

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

VOLUNTARY ANNOUNCEMENT

INDICATIVE ANNOUNCEMENT REGARDING PROPOSED SPIN-OFF AND LISTING OF A CONTROLLING SUBSIDIARY

This is a voluntary announcement made by China International Marine Containers (Group) Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”).

On 16 April 2021, the ninth session of the board of directors of the Company (the “**Board**”) convened the tenth meeting in 2021, to consider and approve The Resolution in Relation to the Proposed Listing of CIMC-TianDa Holdings Company Limited, and to agree with the proposed domestic initial public offering of RMB ordinary shares (A shares) of CIMC-TianDa Holdings Company Limited (“**CIMC-TianDa**”) and the listing of CIMC-TianDa on the Shenzhen Stock Exchange; and to authorise the management of the Company and CIMC-TianDa to start the preparatory work for CIMC-TianDa’s listing (“**Proposed Spin-off and Listing**”).

The Proposed Spin-off and Listing will not cause to the loss of control of the Company in CIMC-TianDa, and will not materially affect the continuous operations of other business segments of the Company, and will not jeopardize the Company’s independent listing status and continuous profitability. Relevant details of the Proposed Spin-off and Listing are as follows:

1. BASIC INFORMATION OF CIMC-TianDa

(I) Basic Information

Chinese Company Name:	中集天達控股有限公司
English Company Name:	CIMC-TianDa Holdings Company Limited
Issued Capital:	HK\$166,380,461.83
Executive Directors:	ZHENG Zu Hua, JIANG Xiong

Registered Office: Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands

Date of Establishment: 3 January 2002

Company Type: Exempted company incorporated in the Cayman Islands with limited liability

Principal Business: Airport equipment, fire and rescue equipment and automated logistics systems

Shareholdings of the shareholders of CIMC-TianDa:

No.	Name of Shareholders	Number of Shares Held (shares)	Shareholding Percentage (%)
1	Sharp Vision Holdings Limited	7,913,029,777	47.56%
2	Expedition Holding Corporation Limited	2,913,533,835	17.51%
3	Fengqiang Holdings Limited	2,366,751,693	14.22%
4	CIMC Top Gear B.V.	1,223,571,430	7.35%
5	JIANG Xiong	981,600,000	5.90%
6	CSR China Merchant Buyout Fund	673,225,000	4.05%
7	Hongkong Ruicheng Co., Limited	561,734,448	3.38%
8	ZHENG Zu Hua	4,600,000	0.03%
Total		<u>16,638,046,183</u>	<u>100.00%</u>

CIMC-TianDa was originally listed on the Main Board of the Hong Kong Stock Exchange (stock code: 0445.HK). On 25 January 2021, CIMC-Tianda was delisted from the Hong Kong Stock Exchange by way of scheme of arrangement.

(II) Shareholding Relationship between Controlling Shareholders

The Company holds 47.56% of shares of CIMC-TianDa through its wholly-owned subsidiary, Sharp Vision Holdings Limited, and additionally holds 7.35% of shares of CIMC-TianDa through its wholly-owned subsidiary, CIMC Top Gear B.V.. The Company holds an aggregate of 54.91% of shares of CIMC-TianDa and is an indirect controlling shareholder of CIMC-TianDa.

2. MATTERS TO BE AUTHORIZED

The Board authorized the management of the Company and CIMC-TianDa to initiate the preliminary preparatory work for the Proposed Spin-off and Listing, including but not limited to the demonstration of feasibility schemes, the selection of intermediaries, compilation of listing plans, signing of relevant agreements involved in the planning process and other matters related to the Proposed Spin-off and Listing, and the related listing and organizing the Board and general meeting of the Company for consideration after having formulated the listing related proposal and other relevant matters in accordance with relevant regulatory requirements.

3. PURPOSES FOR THE SPIN-OFF AND LISTING OF CIMC-TIANDA AND THE IMPACT ON THE GROUP

(I) Purposes for the Spin-off and Listing of CIMC-TianDa

CIMC-TianDa, the subsidiary of the Company, is principally engaged in the manufacture and sales of airport facilities, fire safety and rescue and automated logistics equipment, with a focus on product research & development since its establishment. Riding on the continuous perusal of innovative technology and excellent quality, product range enhancement, product performance optimization and upgrade, the reinforcement of research & development competency and market competitiveness, CIMC-TianDa's business has been materialized into a management with high marketization and professionalization.

A. *Strengthen the Core Competency on Airport Facilities, Fire Safety and Rescue and Automated Logistics Equipment Business, and Deepen the Industry Layout of the Group*

The Company intended to propose the Proposed Spin-off and Listing of CIMC-TianDa, to further escalate CIMC-TianDa's brand popularity and social influence; optimize CIMC-TianDa's management system and operation mechanism; enhance the input and development of core and frontier technology on the business segment of airport facilities, fire safety and automated logistics equipment; maintain the innovation and vitality of business; strengthen the core technology competence; strengthen CIMC-TianDa's profitability, market competitiveness and overall advantages.

The elevation of CIMC-TianDa's core competency will strengthen the Group's industry status, market share and profitability on the business segment of airport facilities, fire safety and automated logistics equipment; effectively deepen the Group's strategic layout on high-end equipment manufacture industry chain; further enhance the Group's asset quality and durability against risk; and foster a sustainable and healthy long-term development of the Group.

B. Full Utilization of the Support from Domestic Capital Market to Become a Listed Company with Excellence and Strength

The Company expected to fully utilize the favorable opportunities and strong policy support from domestic capital market reform in relation to the plan on the retaining of red-chip structure and independent A share listing of its controlling subsidiary, CIMC-TianDa, to raise necessary funds for the research & development investment and production and operation of the Group's business, and to promote the improvement of CIMC-TianDa's technical standards and the expansion of its business scale. Riding on the domestic capital market platform, CIMC-TianDa will conduct capital operations such as merger and acquisition in the future, to further expand business scope and enrich product line, materialize leapfrog development, and continue to generate stable investment return for the shareholders of CIMC-TianDa and the Company.

The Proposed Spin-off and Listing is an important measure of the Company in response to the domestic capital market policy, to foster the development of real economy through the utilization of capital market, promote excellence and strength as well as high quality development amongst listed companies.

(II) Impact on the Group of the Spin-off and Listing of CIMC-TianDa

A. Impact on the Group's Business

The Group is a world leading equipment and solution provider in logistics and energy industries, principally engaged in the manufacture of containers, road transportation vehicles, energy/chemical/liquid food equipment, offshore engineering equipment, airport facilities, as well as the provision of relevant services, including the design, manufacture and services of international standard dry containers, reefer containers, special-purpose containers, tank containers, wooden container floorboards, road tank trucks, natural gas processing equipment and static tanks, road transportation vehicles, heavy trucks, jack-up drilling platforms, semi-submersible drilling platforms, special vessels, passenger boarding bridges and bridge-mounted equipment, airport ground support equipment, fire safety and rescue vehicles, as well as automated logistics system and intelligent parking system. In addition, the Group is also engaged in logistics services business and finance and asset management business. CIMC-TianDa is principally engaged in the manufacture and production of airport facilities, fire safety and rescue and automated logistics equipment, the business scope and operation mode maintained a relatively high independence from the Group's other businesses. The Proposed Spin-off and Listing will not cause any material impact on the continuous operation of the Group's other business segments.

B. Impact on the Company's Control over CIMC-TianDa

Upon the A Share listing of CIMC-TianDa, the Company shall remain as the controlling shareholder of CIMC-TianDa without losing the control over CIMC-TianDa.

C. Impact on the Group's Continuous Profitability

Upon the A Share listing, CIMC-TianDa will continue to be a controlling subsidiary of the Company. The financial position and profitability of CIMC-TianDa will reflect in the consolidated financial statement of the Company without damaging the Group's continuous profitability.

In conclusion, the Proposed Spin-off and Listing of CIMC-TianDa shall materialize the Group's system value enhancement, which is beneficial to the value maximization of the Company's shareholders without damaging the Company's independent listing status and continuous profitability.

4. INDEPENDENT DIRECTORS' VIEWS

1. The Company proposes to plan the A Share listing of its controlling subsidiary CIMC-TianDa, and authorize the management of the Company and CIMC-TianDa to start the preparatory work for the listing. This matter is conducive to the better development of the Company's airport facilities, fire safety and automated logistics equipment business segment.
2. The Company's independent director believe that the above matters are in line with the Company's strategic planning and long-term development, without prejudice to the interests of the Company and all shareholders, in particular minority shareholders. Upon initial determination of the A Share listing plan, the Company will consider the proposal regarding the listing, and perform corresponding decision-making, approval and information disclosure procedures in accordance with relevant laws and regulations. The Company's commencement of planning on the A Share listing of its controlled subsidiary CIMC-TianDa is approved and is authorized by the management of the Company and CIMC-TianDa to initiate preparations for the listing.

5. RISK WARNING

The Company's plan of the Proposed Spin-off and Listing of its controlling subsidiary CIMC-TianDa is still in the preliminary planning stage. Upon completion of the preparatory work by the management of the Company and CIMC-TianDa, the Board is still required to make resolutions on whether the spin-off and listing of CIMC-TianDa comply with the Several Provisions on the Pilot Program of Listed Companies' Spin-off of Subsidiaries for A Share listing and other laws, regulations and regulatory documents, and submit it to the general meeting of the Company for consideration and approval. **The advancement of the Proposed Spin-off and Listing must satisfy a number of conditions, including but not limited to obtaining the approval of the specific listing plan by the Board and general meeting of the Company and the board of directors and general meeting of CIMC-TianDa, and completing the relevant procedures of the Hong Kong Stock Exchange, the Shenzhen Stock Exchange and the China Securities Regulatory Commission. There are uncertainties as to whether the abovementioned approval or registration of the Proposed Spin-off and Listing can be obtained and the time when the relevant approval or registration is finally obtained. Investors are advised to pay attention to relevant risks. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company.**

The Company will make further announcements on major update and progress of the Proposed Spin-off and Listing of CIMC-TianDa in accordance with the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other applicable laws and regulations.

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

Hong Kong, 16 April 2021

As at the date of this announcement, the Board of the Company comprises Mr. MAI Boliang (Chairman) as an executive director; Mr. ZHU Zhiqiang (Vice-chairman), Mr. HU Xianfu (Vice-chairman), Mr. KONG Guoliang, Mr. DENG Weidong and Mr. MING Dong as non-executive directors; and Mr. HE Jiale, Mr. PAN Zhengqi and Ms. LUI FUNG Mei Yee, Mabel as independent non-executive directors.