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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: 02039)

**INSIDE INFORMATION
ANNOUNCEMENT ON PROPOSED TRANSFER OF CERTAIN OF
SHARES OF THE COMPANY BY THE LARGEST SHAREHOLDER
THROUGH PUBLIC SOLICITATION OF TRANSFER AND
PUBLIC SOLICITATION OF TRANSFEREES BY
THE LARGEST SHAREHOLDER**

IMPORTANT NOTICE:

- 1. Shenzhen Capital Operation Group Co., Ltd. (“Shenzhen Capital Group”), the largest shareholder of China International Marine Containers (Group) Co., Ltd. (the “Company”, “CIMC Group” or the “Listed Company”), proposes to transfer its A shares, representing 5.10% of the total share capital of the Company through public solicitation of transfer (the “Transaction” or the “Public Solicitation of Transfer”).**
- 2. The implementation of the Public Solicitation of Transfer will not result in the change of the largest shareholder of the Company.**
- 3. It is uncertain as to whether Shenzhen Capital Group will be able to solicit a qualified prospective transferee within the public solicitation period (being 16 May 2024 to 29 May 2024); in the event of soliciting the qualified prospective transferee within the public solicitation period, there is still uncertainty as to whether the Transaction can obtain approval from authorities and whether it can be finally completed. Investors are advised to be aware of the investment risks.**

This announcement is made by the Company pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Reference is made to the announcement of the Company dated 12 March 2024. On 12 March 2024, the Company received a notification letter from Shenzhen Capital Group, the largest shareholder of the Company. In order to support the Company to optimise the shareholding structure and promote sustainable development of the Company, introduce strategic investors as important shareholders of the Company to continuously optimise corporate governance, continuously improve operational quality and operational efficiency, introduce strategic resources such as market, capital and industrial synergy for the Company, improve industrial competitiveness and achieve high-quality development, Shenzhen Capital Group intended to transfer its holding of A Shares, representing 5.10% of the total share capital of the Company by way of public solicitation of transfer in accordance with the Measures for the Supervision and Administration of State-owned Equity of Listed Companies (《上市公司國有股權監督管理辦法》) and other relevant regulations. In the event that the Public Solicitation of Transfer is approved and implemented, it will not result in the change of the largest shareholder of the Company. For details, please refer to the announcement (announcement no.: [CIMC] 2024-032) disclosed by the Company on CNINFO (www.cninfo.com.cn) and the Company's website (www.cimc.com) and the announcements published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk).

On 15 May 2024, the Company received a notification letter regarding the Public Solicitation of Transferees in relation to the Intention to Transfer Certain Shares in CIMC Group through Public Solicitation of Transfer (《關於擬通過公開徵集轉讓方式轉讓中集集團部分股份公開徵集受讓方的告知函》) from Shenzhen Capital Group, notifying that the State-owned Assets Supervision and Administration Commission of Shenzhen Municipal People's Government has agreed with the Public Solicitation of Transfer in principle through the state-owned equity management information system of listed companies (上市公司國有股權管理信息系統), the public solicitation information of the Public Solicitation of Transfer by Shenzhen Capital Group is hereby announced as follows:

I. GENERAL INFORMATION OF THE TRANSACTION

(I) Ownership and number of shares under the Transaction

Shenzhen Capital Group intends to transfer its 275,018,595 A shares (all shares are non-restricted circulating shares) (the “**Target Shares**”) in CIMC Group through public solicitation of transfer, representing 5.10% of the total share capital of CIMC Group.

(II) Pricing principles and prices of the Transaction

According to Article 23 of the Measures for the Supervision and Administration of State-owned Equities of Listed Companies (《上市公司國有股權監督管理辦法》), the price of shares of listed companies publicly solicited by state-owned shareholders shall not be less than the higher of the following two: the arithmetic average of the daily weighted average price for the 30 trading days prior to the date of the indicative announcement; the audited net asset value per share of listed companies in the latest financial year. The price of the public solicitation will be no less than RMB8.67 per share (unless otherwise stated, the currency unit in this announcement shall be RMB), and the final transfer price will be determined in accordance with relevant laws and regulations based on the results of the public solicitation and the approval of the competent authorities.

Prior to the completion of the Public Solicitation of Transfer, in the event of any ex-rights or ex-dividends events such as dividend distribution, bonus issue, capitalisation issue and rights issue of CIMC Group, the price and number of the transferred shares shall be adjusted accordingly.

II. SOLICITATION CONDITIONS FOR THE PROSPECTIVE TRANSFEREE

The qualifications of the prospective transferee of the Transaction shall be as follows:

(I) Basic conditions

1. The prospective transferee shall be a legal entity registered in the PRC (excluding Hong Kong, Macau and Taiwan regions), which is in compliance with the qualification requirements for shareholders of listed companies under the laws and regulations of the PRC, and the total assets in the audited consolidated financial statements for the latest financial year shall be no less than RMB20 billion. The controlling shareholder of the prospective transferee shall be registered in the PRC, and if he/she is a natural person, he/she shall be a citizen of the People's Republic of China with full civil capacity;
2. The prospective transferee shall be a single legal entity and all the shares to be transferred shall be independently transferred. In the public solicitation, prospective transferee will not be accepted to participate by way of joint bidding nor accepted to apply for joint transfer;
3. The prospective transferee has no major violations of laws and regulations, has no dishonest behaviour in the securities market or been punished as a dishonest entity, has good business credit, and has a standardised business behaviour with no bad records; The prospective transferee shall comply with the requirements of relevant securities regulatory regulations on the lock-up of the transferred shares upon acquiring the shares;
4. The prospective transferee does not have any circumstances under which the shares of the listed company shall not be transferred as stipulated in the Measures for the Supervision and Administration of State-owned Equity of Listed Companies (《上市公司國有股權監督管理辦法》) and other laws and regulations;
5. The prospective transferee having performed the necessary internal decision-making procedures in respect of the transfer of shares;
6. The prospective transferee shall have legal sources of funds, good commercial credit, sufficient funds for the transaction price or the financial strength to pay the transaction price in full and on time;
7. Other conditions stipulated by laws and regulations.

(II) Other conditions to be satisfied by the prospective transferee

1. The prospective transferee shall help promote the healthy, stable and sustainable development of the listed company;
2. The prospective transferee shall abide by the laws, regulations and regulatory requirements related to the transfer of shares of listed companies, without prejudice to the legitimate rights and interests of listed companies and shareholders;
3. The prospective transferee shall be an industrial group, and shall propose effective measures or plans to introduce effective strategic resources such as market, capital and industrial synergy for the listed company, assist the listed company to take root in Shenzhen, improve industrial competitiveness and achieve high-quality development;
4. The prospective transferee undertakes that after the transfer of the shares, it shall not propose to relocate the headquarters and place of registration of the listed company away from Shenzhen, and shall vote against the proposal for the relocation of the headquarters and place of registration of the listed company away from Shenzhen as proposed by other parties.

III. INFORMATION REQUIREMENTS, DEADLINES AND DELIVERY METHODS FOR THE PROSPECTIVE TRANSFEREE TO SUBMIT APPLICATION MATERIALS FOR THE TRANSFER

(I) Information requirements for submission of transfer application

The transfer application materials submitted by the prospective transferee are the letter of intent for transfer, supporting materials, letter of quotation, letter of undertaking, authorisation document, other supplementary materials and list of materials (all materials shall be affixed with official seal). The specific material requirements are as follows:

1. The letter of intent for transfer shall at least include the followings:
 - (1) profile of the prospective transferee and his/her controlling shareholders and de facto controllers; basic information of the prospective transferee (please refer to Appendix 8);
 - (2) the purpose and source of funds for the transfer, payment arrangements and measures to ensure that the funds for the transfer are in place; to provide proof of funds that can cover the total amount of the equity transfer proceeds, including but not limited to certificates of deposit of funds available issued by banks, letters of commitment of loans from financial institutions or other necessary supporting documents;
 - (3) whether the prospective transferee meets the conditions for the solicitation of transferees in this public solicitation item by item (please refer to “II. Solicitation conditions for the prospective transferee”);

- (4) the competitive advantages of the prospective transferee, including but not limited to its own and its de facto control of brands, resources, industries, technologies, etc.; the prospective transferee will introduce effective strategic resources such as market, capital and industrial synergy for the listed company, and assist the listed company in improving its industrial competitiveness and sustainable development capabilities, and specific measures or plans for achieving high-quality development;
- (5) the business operation of the prospective transferee (please refer to Appendix 9);
- (6) material circumstances such as equity transfer, asset swap and investment, as well as creditor's rights and debts between the prospective transferee, Shenzhen Capital Group and CIMC Group in the past 12 months;
- (7) the contact person, contact information designated by the prospective transferee and other matters that the prospective transferee deems necessary to further explain, etc..

2. Supporting materials shall at least include the followings:

- (1) photocopy of the current valid business licence, the Articles of Association/partnership agreement and other subject documents of the prospective transferee, its controlling shareholder and de facto controller; if the controlling shareholder or de facto controller is a natural person, he/she shall provide identification documents;
- (2) the internal decision-making documents of the prospective transferee agreeing to accept the transfer of the Target Shares under the transfer;
- (3) the audited consolidated financial statements and notes of the prospective transferee for 2021, 2022 and 2023;
- (4) the prospective transferee provides a fund certificate covering the total amount of the equity transfer proceeds, including but not limited to the deposit certificate of the available funds issued by the bank, the letter of commitment of loans from financial institutions or other necessary supporting documents;
- (5) the credit report of the People's Bank of China (detailed version) of the prospective transferee; People's Bank of China's credit report (detailed version) (if any) of the controlling shareholder and de facto controller of the prospective transferee;
- (6) the proof of payment of RMB50 million as the contracting deposit by the prospective transferee within the solicitation period;
- (7) other relevant supporting documents provided by the prospective transferee in accordance with "II. Solicitation conditions for the prospective transferee" of the public solicitation information.

3. Quotation letter (please refer to Appendix 11 for details).
4. Letters of undertaking (please refer to Appendix 1–7 for the format requirements of the letter of undertaking which shall not be amended):
 - (1) letter of undertaking on source of funds and payment ability;
 - (2) letter of undertaking in relation to fulfilment of necessary internal decision-making procedures;
 - (3) letter of undertaking on full understanding of the basic information of the listed company;
 - (4) letter of undertaking on the authenticity, accuracy and completeness of the information provided;
 - (5) letter of undertaking on integrity and law-abiding;
 - (6) letter of undertaking on the headquarters and place of registration of the listed company;
 - (7) letter of undertaking on performance of obligations in accordance with regulations.
5. Authorisation documents of the personnel who submits the information:
 - (1) identity certificate of legal representative;
 - (2) a copy of identity card of legal representative;
 - (3) power of attorney of legal representative (please refer to Appendix 10 for details);
 - (4) a copy of the authorised representative's identity card.
6. Other information requested by the relevant decision-making authorities or deemed necessary by the transferor.
7. List of information of the prospective transferee. In principle, the prospective transferee shall provide a full set of application materials with a list of information in accordance with the list of information (please refer to Appendix 12 for details). If there is any information that is not available, please explain in writing.

(II) Deadline for collection of materials and method of submission

1. *Deadline for public solicitation*

The public solicitation period is 10 trading days. If the prospective transferee meets the above conditions, he/she shall submit a full set of application materials to Shenzhen Capital Group within 10 trading days from the date of the public solicitation announcement (being 16 May 2024 to 29 May 2024).

2. *Methods of submission of the application materials for the transfer*

The prospective transferee shall entrust their authorised representatives to deliver the full set of application documents to Shenzhen Capital Group on-site during the public solicitation period, submission of the materials by fax, post, email, etc shall not be accepted.

The full set of application documents shall be bound by official seal with A4 paper and compiled into the catalogue, with 1 original and 12 copies (copies may be photocopies of the original), 1 electronic document (colour scanning after the materials have been produced and sealed and signed, and stored in the USB drive), and all the compiled documents shall be sealed with the official seal by clicks. Original, copy and electronic documents are required to be packaged uniformly. The information receiving address and contact details are as follows:

Receiving address: Shenzhen Capital Group, 33/F, Duty Free Business Building, Futian District, Shenzhen City

Recipient: Mr. Zhang and Mr. Lou

Contact information: 0755-83883662, 18018729957

Contact time: 9:00–18:00 on working days during the public solicitation period

Upon receipt of the application materials submitted by the prospective transferee, Shenzhen Capital Group has the right to request the prospective transferee to supplement the provision of materials related to the solicitation.

IV. DEMAND FOR PAYMENT OF THE CONTRACTING DEPOSIT AND THE SHARE TRANSFER PRICE

(I) Demand for payment of contracting deposit

Before submitting the transfer application materials, the prospective transferee shall pay Shenzhen Capital Group the contracting deposit amounting to RMB50 million for the Transaction to the following designated account:

Opening name	Shenzhen Capital Operation Group Co., Ltd.
Opening bank	China Merchants Bank, Shenzhen Futian Branch
Account number	755915417310811

The remittance shall specify the full name of the prospective transferee and the words “the contracting deposit for the application for the transfer of shares of China International Marine Containers (Group) Co., Ltd.”, and the name of the paying entity and the prospective transferee shall be the same.

After the ultimate transferee is determined, the contracting deposit of the ultimate transferee will be automatically converted into the performance deposit, and the contracting deposit paid by the remaining prospective transferee(s) will be refunded in full (without interest) within 10 working days after the notice of review results and announcement.

If the ultimate transferee refuses to sign the formal transaction documents, or the application materials submitted by the transferee contain false records, misleading statements or material omissions, the contracting deposit paid by the transferee shall not be returned.

(II) Demand for payment of the transaction price

The prospective transferee shall enter into a share transfer agreement with Shenzhen Capital Group within 5 working days from the date when it is determined as the ultimate transferee, and the ultimate transferee shall pay a performance deposit of not less than 30% of the transfer price (the paid contracting deposit shall be converted into part of the performance deposit, without interest) to Shenzhen Capital Group within 5 working days after the signing of the share transfer agreement. The ultimate transferee shall pay all the remaining transaction price to Shenzhen Capital Group before completing the share transfer registration procedures. The above payment shall be remitted to the bank account designated by Shenzhen Capital Group at that time.

If the ultimate transferee fails to perform its obligations after signing the transaction documents, or the application materials submitted by it contain false records, misleading statements or material omissions, or the transferee is unable to implement the transaction due to its own reasons, the contracting deposit and the performance deposit paid by it shall not be returned, and Shenzhen Capital Group has the right to request the prospective transferee to bear the corresponding compensation liability.

V. DETERMINATION OF THE TRANSFEREE OF THE TRANSACTION

Upon expiry of the public solicitation period for the Transaction, Shenzhen Capital Group will organise a review working group to conduct a comprehensive review of the prospective transferees who meet the basic conditions for this public solicitation, and perform relevant decision-making procedures in accordance with the Measures for the Supervision and Administration of State-owned Equity of Listed Companies (《上市公司國有股權監督管理辦法》) and other relevant regulations.

If there is no ultimate transferee, the transfer may be re-solicited publicly or the Transaction may be terminated.

VI. APPENDIX

1. Letter of undertaking on source of fundings and payment capacity;
2. Letter of undertaking in relation to fulfilment of necessary internal decision-making procedures;
3. Letter of undertaking on full understanding of the basic information of the listed company;
4. Letter of undertaking on the authenticity, accuracy and completeness of the information provided;
5. Letter of undertaking on integrity and law-abiding;
6. Letter of undertaking on the headquarters and place of registration of the listed company;
7. Letter of undertaking on performance of obligations in accordance with regulations;
8. Basic information of the prospective transferee;
9. Business operation of the prospective transferee;
10. Power of attorney of legal representative;
11. Quotation letter;
12. List of information of the prospective transferee.

VII. RISK WARNING OF UNCERTAINTIES IN THE PUBLIC SOLICITATION AND TRANSFER

It is uncertain as to whether Shenzhen Capital Group will be able to solicit qualified prospective transferees within the public solicitation period; in the event of soliciting the qualified prospective transferee within the public solicitation period, there is still uncertainty as to whether the Transaction can obtain approval from authorities and whether it can be finally completed.

The Company will maintain close contact with Shenzhen Capital Group, and fulfil its information disclosure obligations in a timely manner in strict accordance with the requirements of relevant laws and regulations based on the significant progress of the Transaction. Investors are advised to be aware of the investment risks.

This announcement is available for review on the website of the Company (<http://www.cimc.com>) and the HKEX website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). The English translated version is for illustrative purpose only. If there is any inconsistency, the Chinese version shall prevail.

By Order of the Board
China International Marine Containers (Group) Co., Ltd.
Wu Sanqiang
Company Secretary

Hong Kong, 15 May 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.

APPENDIX 1

Letter of undertaking on Source of Fundings and Payment Capacity

Shenzhen Capital Operation Group Co., Ltd.:

Given that your company intends to transfer its 5.10% A shares in the total share capital of China International Marine Containers (Group) Co., Ltd. through public solicitation of transfer. The enterprise, as a prospective transferee, makes the following commitments:

1. The source of funds used by the enterprise to pay the share transfer price is legal and compliant, and there is no illegal source of funds or unknown source of funds, and there is no public fund raising in violation of regulations, which is in compliance with the requirements of relevant anti-money laundering laws and regulations.
2. The enterprise has full control over the funds used for the payment of the share transfer price, and there is no dispute or potential dispute over the use of such funds.
3. The enterprise guarantees to pay the share transfer price in full and in a timely manner in accordance with the amount and term stipulated in the Measures for the Supervision and Administration of State-owned Equity of Listed Companies (《上市公司國有股權監督管理辦法》), the transaction plan and the share transfer agreement to be signed and become effective.
4. In the event of violation of the above commitments and guarantees, the enterprise is willing to compensate for all economic losses caused to your company.

It is hereby undertaken!

Sealed by: _____ (Prospective transferee)

Legal representative or person-in-charge: _____ (Signature)

Date: _____

APPENDIX 2

Letter of undertaking in relation to fulfilment of necessary internal decision-making procedures

Shenzhen Capital Operation Group Co., Ltd.:

Given that your company intends to transfer its 5.10% A shares in the total share capital of China International Marine Containers (Group) Co., Ltd. through public solicitation of transfer. The enterprise, as a prospective transferee, makes the following commitments:

1. The enterprise has performed the necessary internal decision-making procedures for the transfer of shares, and there are no internal decision-making procedures defects and legal obstacles that affect the validity of the share transfer agreement to be signed in relation to the transaction, and your company has no obligation to review the internal decision-making procedures of the enterprise.
2. The enterprise or the designated authorised representative has obtained sufficient power and authorisation to sign and perform the relevant agreements of the transaction and comply with all obligations under the agreement.

It is hereby undertaken!

Sealed by: _____ (Prospective transferee)

Legal representative or person-in-charge: _____ (Signature)

Date: _____

APPENDIX 3

Letter of undertaking on full understanding of the basic information of the listed company

Shenzhen Capital Operation Group Co., Ltd.:

Given that your company intends to transfer its 5.10% A shares in the total share capital of China International Marine Containers (Group) Co., Ltd. (the “**Listed Company**”) through public solicitation of transfer. The enterprise, as a prospective transferee, makes the following commitments:

1. When submitting the application materials, the enterprise has fully understood the basic information, financial position and operation status of the management team of the Listed Company;
2. The enterprise has completed the necessary due diligence procedures through public disclosure of information and other methods in accordance with the requirements of relevant laws and regulations;
3. If the enterprise is determined as the ultimate transferee by your company, the enterprise will not refuse to sign the relevant agreements of the transaction and perform relevant obligations on the grounds that it has not completed the necessary due diligence procedures.

It is hereby undertaken!

Sealed by: _____ (Prospective transferee)

Legal representative or person-in-charge: _____ (Signature)

Date: _____

APPENDIX 4

Letter of undertaking on the authenticity, accuracy and completeness of the information provided

Shenzhen Capital Operation Group Co., Ltd.:

Given that your company intends to transfer its 5.10% A shares in the total share capital of China International Marine Containers (Group) Co., Ltd. through public solicitation of transfer. The enterprise, as a prospective transferee, makes the following commitments:

1. The information provided by this enterprise to the Company and the intermediaries involved in the transfer of state-owned equity is true and original written information or duplicate information. The copies or photocopies of such information are consistent with their original information or originals, and are accurate and complete. The signatures and seals of all documents are true, and there are no false records, misleading statements or material omissions.
2. If the application materials submitted and other information provided by the enterprise contain false records, misleading statements or material omissions, your company has the right to request the enterprise to bear the corresponding compensation liability.

It is hereby undertaken!

Sealed by: _____ (Prospective transferee)

Legal representative or person-in-charge: _____ (Signature)

Date: _____

APPENDIX 5

Letter of undertaking on Integrity and Law-abiding

Shenzhen Capital Operation Group Co., Ltd.:

Given that your company intends to transfer its 5.10% A shares in the total share capital of China International Marine Containers (Group) Co., Ltd. through public solicitation of transfer. The enterprise, as a prospective transferee, makes the following commitments:

1. The enterprise has a high level of integrity and good business credit.
2. The enterprise has been validly existing since its establishment, and has been operating legally and continuously.
3. The enterprise strictly abides by the relevant laws and regulations of the People's Republic of China or relevant countries and regions, and has not been subject to major administrative penalties or criminal penalties by domestic and foreign regulatory authorities in the past three years.
4. The enterprise is not included in the list of dishonest persons subject to enforcement or subject to joint punishment as a dishonest entity due to failure to perform effective judgement documents or arbitration documents, nor is it subject to compulsory enforcement by overseas judicial institutions.
5. As of the date of this letter of undertaking, the enterprise has not been sued, arbitrated, or subject to administrative investigation and has not been settled due to major violations of laws and defaults.

It is hereby undertaken!

Sealed by: _____ (Prospective transferee)

Legal representative or person-in-charge: _____ (Signature)

Date: _____

APPENDIX 6

Letter of Undertaking on the Headquarters and Place of Registration of the Listed Company

Shenzhen Capital Operation Group Co., Ltd.:

Given that your company intends to transfer 5.10% A shares of the total share capital of China International Marine Containers (Group) Co., Ltd. (hereinafter referred to as “**CIMC Group**” or the “**Listed Company**”) through public solicitation of transfer. The enterprise, as a prospective transferee, makes the following commitments:

During the period when the enterprise holds shares in CIMC Group, the enterprise does not propose to relocate its headquarters and place of registration away from Shenzhen; to vote against the proposal of relocation of the headquarters and place of registration of the Listed Company away from Shenzhen proposed by other parties.

It is hereby undertaken!

Sealed by: _____ (Prospective transferee)

Legal representative or person-in-charge: _____ (Signature)

Date: _____

APPENDIX 7

Letter of Undertaking on performance of Obligations in accordance with Regulations

Shenzhen Capital Operation Group Co., Ltd.:

Given that your company intends to transfer its 5.10% A shares in the total share capital of China International Marine Containers (Group) Co., Ltd. (the “**Listed Company**”) through public solicitation of transfer. The enterprise, as a prospective transferee, makes the following commitments:

1. The enterprise will perform its statutory and agreed obligations and commitments in a timely and comprehensive manner in strict accordance with the provisions of relevant laws and administrative regulations and the provisions of the share transfer agreement to be signed and effective, so as to promote the standardised operation of the Listed Company and improve the quality of the Listed Company.
2. The enterprise has the ability to continuously fulfil its obligations and commitments after the transfer of the Target Shares.
3. If, after the enterprise has been identified as the ultimate transferee of the Target Shares after passing the review, the share transfer agreement is not signed or becomes effective due to the reasons of the enterprise, the enterprise unconditionally agrees to the forfeiture of the performance deposit/contracting deposit by the enterprise, and waives the right to require the enterprise to return the performance deposit/contracting deposit. The enterprise undertakes to compensate your company for all losses suffered as a result.
4. The enterprise unconditionally and irrevocably agrees that the undertakings made by the enterprise under the public solicitation plan constitute an integral part of the share transfer agreement and have the same legal effect as the share transfer agreement.

It is hereby undertaken!

Sealed by: _____ (Prospective transferee)

Legal representative or person-in-charge: _____ (Signature)

Date: _____

APPENDIX 8

Basic information of the prospective transferee

1. BASIC INFORMATION OF THE PROSPECTIVE TRANSFEREE

Full Name of the enterprise	
English Name	
Stock Short Name	
Stock Code	
Place of listing	
Date of establishment	
Registered Address	
Office address	
Registered capital	
Legal representative	
Secretary to the Board	
Telephone number	
Facsimile	
Company website	
Business Scope	

2. SHAREHOLDING STRUCTURE OF THE PROSPECTIVE TRANSFEREE

(1) Controlling shareholder and de facto controller

[Shareholding structure diagram, penetrating into the shareholding structure diagram and text description of the ultimate investor]

[Controlling shareholder, de facto controller and the basis for their identification]

(2) Shareholdings of shareholders

Rankings	Name of shareholder	Number of shares held (shares)	Percentage of total share capital (%)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
Total			

3. THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT TEAM OF THE PROSPECTIVE TRANSFEREE

Serial number	Name	Position	Gender	Nationality	Long-term residence	Whether having permanent residency abroad
1						
2						
3						

APPENDIX 9

Business operation of the prospective transferee

I. BUSINESS OVERVIEW

[Description of the principal business and business model of the prospective transferee]

II. MAJOR BUSINESS SEGMENTS

[Introduction of various business segments of the prospective transferee]

III. INTRODUCTION OF MAJOR PRODUCTS

Business Segment	Major products	Major product models or type	Principal operating legal person and subject

APPENDIX 10

Power of attorney of legal representative

Shenzhen Capital Operation Group Co., Ltd.:

_____, is the legal representative/person-in-charge of the enterprise. It is hereby authorised to appoint _____ as its proxy to deliver the full set of application documents to the designated receiving address of your company on site during the public solicitation period, and to participate in the relevant review activities. The full set of application documents submitted by the proxy to your company and all documents signed by the agent in the process of participating in the evaluation and all matters related thereto are all acts on behalf of our enterprise, and our enterprise will bear all legal liabilities and consequences of the acts of the proxy.

Term of entrustment: From the date of execution of this power of attorney to your company's determination of the ultimate transferee.

The proxy does not have the right to delegate, and the proxy is hereby authorised.

Attachment: Identification document of legal representative, copy of identity card of legal representative and copy of identity card of authorised representative.

Sealed by: _____ (Prospective transferee)

Legal representative or person-in-charge: _____ (Signature)

Proxy: _____ (Signature)

Date: _____

APPENDIX 11

Quotation letter

Shenzhen Capital Operation Group Co., Ltd.:

[The name of the prospective transferee] (hereinafter referred to as “we” or “us”) is made aware of the announcement (hereinafter referred to as the “**Public Solicitation Announcement**”) on the public solicitation of information by the largest shareholder in relation to the public solicitation of transfer of certain shares of China International Marine Containers (Group) Co., Ltd. (hereinafter referred to as “**CIMC**”), and it is noted that your company intends to transfer its A shares representing 5.10% of the total share capital of CIMC (corresponding to 275,018,595 shares of CIMC). We agree to participate in the public solicitation in accordance with the conditions determined by your company, and hereby confirm and undertake:

- I. We have carefully read the Public Solicitation Announcement to confirm that we meet all the conditions set out in the Public Solicitation Announcement, comply with the procedures and rules determined by Shenzhen Capital Group, and undertake to accept all the requirements set out in the Public Solicitation Announcement.
- II. Information on our subscription: transfer price: RMB[•]/share; Number of shares transferred: 275,018,595 shares; Total consideration: RMB[•].
- III. This quotation letter, once signed and delivered to the address designated by Shenzhen Capital Group, shall be legally binding on us.

Name of prospective transferee (seal) _____

Date: _____

APPENDIX 12

List of information of the prospective transferee

Name of information	Provision of information (Y/N)	
	Printed version	Electronic version
I. Letter of intent for transfer		
II. Supporting materials		
1. Copies of the current valid business licences, articles of association/partnership agreements and other subject documents of prospective transferees and their controlling shareholders and de facto controllers; if the controlling shareholders or de facto controllers are natural persons, they shall provide identity documents		
2. Internal decision-making documents of the prospective transferee agreeing to accept the transfer of the Target Shares under the Transfer		
3. Audited consolidated financial statements of the Potential Transferee for 2021, 2022 and 2023 and the notes thereto		
4. The prospective transferee shall provide proof of funds covering the total amount of the equity transfer proceeds, including but not limited to certificates of deposit of available funds issued by banks, letters of commitment of loans from financial institutions or other necessary supporting documents, etc.		
5. The credit report of the People’s Bank of China (detailed version) of the prospective transferee; People’s Bank of China’s Credit Report (Detailed Version) (if any) of the controlling shareholder and de facto controller of the prospective transferee		
6. The proof of payment of the contracting deposit of RMB50 million by the prospective transferee within the solicitation period		
7. Other relevant supporting documents provided by prospective transferee in accordance with “II. Solicitation conditions for the prospective transferee” of this public solicitation information		
III. Quotation letters		

Name of information	Provision of information (Y/N)	
	Printed version	Electronic version
IV. Letter of Undertaking		
1. Letter of undertaking on source of fundings and payment capacity		
2. Letter of undertaking in relation to fulfilment of necessary internal decision-making procedures		
3. Letter of undertaking on full understanding of the basic information of the listed company		
4. Letter of undertaking on the authenticity, accuracy and completeness of the information provided		
5. Letter of undertaking on integrity and law-abiding		
6. Letter of undertaking on the headquarters and place of registration of the listed company		
7. Letter of undertaking on performance of obligations in accordance with regulations		
V. Authorisation documents		
1. Identity certificate of legal representative		
2. A copy of identity card of legal representative		
3. Power of attorney of legal representative		
4. A copy of the authorised representative's identity card		
VI. Other information (if any)		

Note: In principle, the prospective transferee shall provide a full set of application materials in accordance with this information list and attach this information list. If there is any information that cannot be provided, please explain the situation in writing.

Name of prospective transferee (seal) _____

Date: _____