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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)

**ANNOUNCEMENT ON THE RESOLUTIONS OF
THE FIFTH MEETING IN 2024 OF
THE TENTH SESSION OF THE BOARD**

This announcement is published by China International Marine Containers (Group) Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**” or “**CIMC**”) in Mainland China pursuant to the provisions of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and is announced simultaneously in Hong Kong pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

I. CONVENING OF THE BOARD MEETING

The written notice of the fifth meeting in 2024 of the tenth session of the board of directors of the Company was despatched on 15 March 2024. The meeting was convened at CIMC R&D Centre on 27 March 2024. The Company currently has 9 directors, and all of them participated in the voting. Mr. SUN Huirong (director) authorised Mr. ZHU Zhiqiang (Vice-chairman) and Mr. DENG Weidong (director) authorised Mr. Hu Xianfu (Vice-chairman) to exercise their voting rights. The supervisors of the Company were present at the meeting.

The meeting was convened and held in accordance with the relevant provisions of the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Articles of Association of China International Marine Containers (Group) Co., Ltd. (the “**Articles of Association**”), and the Rules of Procedure for the Board of Directors of China International Marine Containers (Group) Co., Ltd. etc.

II. RESOLUTIONS CONSIDERED AT THE BOARD MEETING

The following resolutions have been passed after due consideration and voting by the directors:

- (I) To consider and approve the 2023 Work Report of the Board of CIMC. Please refer to Chapter IV – Report of the Board and Management Discussion and Analysis in the 2023 Annual Report of China International Marine Containers (Group) Co., Ltd. issued by the Company on 27 March 2024 for details.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (II) To consider and approve the 2023 Annual Report, the 2023 Annual Report Summary and the 2023 Annual Results Announcement. All directors are of the view that the contents of the 2023 Annual Report, the 2023 Annual Report Summary and the 2023 Annual Results Announcement are true, accurate and complete. Please refer to the 2023 Annual Report of China International Marine Containers (Group) Co., Ltd., the 2023 Annual Report Summary of China International Marine Containers (Group) Co., Ltd. and the 2023 Annual Results Announcement issued by the Company on 27 March 2024 for details.

The 2023 Annual Report was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (III) To consider and approve the Resolution Regarding Profit Distribution, Dividend Distribution Proposal for 2023. The relevant information is as follows:

The profit distribution, dividend distribution proposal for 2023 proposed by the Board was as follows: a cash dividend of RMB0.022 (tax inclusive) per share payable to all the shareholder on the basis of 5,367,874,835 shares, which is calculated by deducting 24,645,550 shares repurchased during the period from 15 January 2024 to 31 January 2024 from 5,392,520,385 shares, the total share capital of the Company as at 31 December 2023, and there will be on bonus shares or new shares being issued by way of conversion of capital reserve. Where there are any changes in the total share capital of the Company after the Board considered the profit distribution plan until implementation of the plan, the dividend amount per share shall be adjusted according to the principle that the total amount of the distribution remains unchanged. Upon the implementation of the proposal, based on 5,367,874,835 shares, a total of cash dividend of RMB118,093,000 shall be distributed.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (IV) To consider and approve the Resolution Regarding the Proposed Change of Accounting Firm for 2024.

Please refer to the Announcement on the Proposed Change of Auditors issued by the Company on 27 March 2024 for details.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (V) To consider and approve the Resolution Regarding the Guarantee Plan of CIMC in 2024. Please refer to the Announcement of China International Marine Containers (Group) Co., Ltd. on the Guarantee Plan in 2024 issued by the Company on 27 March 2024 for details.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 9 Against: 0, Abstain: 0.

- (VI) To consider and approve the Resolution Regarding the Provision of Guarantee for Shenzhen CIMC Skyspace Real Estate Development Co., Ltd. and its subsidiaries by CIMC in 2024. Please refer to the Announcement of China International Marine Containers (Group) Co., Ltd. on the Guarantee Plan in 2024 issued by the Company on 27 March 2024 for details.

Chairman Mr. MAI Boliang abstained from voting on the resolution as being a related person.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 8, Against: 0, Abstain: 0.

- (VII) To consider and approve the Resolution Regarding the Provision of Guarantee for CIMC Financial Leasing Co., Ltd. and its subsidiaries by CIMC in 2024. Please refer to the Announcement of China International Marine Containers (Group) Co., Ltd. on the Guarantee Plan in 2024 and the Discloseable Transaction Provision of Guarantee for Associates issued by the Company on 27 March 2024 for details.

Vice-chairman Mr. ZHU Zhiqiang and Director Mr. SUN Huirong abstained from voting on the resolution as being related persons.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 7, Against: 0, Abstain: 0.

- (VIII) To consider and approve the Resolution Regarding the Commencement of Derivative Hedging Business Management by CIMC in 2024. Please refer to the announcement of China International Marine Containers (Group) Co., Ltd. on the Commencement of Derivative Hedging Business in 2024 issued by the Company on 27 March 2024 for details.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (IX) To consider and approve the Resolution Regarding the Commencement of Funds Wealth Management Business by CIMC in 2024. Please refer to the announcements of China International Marine Containers (Group) Co., Ltd. on the Commencement of Engaged Wealth Management Business with Temporarily Idle Funds in 2024 and the Discloseable Transaction Proposed Purchase of Wealth Management Products issued by the Company on 27 March 2024 for details.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (X) To consider and approve the Resolution Regarding the Execution of Ordinary Related-Party Transactions/Continuing Connected Transactions of 2023. Please refer to XIV. Material Related-Party Transactions under Chapter VII Significant Events in the 2023 Annual Report of China International Marine Containers (Group) Co., Ltd. issued by the Company on 27 March 2024 for details.

Chairman Mr. MAI Boliang, Vice-chairman Mr. ZHU Zhiqiang, Vice-chairman Mr. HU Xianfu, Director Mr. SUN Huirong and Director Mr. DENG Weidong abstained from voting on the resolution as being related persons.

Voting Result: For: 4, Against: 0, Abstain: 0.

- (XI) To consider and approve the Resolution Regarding the Special Explanations on Securities Investment in 2023. Please refer to the Special Statement on Securities Investment of the Board of China International Marine Containers (Group) Co., Ltd. in 2023 issued by the Company on 27 March 2024 for details.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (XII) To consider and approve the Resolution Regarding the 2023 Annual Assessment Report on Internal Control of China International Marine Containers (Group) Co., Ltd. Please refer to the 2023 Annual Assessment Report on Internal Control of China International Marine Containers (Group) Co., Ltd. issued by the Company on 27 March 2024 for details.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (XIII) To consider and approve the Resolution Regarding the Social Responsibility and ESG Report of China International Marine Containers (Group) Co., Ltd. for 2023. Please refer to the Social Responsibility and ESG Report of China International Marine Containers (Group) Co., Ltd. for 2023 issued by the Company on 27 March 2024 for details.

Voting Result: For: 9, Against: 0, Abstain: 0.

- (XIV) To consider and approve the Resolution Regarding the Review of Director ZHAO Feng's Remuneration.

It is agreed that the remuneration standard for Ms. ZHAO Feng, being the director, is RMB240,000 (tax inclusive) per year. After the consideration and the approval at the general meeting, such remuneration will be implemented and paid monthly from her appointment of the director of the Company. The Company will withhold and pay the individual income tax according to the relevant laws and regulations.

Director ZHAO Feng abstained from voting on the resolution.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 8, Against: 0, Abstain: 0.

- (XV) To consider and approve the Resolution Regarding the Appointment of Senior Management.

According to the nomination by Mr. MAI Boliang (as Chairman), it was agreed to appoint Mr. HUANG Tianhua and Mr. YU Yuqun as the vice president and Mr. Wu Sanqiang as Board Secretary/Company Secretary with a term until the conclusion of the annual general meeting in 2024. Please refer to the Announcement on the Appointment of Senior Management of China International Marine Containers (Group) Co., Ltd. issued by the Company on 27 March 2024 for details and the biographical details of Mr. HUANG Tianhua, Mr. YU Yuqun and Mr. WU Sanqiang.

Voting Result: For: 9 Against: 0, Abstain: 0.

- (XVI) To consider and approve the Resolution Regarding the Request by the Board for General Mandate by the General Meeting on the Issuance of Shares.

Please refer to Annex 1 to this announcement for details.

The above resolution was approved to be submitted to the general meeting for consideration and approval.

Voting Result: For: 9, Against: 0, Abstain: 0.

(XVII) To consider and approve the Resolution Regarding the Request by the Board for General Mandate by the General Meeting on the Repurchase of Shares.

Please refer to Annex 2 to this announcement for details.

The above resolution was approved to be submitted to the general meeting, the class meeting of the holders of A shares and the class meeting of the holders of H shares for consideration and approval.

Voting Result: For: 9, Against: 0, Abstain: 0.

(XVIII) Other matter:

1. To listen to three 2023 Work Reports of Independent Directors of CIMC. Please refer to the three 2023 Work Reports of Independent Directors of the Tenth Session of the Board of Directors of China International Marine Containers (Group) Co., Ltd. issued by the Company on 27 March 2024 for details. The reports will be proposed to be reported at the 2023 annual general meeting;
2. To listen to the Special Reports on the 2023 Annual Self-examination of the Independence of Independent Directors by the Board of Directors of CIMC. Please refer to the Special Opinions on the 2023 Annual Self-examination of the Independence of Independent Directors by the Tenth Session of the Board of Directors of China International Marine Containers (Group) Co., Ltd. issued by the Company on 27 March 2024 for details;
3. To listen to the Report of the Audit Committee under the Board of Directors on the Assessment of Auditor's Performance of Duties and Performance of Supervision Duties. Please refer to the Report of the Audit Committee under the Tenth Session of the Board of Directors of China International Marine Containers (Group) Co., Ltd. on the Assessment of Auditor's Performance of Duties and Performance of Supervision Duties for 2023 issued by the Company on 27 March 2024 for details.

Voting Result: For: 9, Against: 0, Abstain: 0.

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 of directors of the Company 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.

Annex 1 :

REQUEST BY THE BOARD FOR GENERAL MANDATE BY THE GENERAL MEETING ON THE ISSUANCE OF SHARES

According to Rule 13.36 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the relevant provisions under Article 143 of the existing Articles of Association, the Board has resolved that a special resolution will be proposed to the shareholders at the 2023 annual general meeting, by which the Board shall be authorized, within the relevant period (as defined below), to separately or concurrently issue, allot and/or dispose the Company's domestic shares and/or overseas-listed foreign shares, to determine the terms and conditions in relation to the issuance, allotment and/or disposal of the shares (the "**General Mandate to Issue Shares**"). Voting by annual general meeting or class shareholders shall not apply to the issuance of overseas-listed foreign shares by the Board with the aforementioned mandate, and voting by class shareholders shall not apply to the issuance of domestic shares. For those subject to requirements of relevant regulations in the PRC, approval by annual general meeting shall be required in spite of the General Mandate to Issue Shares granted to the Board.

The aforesaid General Mandate to Issue Shares shall mainly include:

1. Depending on the actual market conditions, the Board is authorised to determine the terms and conditions of the issuance, allotment and/or disposal of the Company's domestic shares and/or overseas-listed foreign shares within the relevant period, which shall include:
 - (1) the class and number of shares to be issued, allotted and/or disposed;
 - (2) the pricing mechanism and/or the issue price (including price range);
 - (3) the opening and closing time of such issue;
 - (4) the class and number of shares to be issued to existing shareholders; and/or
 - (5) to make or grant relevant offers and agreements in respect of selling shares or share options and conversion rights which may involve the exercise of the power mentioned above.

2. The number of each of the domestic shares and overseas-listed foreign shares separately or concurrently issued, allotted and/or disposed of by the Board (whether or not by way of the exercise of share options, conversion rights or by any other means) in accordance with the mandate as mentioned in paragraph 1 above shall not exceed 20% of each of the domestic shares and/or overseas-listed foreign shares of the Company in issue as at the date of consideration and approval of this resolution at the 2023 annual general meeting.
3. During the relevant period, the Board may make or grant relevant offers or agreements in respect of selling shares or share options and conversion rights which may involve the exercise of the power mentioned above, after the expiry of the relevant period.
4. For the purpose of this resolution, the relevant period means the period from the passing of this resolution at the 2023 annual general meeting until the earliest of: (1) the conclusion of the 2024 annual general meeting of the Company; (2) the expiration of the 12-month period from the date of passing of this resolution at 2023 annual general meeting; or (3) the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.
5. The Board is authorised to make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increased registered share capital and the new capital structure of the Company by reference to the manner of the issuance and allotment, class and number of shares of the Company allotted and issued, as well as the new capital structure and the increased registered share capital of the Company after such issuance and allotment.
6. The Board is authorised to execute and do all such documents, deeds and things as it may consider necessary in connection with the General Mandate to Issue Shares so long as the same does not contravene laws, regulations, rules or listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association of the Company.

7. In order to facilitate the General Mandate to Issue Shares in accordance with the aforesaid provisions in a timely manner, the Board is approved and authorized, subject to the passing of the aforesaid matters as contained in sub-paragraphs 1 to 6 at the annual general meeting, to:
 - (1) depending on the actual market conditions, the Board is authorised to determine the method of issuance, the target for issuance as well as the amount and proportion of issuance to such target, pricing mechanism and/or issue price (including price range), the opening and closing time of the issuance, the listing time, use of proceeds and others;
 - (2) engaging necessary professional agencies and signing relevant engagement agreements or contracts;
 - (3) signing the underwriting agreement, sponsors agreement, listing agreement and all other documents as considered necessary for executing the General Mandate to Issue Shares on behalf of the Company;
 - (4) handling the issues on registration of share capital and change in registered share capital in a timely manner in accordance with the method, class and number of issued shares and the actual share capital structure of the Company upon completion of the share issuance;
 - (5) applying for approval, registration, filing and other procedures in connection with the share issuance and listing of such shares from the relevant authorities on behalf of the Company;
 - (6) determining and paying up the listing fee and application fee;
 - (7) amending the Articles of Association of the Company from time to time according to the method, class and number of the issued shares and the actual capital structure of the Company upon completion of the share issuance and arranging necessary registration and filing process;
 - (8) all other procedures and issues as the Board may consider necessary in connection with the General Mandate to Issue Shares.
8. The Board of the Company will only exercise its respective power in accordance with the Company Law of the PRC, the Securities Law of the PRC, and the listing rules of the stock exchange on which the shares of the Company are listed (as amended from time to time) and only if all approvals (if necessary), filings and/or registrations with the China Securities Regulatory Commission and other relevant government authorities are obtained and the Board will only exercise its power under such mandate in accordance with the scope of power granted by the shareholders to the Board at the annual general meeting.

Annex 2 :

REQUEST BY THE BOARD FOR GENERAL MANDATE BY THE GENERAL MEETING ON THE REPURCHASE OF SHARES

To safeguard the long-term interests of investors, promote the maximisation of the shareholders' values, and to further strengthen and improve the long-term incentive and restraint mechanism of the Company, ensuring the sustainable and healthy development of the Group's operations, the Board requests the general meeting to grant the general mandate to repurchase shares in accordance with laws and regulations such as the Rules Governing the Repurchase of Shares by the Listed Companies and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and relevant requirements of the Articles of Association, including:

I. REPURCHASE MANDATE

The Board proposes to seek approval from the Shareholders at the general meeting to approve and authorise the Board and the persons authorised by the Board to deal with the matters related to the share repurchase within the scope authorised at the general meeting, including:

(I) Repurchase of Shares

Under the following circumstances, the Board is granted with a general mandate to repurchase the publicly issued A Shares of the Company at its discretion when it deems appropriate according to relevant laws and regulations and the volatility and changes in the capital market and the stock price of the Company during the authorisation period:

- (1) utilising the shares in the employee share ownership scheme or for share incentive;
- (2) utilising the shares for the conversion of corporate bonds issued by the Company which are convertible into shares;
- (3) where it is necessary to safeguard the value of the Company and the interests of its shareholders.

In particular, one of the following conditions shall be met for the repurchase of shares to safeguard the value of the Company and the interests of the shareholders: (1) the closing price of the shares is lower than its latest published net asset value per share; (2) the closing price of the shares has decreased by 20% in aggregate within twenty consecutive trading days; (3) the closing price of the shares is lower than 50% of its highest closing price for the latest year; (4) other conditions as required by the CSRC.

(II) Total number and source of funds for the repurchased shares

The total number of publicly issued A shares (including the part that has been repurchased by the Company but not yet transferred or cancelled) to be repurchased shall not exceed 10% of the total A share capital of the Company in issue. The funds for repurchase will include the self-owned funds of the Company and funds that meet the requirements of laws and regulations.

(III) Disposal of the repurchased Shares

After the Company repurchases A shares according to the repurchase mandate and the existing Articles of Association, such shares shall be transferred and cancelled within three years. The aggregate par value of the cancelled A shares shall be reduced from the registered capital of the Company.

- (IV) Determining or adjusting the plan for A share repurchase according to the provisions of laws, regulations, rules and normative documents and in line with the actual conditions of the Company and the market, including but not limited to: the specific use of the repurchased shares, the total funds for repurchase, the price of the repurchased Shares, the volume of the repurchased shares and the implementation of the repurchase, or determining whether the repurchase plan should be continued or terminated, etc. at their discretion.
- (V) Handling matters relating to the share repurchase, including but not limited to: repurchasing Shares at the appropriate time during the repurchase period; deciding to engage relevant intermediaries; creating special securities accounts for the repurchase or other relevant securities accounts; preparing, executing, reporting and implementing all agreements, contracts and documents in relation to the share repurchase; amending contents of the Articles of Association in relation to registered capital, total share capital, capital structure, etc. after the completion of share repurchase, and dealing with the procedures for cancelling repurchased Shares (if necessary); and other necessary matters in relation to the repurchase which are not listed above.

II. AUTHORISATION PERIOD

The general mandate to repurchase shares will remain in effect from the date of approval at the general meeting of the Company and the class meetings of A shareholders and H shareholders by special resolution until whichever is the earlier of:

1. the conclusion of the 2024 annual general meeting of the Company unless it is extended by a resolution passed at such meeting;
2. the date on which the general mandate to repurchase Shares is revoked or amended by a special resolution passed at any general meeting of the Company.

III. EFFECTS OF SHARES REPURCHASE

There would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the shares repurchase general mandate is exercised in full at any time during the proposed repurchase period as permitted by laws and regulations. However, the Board will not propose to exercise the shares repurchase general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company in the opinion of the Board. The Board and relevant authorised persons will determine the number of A shares to be repurchased, as well as the price and other terms for the repurchase of A shares according to relevant laws and regulations and the volatility and changes in the capital market and the stock price of the Company, in the best interests of the Company and the shareholders as a whole.

The shares repurchase would not result in related party/connected transaction or the responsibility for making a mandatory offer under the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC.

As the specific follow-up repurchase plan is yet to be determined and subject to uncertainties, the Company will carry out the specific follow-up repurchase plan and timely fulfil its information disclosure obligation in strict compliance with the Company Law and the relevant requirements of the CSRC, the Shenzhen Stock Exchange and the Hong Kong Stock Exchange (and their amendments from time to time) when applicable.