and issue an audit report on the financial accounting reports of its subordinated segments and its controlling subsidiaries, i.e. the selection and recruitment (including renewal and change of appointment) of the Subsidiaries' accounting firms.

**1.2.2** The selection and recruitment of accounting firms to engage in other statutory audits other than audits of financial accounting reports may be carried out with reference to the rules.

Associates and joint ventures of the Group and the Subsidiaries may execute according to the rules.

## **2 REQUIREMENTS FOR PRACTICE QUALITY OF ACCOUNTING FIRMS**

**2.1** Basic requirements to be met by the accounting firm selected and recruited to perform the Group's audit are as follows:

- (1) being qualified as an independent legal entity;
- (2) being qualified in securities and futures related business;

(3) having a fixed workplace, a sound organisational structure and a well-established internal management and control system;

(4) having a good practice quality record, completing the audit tasks on time and with quality, having no material audit quality problems and adverse records during the audit, and having the ability to bear the corresponding audit risks;

(5) having a good record of professional ethics and social reputation, conscientiously enforcing the laws, regulations and policies on financial auditing, and not having been subject to administrative penalties related to securities and futures business and from other competent authorities in the past three years;

(6) other conditions as stipulated by the CSRC and the Articles of Association.

**2.2** Basic requirements to be met by the accounting firm selected and recruited to perform the Subsidiaries' audit are as follows:

(1) The accounting firms selected and recruited to express an audit opinion and issue an audit report on the financial accounting reports of the listed subsidiaries shall satisfy clause 2.1 above.

(2) The accounting firm selected and recruited to express an audit opinion and issue an audit report on the financial accounting reports of the unlisted subsidiaries shall at least satisfy the requirements set forth in "(1), (3) and (4)" of clause 2.1 above and "having a good record of professional ethics and social reputation, conscientiously enforcing the laws, regulations and policies on financial auditing, and not having been subject to relevant administrative penalties from competent authorities in the past three years".

### **3 SELECTION AND RECRUITMENT, RENEWAL AND CHANGE OF APPOINTMENT OF ACCOUNTING FIRM OF THE GROUP**

#### **3.1 Selection and recruitment method**

**3.1.1** The Group shall adopt competitive negotiation, open tender or invitation to tender for the selection and recruitment of accounting firms, so as to ensure that the selection and recruitment process is conducted in a fair and just manner.

The Group shall publish the selection and recruitment document, which includes basic information on the selection and recruitment, evaluation factors and specific grading criteria through public channels such as the Group's official website. The response time for the accounting firm to submit the application document after the publication of the selection and recruitment document shall be determined to ensure that the accounting firm has sufficient time to obtain the information on the selection and recruitment and prepare the application materials. No unreasonable conditions shall be imposed to restrict or exclude potential accounting firms from recruitment, and the selection and recruitment

conditions shall not be customised for individual accounting firm.

**3.1.2** The Group shall refine the evaluation criteria for the selection and recruitment of an accounting firm based on actual situation, evaluate the accounting firm's application documents, and record and keep the comments from the participants in the evaluation.

The evaluation factors for the selection and recruitment of an accounting firm shall include audit fee quotation, qualifications, practice record, quality management level, working plan, allocation of human and other resources, information security management, risk appetite level and other aspects of the accounting firm. The Group shall evaluate and score each valid application document separately, and summarise the scores of each evaluation factor. Among them, the value weight of quality management level shall not be less than 40%, and the value weight of audit fee quotation shall not be more than 15%.

When evaluating the quality management level of an accounting firm, the Group shall focus on evaluating the quality management system and its implementation, including project consultation, disagreement resolution, review of project quality, inspection of project quality, identification and rectification of quality management defects and other policies and procedures; when evaluating the audit fee quotation of an accounting firm, the Group shall take the average of audit fee quotation of all accounting firms that meet the requirements of the selection and recruitment document as the benchmark price of the selection and recruitment, and the score of the audit fee quotation shall be calculated in accordance with the following formula: the score of the audit fee quotation =  $(1 - \frac{\text{the benchmark price of the selection and recruitment} - \text{the audit fee quotation}}{\text{the benchmark price of the selection and recruitment}}) \times \text{the weight score of the audit fee quotation}$ .

The selection and recruitment of an accounting firm shall not set a maximum price in principle, and if a maximum price is needed, its determination basis and reasonability shall be illustrated in the selection and recruitment document.

**3.1.3** The Group shall strengthen the review of the information security management ability of the accounting firm in selecting and recruiting, set up a separate clause in the selection and recruitment contract to clarify the responsibility and requirements for information security protection, and enhance management and control of confidential and sensitive information when providing documents and materials to the accounting firm to prevent the risk of information leakage effectively.

**3.1.4** The Group shall promptly announce the results of selection and recruitment, content of which shall include the accounting firm proposed to be selected and recruited and its audit fee.

**3.1.5** As for the documents regarding the selection and recruitment, application, evaluation and engagement and relevant decision-making materials, they shall be duly archived and kept, and shall not be forged, altered, concealed or destroyed. The retention period of the documents and materials shall be at least 10 years from the date of termination of the selection and recruitment.

### **3.2 Procedures of Selection and Recruitment**

**3.2.1** The audit committee under the board of directors proposes to initiate the selection and recruitment of an accounting firm, puts forward the qualifications and requirements for selecting and recruiting an accounting firm, and informs the financial management department of the Group to carry out preparatory work.

**3.2.2** The financial management department of the Group conducts preparatory work of collecting and sorting out the relevant materials of alternative accounting firms.

**3.2.3** The financial management department of the Group conducts the tendering and bidding work, which includes:

(1) Being responsible for organising and establishing a bidding team and a bid evaluation committee;

(2) The financial management department of the Group is responsible for preparing the selection and recruitment documents (including basic information, evaluation factors, specific scoring standards and other contents of the selection and recruitment), and submitting the proposed evaluation criterion and evaluation factors of selecting and recruiting an accounting firm to the audit committee under the board of directors for consideration;

(3) The bidding team is responsible for organising bid opening and evaluation;

(4) The bid evaluation committee will recommend winning candidate based on the results of bidding evaluation, and the financial management department of the Group will form a written preliminary screening and evaluation result according to the results of bidding evaluation and submit it to the audit committee under the board of directors for review.

**3.2.4** The audit committee under the board of directors puts forward the proposal on the accounting firm to be selected and recruited and audit fee after consideration and approval, forms a written review opinion and puts forward the proposal on recruiting such accounting firm to the board of directors of the Group.

**3.2.5** The board of directors of the Group considers the proposal on the selection and recruitment of the accounting firm considered and approved by the audit committee under the board of directors; if the proposal on the selection and recruitment of the accounting

firm is considered and approved by the board of directors of the Group, it shall be submitted to the general meeting of the Group for consideration.

**3.2.6** The general meeting of the Group considers the proposal on the selection and recruitment of the accounting firm submitted by the board of directors of the Group in accordance with the Articles of Association and the Rules of Procedures for the General Meetings.

**3.2.7** If the proposal on the selection and recruitment of the accounting firm has been considered and approved by the general meeting of the Group, the Group and relevant accounting firm shall sign an audit engagement letter.

**3.2.8** During the period of selecting and recruiting an accounting firm, the Group shall perform the external disclosure procedures in accordance with relevant regulations.

**3.2.9** The engaged accounting firm shall fulfil its obligations in accordance with the provisions of audit engagement letter, complete audit business within the prescribed period and shall not contract or subcontract relevant work to other accounting firms.

**3.2.10** The Group shall not engage an accounting firm to conduct audit business before the consideration by the board of directors and general meeting of the Group.

### **3.3 Management Organisation/Responsibilities**

**3.3.1** Responsibilities that the Group's financial management department should undertake:

(1) to organise the preliminary preparation for the recruitment of accounting firms in accordance with the procedures stipulated in the rules;

(2) to be responsible for organising the establishment of a bidding group and a bid evaluation committee;

(3) to be responsible for preparing recruitment documents (including basic information , evaluation elements, specific scoring standards and other contents of the selection and recruitment);

(4) to be responsible for formulating evaluation criteria and elements for the recruitment of accounting firms;

(5) to be responsible for the specific implementation of bidding and tendering;

(6) to be responsible for registering and filing all documents during the bidding and tendering process;

(7) to form a written preliminary selecting and evaluation result of the applied accounting firms and submit it to the audit committee of the board of directors for review;

(8) to conscientiously fulfil the responsibilities stipulated in the audit engagement letter, timely and completely provide accounting statement information related to audit business, and provide necessary audit working conditions for the accounting firm.

### **3.3.2 Responsibilities that the audit committee of the board of directors should undertake:**

- (1) to propose to initiate the recruitment of accounting firms;
- (2) to review the recruitment documents, determine the evaluation elements and specific scoring standards, and supervise the recruitment process;
- (3) to be responsible for reviewing the preliminary selection and evaluation result submitted by the Group's financial management department for the recruitment of accounting firms;
- (4) the audit committee of the board of directors shall form a written review opinion on whether to engage a relevant accounting firm. If the audit committee of the board of directors approves the engagement of the relevant accounting firm, it shall put forward proposals on the recruitment of the accounting firm and the audit fee, form a written opinion and submit it to the board of directors for consideration; if the audit committee of the board of directors considers that the relevant accounting firm does not meet the recruitment requirements of the Group, it shall deny the proposal and explain the reasons, and the board of directors will not consider the relevant matters;
- (5) to handle complaints during the recruitment of accounting firms;
- (6) to be responsible for other matters related to the recruitment of accounting firms as authorised by laws and regulations, the Articles of Association and the board of directors.

### **3.4 Supervision, Penalties and Periodic Evaluations**

**3.4.1** The audit committee of the board of directors shall supervise and inspect the recruitment process and the audit progress, and the inspection results shall be included in the audit evaluation opinions. If violations are found, they shall be reported to the board of directors in a timely manner and shall be dealt with according to the following procedures:

- (1) the board of directors shall inform and criticise the relevant responsible person according to the severity of the circumstances;
- (2) if the circumstances are serious, the relevant responsible person shall be given corresponding economic penalties or disciplinary sanction, and the board of directors shall report to the relevant management department on such penalties in a timely manner.

**3.4.2** Where the accounting firm undertaking audit business commits any of the following acts and the circumstances are serious, it shall no longer be recruited to undertake relevant work:

- (1) outsourcing or subcontracting the project undertaken to other institutions;
- (2) the audit report does not meet the audit requirements, and there are obvious audit quality issues;
- (3) failing to meet the requirements of the rules on the practice quality of accounting

firms.

### **3.5 Renewal**

**3.5.1** In principle, the Group shall not continuously engage the same accounting firm for more than 8 years. If it intends to continue engaging the same accounting firm for more than 8 years due to business needs, it shall comprehensively consider the quality of the accounting firm's previous audits, the shareholders' evaluation, regulatory opinions, etc., and may appropriately extend the term of engagement after performing corresponding procedures, subject to a term of continuous engagement not exceeding 10 years.

**3.5.2** If the audit project partner and the signing certified public accountant of the accounting firm have actually undertaken the Group's audit business for an aggregate period of five years, they shall not be allowed to participate in the Group's audit business for five consecutive years thereafter.

The period of time during which the audit project partner and the signing certified public accountant provided audit services for the Group at different accounting firms due to changes in employment shall be aggregated.

In the event that the Group undergoes a major asset reorganization or the spin-off and listing of a Subsidiary, and the audit project partner or the signing certified public accountant provided audit services for the Group have not been changed, the period of time for which the relevant audit project partner or the signing certified public accountant provided audit services before and after the major asset reorganization or the spin-off and listing of the Subsidiary shall be aggregated.

**3.5.3** During the engagement period of the accounting firm, the Group and the accounting firm may reasonably adjust the audit fee based on factors such as consumer price index, changes in average social wage level, and changes in business scale and business complexity. If the audit fee decreases by more than 20% (including 20%) compared to the previous year, the Group shall, as required, state in the information disclosure documents the amount of the current audit fee, pricing principles, the changes thereof and reasons for the changes.

**3.5.4** The audit committee of the board of directors shall regularly (at least annually) submit an assessment report on the performance of the engaged accounting firm and a report on the performance of the supervision duties by the audit committee of the board of directors to the board of directors. If the audit committee of the board of directors reaches a positive opinion, such reports shall be submitted to the board of directors for approval and a general meeting shall be held for consideration of the same, and the renewal may be proceeded upon consideration and approval by the general meeting; if a negative opinion



is reached, a proposal to change the engagement of the accounting firm shall be submitted to the board of directors for consideration.

### **3.6 Change of Appointment**

**3.6.1** The audit committee of the board of directors shall supervise and review the auditing work of the Group's accounting firm and make recommendations for the change of appointment, which are submitted to the board of directors for approval and decision.

**3.6.2** The independent directors shall express their specific opinions when the resolution of change of appointment of accountants' firm is being reviewed by the board of directors.

**3.6.3** Subsequent to the review and passing of the resolution in respect of the change of appointment of accountants' firm by the board of directors, the resolution will be submitted to the Group's general meeting for consideration and approval, and the change of appointment may be proceeded upon consideration and approval by the general meeting.

**3.6.4** The Group shall also disclose the status of the predecessor accounting firm and the audit opinion of the previous year, the reasons for the change of accounting firm, and the communication with the predecessor and successor accounting firm, if the Group changes the accounting firm.

**3.6.5** Except for the major deficiencies in the practice quality of the accountants' firm, the arrangements of the audit staff and time being difficult to guarantee the disclosure of annual report by the Group as scheduled and request made by the accountants' firm to terminate the audit business for the Group, the Group shall not change the accountants' firm conducting audit for its annual report during the audit period of its annual report.

**3.6.6** Where the Group changes the accounting firm, the selection and recruitment shall be completed before the end of the fourth quarter of the year under audit.

**3.6.7** When the accountants' firm initiates the request to terminate the audit service for the Group, the audit committee of the board of directors should understand the reasons of the relevant accountants' firm in details and make a written report to the board of directors. The Group should perform the change of appointment procedures in accordance with the above provisions.

**3.6.8** After the change of appointment is confirmed, it will be carried out in accordance with 3.1 Selection and Recruitment Method and 3.2 Procedures of Selection and Recruitment stated above.

## **4 SELECTION AND RECRUITMENT, RENEWAL AND CHANGE OF APPOINTMENT OF ACCOUNTING FIRM OF SUBSIDIARIES**

### **4.1 Selection and Recruitment Method**

**4.1.1** In principle, the selection and recruitment of accounting firms of Subsidiaries should

be led by the Group's financial management department or jointly completed by the Group's financial management department and the Subsidiaries; in case of special circumstances in which neither of these methods is adopted, the selection and recruitment should be reported to the Group's financial management department for review and approval.

**4.1.2** The selection and recruitment of the accounting firm that expresses audit opinions and issues audit reports on the financial accounting reports of the Subsidiaries shall be made in one of the following two methods:

(1) For the accounting firm that expresses audit opinions and issues audit reports on the financial accounting reports of the listed subsidiaries, taking into account the actual situation of the Subsidiaries and the relevant opinions, the Group's financial management and the Subsidiaries shall jointly select a qualified accounting firm, and shall adopt the selection and recruitment method of competitive negotiation, public tendering or invited tendering;

(2) For the accounting firm that expresses audit opinions and issues audit reports on the financial accounting reports of the unlisted subsidiaries, taking into account the actual situation of the Subsidiaries and the relevant opinions, the Group's financial management shall take the lead in selecting a qualified accounting firm, and shall adopt the selection and recruitment method of competitive negotiation, public tendering or invited tendering.

## **4.2 Procedures of Selection and Recruitment**

**4.2.1** For the purpose of the selection and recruitment of accounting firm that expresses audit opinions and issues audit reports on the financial accounting reports of the listed subsidiaries, the listing compliance processes to be followed by the Subsidiaries shall be completed upon the joint selection and recruitment by the Group's financial management department and the Subsidiaries.

**4.2.2** The selection and recruitment of accounting firm that expresses audit opinions and issues audit reports on the financial accounting reports of the unlisted subsidiaries shall be led by the Group's financial management department upon taking into account the actual situation and relevant opinions of the Subsidiaries.

**4.2.3** The appointed accounting firm shall perform the obligations specified in the audit engagement letter, complete its audit works in prescribed time, and shall not outsource or subcontract the relevant works to other accounting firms.

## **4.3 Management/Organization Responsibilities**

**4.3.1** The selection and recruitment of accounting firm that expresses audit opinions and issues audit reports on the financial accounting reports of the listed subsidiaries shall be

jointly completed by the Group's financial management department and the Subsidiaries, the relevant department shall also perform the procedures of selection and recruitment and the disclosure procedures in accordance with the relevant requirements to be followed by the Subsidiaries and assume the corresponding management responsibilities.

**4.3.2** The selection and recruitment of accounting firm that expresses audit opinions and issues audit reports on the financial accounting reports of the unlisted subsidiaries shall be led by the Group's financial management department and assume the corresponding management responsibilities.

#### **4.4 Supervision, Penalties and Periodic Evaluations**

**4.4.1** Upon the completion of the audit on the Subsidiaries by the accounting firm, the Group's financial management department and the Subsidiaries shall supervise and review the audit carried out by the accounting firm and conduct a comprehensive and objective evaluation.

The Group's financial management department shall advise on the renewal or the change of appointment of the accounting firm based on the review results and evaluation conclusion with reference to the feedback of the Subsidiaries.

**4.4.2** Where the accounting firm assumes the audit has involved any of the following acts and resulted in serious consequences shall no longer be re-appointed to undertake the relevant works:

- (1) outsourcing or subcontracting the project undertaken to other accounting firms;
- (2) the audit report is not compliant with requirements of audit engagement and obvious audit quality problems are found therein;
- (3) the quality of the accounting firm's work is not compliant with requirements of the rules.

#### **4.5 Renewal**

**4.5.1** The Group's financial management department shall advise on the renewal of the accounting firm based on the review results and evaluation conclusion with reference to the feedback of the Subsidiaries.

**4.5.2** Apart from the provision 4.5.1, the listed subsidiaries shall also perform the procedures of renewal in accordance with the relevant requirements to be followed by it.

#### **4.6 Change of appointment**

**4.6.1** The Group's financial management department shall advise on the change of appointment of the accounting firm based on the review results and evaluation conclusion with reference to the feedback of the Subsidiaries.

**4.6.2** Apart from the provision 4.6.1, the listed subsidiaries shall also perform the

procedures of the change of appointment in accordance with the relevant requirements to be followed by it.

**4.6.3** Where the accounting firm took the initiative to request the termination of the audit works on the Subsidiaries, the Subsidiaries shall understand the detailed reasons from the relevant accounting firm and submit a written report to the Group's financial management department, and thereafter, implement the procedures of change of appointment in accordance with the abovementioned requirements.

**4.6.4** After the change of appointment is confirmed, it will be carried out in accordance with 4.1 Selection and Recruitment Method and 4.2 Procedures of Selection and Recruitment stated above.

## **5 SUPPLEMENTAL PROVISIONS**

**5.1** The matters not covered in the rules shall be implemented in accordance with the relevant provisions of the relevant applicable national laws, regulations, regulatory documents and the Articles of Association. Should there be any inconsistency between the rules and the relevant provisions of the relevant applicable laws, regulations, regulatory documents and the Articles of Association, the relevant provisions of laws, regulations, regulatory documents and the Articles of Association shall prevail.

**5.2** The rules shall be implemented from the date of the approval by the board of directors of the Group, and the rules shall be interpreted and amended by the board of directors of the Group.