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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
INDICATIVE ANNOUNCEMENT ON RESULTS OF
PROPOSED TRANSFER OF CERTAIN
SHARES OF THE COMPANY BY THE LARGEST SHAREHOLDER
THROUGH PUBLIC SOLICITATION OF TRANSFEREES AND
ENTERING INTO SHARE TRANSFER AGREEMENT WITH
TRANSFEREES AND CHANGES IN EQUITY OF SHAREHOLDERS**

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”, the “Listed Company” or the “Target Company”), proposed to transfer its holding of 275,018,595 A shares of the Company (the “Subject Shares”), all of which are non-restricted circulating shares in nature, representing 5.10% of the total share capital of the Company, by way of public solicitation of transferees (the “Transaction” or the “Public Solicitation of Transfer”). As informed by Shenzhen Capital Group, it has confirmed that Shenzhen Liye Industrial Group Co., Ltd. (“Liye Industrial”) is the transferee of the Public Solicitation of Transfer and Shenzhen Capital Group has signed the Share Transfer Agreement of China International Marine Containers (Group) Co., Ltd. (《中國國際海運集裝箱(集團)股份有限公司股份轉讓協議》) (the “Share Transfer Agreement”) with Liye Industrial.**
2. **The implementation of the Public Solicitation of Transfer will not result in the change of the largest shareholder of the Company.**
3. **Completion of implementing the Transaction will be subject to the receipt of compliance confirmation issued by the Shenzhen Stock Exchange in respect of the Transaction and the completion of the registration of the Share Transfer with the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. There are uncertainties as to whether the Transaction will be finalised. Investors are advised to be aware of investment risks.**

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. 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). Shenzhen Capital Group proposed to transfer its holding of 5.10% shares in the Company by way of public solicitation of transferees, with a public solicitation period of 10 trading days. For details of the information on the public solicitation, please refer to the announcement (announcement no.: [CIMC] 2024-054) 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).

I. RESULTS OF PUBLIC SOLICITATION OF TRANSFER

On 1 July 2024, the Company received a notification letter regarding the Results of the Public Solicitation of Transferees in relation to the Transfer of Certain Shares in CIMC Group through Public Solicitation of Transfer and Signing of Share Transfer Agreement with Transferees (《關於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結果及與受讓方簽署<股份轉讓協議>的告知函》) from Shenzhen Capital Group, that Shenzhen Capital Group has strictly followed the announced rules of the Public Solicitation of Transfer to select and identify Liye Industrial as the transferee of the Public Solicitation of Transfer according to the requirements of 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 has performed the corresponding approval procedures. On 1 July 2024, Shenzhen Capital Group signed the Share Transfer Agreement with Liye Industrial, pursuant to which Shenzhen Capital Group agrees to transfer its holding of 275,018,595 A shares of CIMC Group which are non-restricted circulating shares, representing 5.10% of the total share capital of CIMC Group, to Liye Industrial, at a transfer price of RMB8.67 per share.

The Company has no controlling shareholder and no de facto controller. Prior to the Public Solicitation of Transfer, Shenzhen Capital Group directly held 525,000,000 A shares of the Company and indirectly held 1,078,634,297 H shares of the Company through Shenzhen Capital (Hong Kong) Container Investments Co., Ltd. (深圳資本(香港)集裝箱投資有限公司), its wholly-owned subsidiary, holding a total of 1,603,634,297 shares of the Company (A and H shares in aggregate), representing 29.74% of the total share capital of the Company, being the largest shareholder of the Company.

Upon completion of the Public Solicitation of Transfer, Shenzhen Capital Group will directly hold 249,981,405 A shares of the Company and indirectly hold 1,078,634,297 H shares of CIMC Group through Shenzhen Capital (Hong Kong) Container Investments Co., Ltd. (深圳資本(香港)集裝箱投資有限公司), its wholly-owned subsidiary, and will continue to hold a total of 1,328,615,702 shares of the Company (A shares and H shares in aggregate), representing 24.64% of the total share capital of the Company, remaining as the largest shareholder of the Company; Liye Industrial will hold 275,018,595 A shares of the Company, representing 5.10% of the total share capital of the Company and will be in compliance with the requirements of the relevant securities regulations in relation to the lock-up of the transferred shares.

The shares of the Company held by both parties to the Transaction before and after the Public Solicitation of Transfer were as follows:

Name	Before the Public Solicitation of Transfer				After the Public Solicitation of Transfer			
	Number of holding of A shares (shares)	Representing the percentage of total share capital	Number of holding of H shares (shares)	Representing the percentage of total share capital	Number of holding of A shares (shares)	Representing the percentage of total share capital	Number of holding of H shares (shares)	Representing the percentage of total share capital
Transferor Shenzhen Capital Group	525,000,000	9.74%	1,078,634,297	20.00%	249,981,405	4.64%	1,078,634,297	20.00%
Transferee Liye Industrial	0	0.00%	0	0.00%	275,018,595	5.10%	0	0.00%

Shenzhen Capital Group and Liye Industrial have prepared a simplified report on changes in equity in accordance with the relevant regulations, details of which are set out in the relevant announcement published on CNINFO (www.cninfo.com.cn), the website of the company (www.cimc.com) and HKExnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) on the same date.

II. BASIC INFORMATION ON THE SUBJECT OF THE TRANSACTION

(I) Basic information of the transferor

Name of company	Shenzhen Capital Operation Group Co., Ltd.
Type of company	Limited liability company (wholly state-owned)
Unified social credit code	91440300664187170P
Date of establishment	22 June 2007

Registered address	3301/F, Duty Free Building, No. 6 Fuhua Yi Road, Fuan Community, Futian Street, Futian District, Shenzhen
Correspondence address	33/F, Duty-Free Business Building, Fuhua Yi Road, Futian District, Shenzhen
Registered capital	RMB15.32 billion
Legal representative	Hu Guobin
Scope of business	Investment in and establishment of various industries (specific items shall be applied for separately); investment business; investment management; asset management.
Shareholding structure	As of the date of this announcement, the State-owned Assets Supervision and Administration Commission of the Shenzhen Municipal People's Government holds 100% equity interests of Shenzhen Capital Group, being the controlling shareholder and de facto controller of Shenzhen Capital Group.

(II) Basic information of the transferees

Name of company	Shenzhen Liye Industrial Group Co., Ltd.
Type of company	Limited liability company
Unified social credit code	91440300769196524G
Date of establishment	10 December 2004
Registered address	1602, Tower A, Huahai Financial Innovation Center, No. 5073 Menghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Modern Service Industry Co-operation Zone, Shenzhen
Correspondence address	1602, Tower A, Huahai Financial Innovation Center, No. 5073 Menghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Modern Service Industry Co-operation Zone, Shenzhen
Registered capital	RMB6 billion
Legal representative	Xiao Zufa
Scope of business	General business items: corporate headquarters management; industrial design services; solar power generation technology services; procurement agency services; sales of metallic materials; sales of non-metallic minerals and products; sales of metallic products; sales of construction materials; sales of coal and products; wholesale of daily products; sales of daily necessities; sales of daily products; sales of daily chemical products; sales of integrated circuits (business activities are conducted within the scope of business licence in accordance with laws, save for items that are subject to the approval of relevant authorities in accordance with laws).
Shareholding structure	Shenzhen Liye Group Co., Ltd. is the controlling shareholder of Liye Industrial, holding 99.98% of its equity interests; Lin Li holds 99.90% of the equity interest of Shenzhen Liye Group Co., Ltd., and is the controlling shareholder and de facto controller of Shenzhen Liye Group Co., Ltd..

III. MAIN CONTENTS OF THE SHARE TRANSFER AGREEMENT

On 1 July 2024, Shenzhen Capital Group and Liye Industrial entered into the Share Transfer Agreement (the “**Agreement**”), the main contents of which are as follows:

(I) Parties of transfer to the Agreement

Party A (transferor):	Shenzhen Capital Operation Group Co., Ltd.
Party B (transferee):	Shenzhen Liye Industrial Group Co., Ltd.

(II) Subject Shares and price of the Share Transfer

Party A agreed to transfer its holding of 275,018,595 A shares of the Target Company as at the date of signing of the Agreement, representing 5.10% of the total share capital of the Target Company, to Party B, who agreed to accept the transfer of the Subject Shares in accordance with the terms and conditions of the Agreement.

According to the pricing requirements and the procedures of the Public Solicitation of Transfer as stipulated under 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》), both parties, upon negotiation, unanimously determined the transfer price of the Subject Shares to be RMB8.67 per share, and the total amount of the payment for the transfer of the Subject Shares is RMB2,384,411,218.65.

From the date of signing of the Agreement until the delivery date of the Shares, in the event of any ex-rights or ex-dividends events such as dividend distribution, bonus issue, capitalisation issue and rights issue of the Target Company, the number and price of the Subject Shares of the Share Transfer shall be adjusted accordingly. Specific principles of the adjustment are as follows:

1. In the event of dividend distribution, bonus issue and capitalisation issue of the Target Company, the dividends and share capital arising therefrom in respect of the Subject Shares shall be transferred to Party B together with the Subject Shares, and the total amount of the payment for the Share Transfer has already included the aforesaid dividends and share capital;
2. In the event of rights issue of the Target Company, the transfer price and/or the number of shares to be transferred in the Share Transfer shall be adjusted accordingly, the specific operating method of which shall be determined by both parties upon negotiation, provided that both parties shall endeavor to ensure that the total amount of the transfer of the Subject Shares shall remain unchanged.

(III) Payment for the Share Transfer

As agreed by both parties, the payment for the Share Transfer shall be made in two installments, and the specific payment arrangements are set out below:

1. Within 5 working days from the date of signing of the Agreement, Party B shall make the first payment for the Share Transfer to the collection account designated by Party A as agreed in the Agreement, and the amount of the first payment for the Share Transfer shall be 40% of the total amount of the payment for the transfer of the Subject Shares, i.e. RMB953,764,487.46. If the total amount of the payment for the transfer of the Subject Shares is adjusted in accordance with the terms of the Agreement, then the aforesaid amount of the first payment for the Share Transfer shall be adjusted simultaneously.
2. Within 5 working days from the date on which Party A prepares all the application documents (except for the original copy of the securities enquiry information sheet to be printed by Party A on the date of submission of the application documents) to be submitted to the Shenzhen Stock Exchange for processing the transfer of the trading of the Subject Shares to be prepared by Party A unilaterally and notifies Party B of such preparation, Party B shall pay the second payment for the Share Transfer into the collection account designated by Party A as agreed in the Agreement. The amount of the second payment for the Share Transfer shall be 60% of the total amount of the payment for the transfer of the Subject Shares, i.e. RMB1,430,646,731.19. If the total amount of the payment for the transfer of Subject Shares is adjusted in accordance with the terms of the Agreement, the aforesaid amount of the second payment for the Share Transfer shall be adjusted simultaneously.

For the avoidance of doubt, both parties unanimously agreed that if the contractual deposits paid by Party B actually generates interest income, then such interest income shall be vested in Party A, and Party B shall not use such interest income to offset the payment of the Share Transfer for the Share Transfer.

(IV) Effective date and conditions of the Agreement

The Agreement shall be established and effective upon being signed by the legal representative or authorised representative of Party A and Party B and stamped with official seal.

Both parties agreed that the rights and risks of the Subject Shares acquired by Party A shall be transferred from the delivery date of the Subject Shares (i.e. the date of completion of registration of transfer of the Subject Shares), and Party B shall be the right holder of the Subject Shares from the date of completion of registration of transfer of the Subject Shares, enjoying the corresponding rights of shareholders, and assuming the corresponding obligations and liabilities of shareholders.

(V) Other terms

Party B undertook not to propose the relocation of the headquarters and registered office of the listed company away from Shenzhen during the period in which it holds the shares of CIMC Group; and to vote against the proposal made by other shareholders in respect of the relocation of the headquarters and registered office of the listed company away from Shenzhen.

IV. OTHER EXPLANATORY MATTERS AND RISK WARNING

1. Information relating to changes in shareholders' equity shall be based on the information contained in the report on changes in equity as disclosed by both parties to the Transaction.
2. The Transaction shall be finalised subject to the receipt of a compliance confirmation issued by the Shenzhen Stock Exchange in respect of the Transaction and the completion of the registration of the share transfer with the Shenzhen branch of China Securities Depository and Clearing Corporation Limited. There are still uncertainties as to whether the Transaction will be finalised.

The Company will closely monitor the progress of the Public Solicitation of Transfer, maintain close communication with both parties to the Transaction, and fulfill its information disclosure obligations in a timely manner in stringent accordance with the requirements of relevant laws and regulations. Investors are advised to be aware of investment risks.

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

Hong Kong, 1 July 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.