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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)**

## **NOTICE OF ANNUAL GENERAL MEETING FOR 2023**

Notice is hereby given that the annual general meeting for 2023 (the “**AGM**”) of CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD. (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 2:20 p.m. on Wednesday, 26 June 2024 at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC to consider and, if thought fit, approve and/or authorise the following matters. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in (1) the announcement of the Company dated 27 March 2024 in relation to the resolutions of the fifth meeting in 2024 of the tenth session of the Board; (2) the announcement of the Company dated 27 March 2024 in relation to the resolutions of the first meeting in 2024 of the tenth session of the Supervisory Committee; (3) the announcement of the Company dated 27 March 2024 in relation to the proposed change of auditors; (4) the announcement of the Company dated 27 March 2024 in relation to the provision of guarantee for associates; (5) the overseas regulatory announcement of the Company dated 27 March 2024 in relation to the guarantee plan for 2024; (6) the overseas regulatory announcement of the Company dated 27 March 2024 in relation to carrying out derivative hedging business in 2024; (7) the overseas regulatory announcement of the Company dated 27 March 2024 in relation to the 2023 Work Report of the Supervisory Committee; (8) the overseas regulatory announcement of the Company dated 27 March 2024 in relation to the 2023 Results Announcement and the 2023 Annual Report; (9) the announcement of the Company dated 16 May 2024 in relation to the proposed amendments to the Articles of Association, the Rules of Procedure for the General Meetings, the Rules of Procedure for the Board of Directors and the Management System of Related Party Transactions; and (10) the circular of the Company dated 4 June 2024.

### **ORDINARY RESOLUTIONS**

1. To consider and approve the 2023 Work Report of the Board of CIMC;
2. To consider and approve the 2023 Work Report of the Supervisory Committee of CIMC;
3. To consider and approve the 2023 Annual Report;

4. To consider and approve the Resolution Regarding Profit Distribution, Dividend Distribution Proposal for 2023;
5. To consider and approve the Resolution Regarding the Proposed Change of Accounting Firm for 2024;
6. To consider and approve the Resolution Regarding the Commencement of Derivative Hedging Business Management by CIMC in 2024;
7. To consider and approve the Resolution Regarding the Review of Director ZHAO Feng's Remuneration;
8. To consider and approve the Resolution on the Amendments to the Management System of Related Party Transactions of China International Marine Containers (Group) Co., Ltd.;

### **SPECIAL RESOLUTIONS**

9. To consider and approve the Resolution Regarding the Guarantee Plan in 2024;
10. To consider and approve the Resolution Regarding the Provision of Guarantee for Shenzhen CIMC Industry & City Development Group Co., Ltd. and its Subsidiaries in 2024;
11. To consider and approve the Resolution Regarding the Provision of Guarantee for CIMC Financial Leasing Co., Ltd. and its Subsidiaries in 2024;
12. To consider and approve the Resolution Regarding the Request by the Board for General Mandate by the General Meeting on the Repurchase of Shares, including:
  - (a) the exercise by the directors during the Relevant Period (as defined below) of all powers of the Company to repurchase A shares of the Company, subject to all applicable laws and requirements of the Hong Kong Listing Rules, be and is hereby approved;
  - (b) pursuant to the approval in paragraph (a) of this resolution, the total number of shares of the Company which may be repurchased shall not exceed 10% of the total number of A shares in issue of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; and
  - (ii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;
13. To consider and approve the Resolution Regarding the Request by the Board for General Mandate by the General Meeting on the Issuance of Shares;
14. To consider and approve the Resolution on the Amendments to the Articles of Association of China International Marine Containers (Group) Co., Ltd.;
15. To consider and approve the Resolution on the Amendments to the Rules of Procedure for the General Meetings of China International Marine Containers (Group) Co., Ltd.;
16. To consider and approve the Resolution on the Amendments to the Rules of Procedure for the Board of Directors of China International Marine Containers (Group) Co., Ltd.;

#### **OTHER MATTERS**

17. To listen to three 2023 Work Reports of Independent Directors of CIMC.

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

Hong Kong, 4 June 2024

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

*Notes:*

1. The Company's register of members of H shares will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive), during which period no transfer of H Shares will be effected. For those H shareholders, who intend to attend the AGM, the shares and the registration documents must be delivered to the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 20 June 2024. The H shareholders of the Company whose names appear on the Company's register of members on Wednesday, 26 June 2024 are entitled to attend and vote in respect of the resolutions to be proposed at the AGM.
2. Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf at this AGM. A proxy need not be a Shareholder.
3. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll.
4. The form of proxy and the instrument appointing a proxy must be in writing under the hand of the Shareholder or his attorney duly authorised in writing, or if the Shareholder is a legal person, either under seal or under the hand of a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised. To be valid, for A shareholders, the notarised power of attorney or other document of authorisation (if any), and the form of proxy must be delivered to the office of the Board not less than 24 hours before the time appointed for convening the AGM. In order to be valid, for H shareholders, the above documents must be delivered to the H Share Registrar of the Company at the address set out in note 8 below not less than 24 hours before the time appointed for convening the AGM or any resumed session.
5. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.
6. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointor, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of the aforementioned matters shall have been received by the Company prior to the commencement of the AGM.
7. The address of the office of the secretary to the Board is as follows:

CIMC R&D Centre  
2 Gangwan Avenue  
Shekou, Nanshan District  
Shenzhen, Guangdong, the PRC  
Postal code: 518067

Contact person: Ms. GENG Weirong  
Tel: 86 (755) 2669 1130  
Fax: 86 (755) 2682 6579

8. The address of the H Share Registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong

Tel: 852 2862 8555

Fax: 852 2865 0990

9. Any questions or advices of the shareholders on the resolutions proposed at the general meeting may be sent to the Company by email at [ir@cimc.com](mailto:ir@cimc.com) by 2 p.m. on Tuesday, 25 June 2024. The Company will answer the questions of the shareholders' general concern at the general meeting.