THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD., you should at once hand this circular and the form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED APPOINTMENT OF DIRECTOR; (2) PROPOSED AMENDMENTS TO THE MANAGEMENT SYSTEM OF CONNECTED TRANSACTIONS; AND

(3) FURTHER ADJUSTMENTS TO THE LIMIT OF THE GUARANTEE PLAN FOR 2022

The Third Extraordinary General Meeting for 2022 will be held at 2:50 p.m. on Monday, 14 November 2022 at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC. The notice of the Third Extraordinary General Meeting for 2022 dated 21 October 2022 has been sent together with the proxy form. Whether or not you are able to attend the Third Extraordinary General Meeting for 2022, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the Third Extraordinary General Meeting for 2022 (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Third Extraordinary General Meeting for 2022 (or any adjournment thereof) should you so wish.

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

"A Share(s)" domestic share(s) in the registered share capital of

the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and

traded in RMB;

"Articles of Association" the articles of association of China International

Marine Containers (Group) Co., Ltd.;

"associated companies/joint

ventures"

has the meaning ascribed thereto under the China

Accounting Standards for Business Enterprises;

"Board" the board of Directors of the Company;

"Circular" the circular of the Company dated 21 October 2022;

"Company" China International Marine Containers (Group) Co.,

Ltd. (中國國際海運集裝箱(集團)股份有限公司), a joint stock company with limited liability incorporated in the PRC under the Company Law of the PRC in January 1980, the H Shares of which are listed on the Hong Kong Stock Exchange and the A Shares of which are listed on the Shenzhen Stock

Exchange;

"Director(s)" the director(s) of the Company;

"Group" the Company and its subsidiaries;

"H Share(s)" the overseas-listed foreign share(s) in the registered

share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;

"HK\$" Hong Kong dollar(s), the lawful currency of Hong

Kong;

"Hong Kong" the Hong Kong Special Administrative Region of the

PRC;

"Hong Kong Listing Rules" the Rules Governing the Listing of Securities on The

Stock Exchange of Hong Kong Limited;

DEFINITIONS

"Hong Kong Stock Exchange" The Stock Exchange of Hong Kong Limited;

"Latest Practicable Date" 18 October 2022, being the latest practicable date for

the purpose of ascertaining certain information

contained in this Circular prior to its printing;

"Management System of Connected

Transactions"

the management system of connected transactions of China International Marine Containers (Group) Co.,

Ltd.;

"PRC" the People's Republic of China, for the purpose of

this Circular only, excluding Hong Kong, the Macau

Special Administrative Region and Taiwan;

"RMB" Renminbi, the lawful currency of the PRC;

"Shareholder(s)" the holder(s) of Share(s) of the Company;

"subsidiary(ies)" has the meaning ascribed to it under the Hong Kong

Listing Rules;

"Third Extraordinary General

Meeting for 2022"

the third extraordinary general meeting for 2022 to be convened by the Company at 2:50 p.m. on Monday,

14 November 2022 at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen,

Guangdong, the PRC;

"USD" or "U.S. dollars" United States dollars, the lawful currency of the

United States;

"%" per cent.

CIMC中集

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)

Board of Directors:

Executive Director:

Mr. MAI Boliang (Chairman)

Non-executive Directors:

Mr. ZHU Zhiqiang (Vice-Chairman)

Mr. HU Xianfu (Vice-Chairman)

Mr. DENG Weidong

Independent non-executive Directors:

Mr. YANG Xiong

Mr. ZHANG Guanghua

Ms. LIU FUNG Mei Yee, Mabel

Legal address, registered address and address of head office:

8th Floor, CIMC R&D Centre,

2 Gangwan Avenue,

Shekou, Nanshan District,

Shenzhen.

Guangdong, the PRC

21 October 2022

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED APPOINTMENT OF DIRECTOR; (2) PROPOSED AMENDMENTS TO THE MANAGEMENT SYSTEM OF CONNECTED TRANSACTIONS; AND

(3) FURTHER ADJUSTMENTS TO THE LIMIT OF THE GUARANTEE PLAN FOR 2022

I. INTRODUCTION

References are made to (1) the announcement on the resolution of the eighth meeting in 2022 of the tenth session of the Board of the Company dated 28 September 2022; (2) the announcement of the Company dated 28 September 2022 in relation to the proposed appointment of Director; (3) the announcement on the resolution of the ninth meeting in 2022 of the tenth session of the Board of the Company dated 12 October 2022; (4) the announcement of the Company dated 12 October 2022 in relation to further adjustments to the limit of the guarantee plan for 2022; (5) the announcement on the resolution of the tenth meeting in 2022 of the tenth session of the Board of the Company dated 21 October 2022; (6)

the announcement of the Company dated 21 October 2022 in relation to the proposed amendments to the Management System of Connected Transactions; and (7) the notice of the Third Extraordinary General Meeting for 2022 of the Company dated 21 October 2022. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the announcements.

The purpose of this Circular is to provide the Shareholders with more details on resolutions in relation to, among other things, (1) the proposed by-election of Mr. SUN Huirong as the non-executive Director of the tenth session of the Board; (2) the proposed amendments to the Management System of Connected Transactions; (3) the further update to the Guarantee Plan of the Group for 2022, so that the Shareholders can make informed decisions regarding their voting on the relevant resolutions to be proposed at the Third Extraordinary General Meeting for 2022.

II. PROPOSED APPOINTMENT OF DIRECTOR

On 23 September 2022, the Board received a written resignation from Mr. KONG Guoliang, who has tendered his resignation from the positions of Director, chairman of the risk management committee of the Board and member of the remuneration and appraisal committee of the Board due to job changes. After his resignation from the above-mentioned positions, he will no longer serve in the Company.

On 28 September 2022, the eighth meeting of the tenth session of the Board of the Company in 2022 considered and approved the by-election of Mr. SUN Huirong as the candidate of non-executive Director of the Company's tenth session of the Board. According to the Articles of Association, the proposed by-election of Mr. SUN Huirong as the non-executive Director of the Company's tenth session of the Board shall be submitted to the general meeting of the Company for consideration.

Biographical details of Mr. SUN Huirong are set out as follows:

Mr. SUN Huirong, born in October 1983, a member of the Communist Party of China, holds a master's degree in Finance from Fudan University and is an engineer. He was a senior officer and project manager of Shenzhen Geotechnical Investigation & Surveying Institute Co., Ltd. (深圳市勘察測繪院有限公司); and an investment director of Shenzhen Horizon Investment Management Co., Ltd. (深圳市地平線投資管理有限公司). In June 2015, he joined Shenzhen Capital Holdings Co., Ltd. and successively served as the senior manager and deputy director of the strategic research & mergers and acquisitions department, and the deputy director of the asset management department. He is currently the director of the asset management department and the audit department and also serves as the supervisor. Mr. SUN Huirong is also the director of Shenzhen Nanshan Power Co., Ltd. (深圳南山熱電股份有限公司) (stock code: 000097.SZ), Shenzhen Tagen Group Co., Ltd. (深圳市天健(集團)股份有限公司) (stock code: 000090.SZ), Shenzhen Clou Electronics Co., Ltd. (深圳市科陸電子科技股份有限公司) (stock code: 002121.SZ), Shenzhen Institute of Building Research Co., Ltd. (深圳市建築科學研究院股份有限公司), Shenzhen Newccess Industrial Co., Ltd. (深圳市柳鑫實業股份有限公司), Qianneng Investment Management

Co., Ltd. (乾能投資管理有限公司), Shenzhen Kaihong Digital Industry Development Co., Ltd. (深圳開鴻數字產業發展有限公司), Qianhai Reinsurance Co., Ltd. (前海再保險股份有限公司), and Zhuhai Shenneng Hongwan Electric Power Co., Ltd. (珠海深能洪灣電力有限公司), the chairman of the supervisory committee of Artron Art (Group) Co., Ltd. (雅昌文化(集團)有限公司), Shenzhen Yilian Digital Communication Technology Company Limited (深圳市易聯數通科技有限公司), Shenzhen Wantong Posts and Telecommunication Company Limited (深圳市皖通郵電科技有限公司) and Shenzhen Jingcheng Communication Technology Company Limited (深圳市精誠通訊科技有限公司), the supervisor of China Academy of Science and Technology Development Co., Ltd. (中國科技開發院有限公司), Shenzhen Huijin Intelligent Industry Co., Ltd. (深圳市滙進智能產業有限公司) and Shenzhen Pengkan Investment Co., Ltd. (深圳市鵬瞰投資有限公司).

Save as disclosed above, Mr. SUN Huirong did not serve as a director in any other listed companies in the past three years and does not have any relationship with any Director, supervisor, senior management or substantial or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. SUN Huirong does not have any interest in the shares of the Company and/or its associated corporations as stated in Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Hong Kong Listing Rules, nor any other matters concerning Mr. SUN Huirong that need to be brought to the attention of the Shareholders. Mr. SUN Huirong has not been penalised by the China Securities Regulatory Commission and other relevant authorities and the Shenzhen Stock Exchange, and is not a dishonest person subject to enforcement.

Upon the resolution in relation to the proposed appointment of Mr. SUN Huirong as a Director being approved by the Shareholders at the Third Extraordinary General Meeting for 2022, the Company will enter into a service contract with Mr. SUN Huirong with a term commencing from the date of approval at the general meeting and ending on the expiration of the term of the tenth session of the Board.

The above resolution in relation to the proposed appointment of Director will be proposed at the Third Extraordinary General Meeting for 2022 for Shareholders' consideration and approval by way of ordinary resolution.

III. PROPOSED AMENDMENTS TO THE MANAGEMENT SYSTEM OF CONNECTED TRANSACTIONS

On 21 October 2022, at the tenth meeting in 2022 of the tenth session of the Board of the Company, the Board considered and approved the "Resolution on Amendments to the Management System of Connected Transactions of China International Marine Containers (Group) Co., Ltd.". Proposed amendments to the Management System of Connected Transactions are to be submitted to the general meeting of the Company for consideration.

Based on changes in the actual circumstances of the Company and in accordance with the newly revised Rules Governing the Listing of Securities on the Shenzhen Stock Exchange, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 1 - Standardized Operation of the Companies Listed on the Main Board, Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 7 - Transactions and Connected Transactions, other laws, regulations, and relevant requirements of domestic and overseas securities regulatory authorities, the Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited, the Company proposes to make amendments to certain articles of the Management System of Connected Transactions including the scope of connected persons, types of connected transactions, the entitlement for decision-making of connected transactions and supervision and accountability, and the daily operational and management regulations of the Company's connected transactions will be further refined by the Company's internal system, so as to better facilitate the standardized operation of the Company. The text of the Management System of Connected Transactions proposed to be amended is set out in Appendix I to this Circular.

The above resolution will be proposed at the Third Extraordinary General Meeting for 2022 for Shareholders' consideration and approval by way of ordinary resolution.

IV. FURTHER ADJUSTMENTS TO THE LIMIT OF THE GUARANTEE PLAN FOR 2022

The Company convened the 2021 annual general meeting on 28 June 2022, considered and passed the Resolution Regarding the Guarantee Plan of CIMC in 2022, and agreed that the total amount of the Group's guarantee plan for 2022 would be RMB85,000 million, among which, the total balance of the guarantee in 2022 was RMB55,000 million, and the limit of special guarantees was RMB30,000 million. The Company convened the second extraordinary general meeting for 2022 on 28 September 2022, considered and passed the Resolution on Update to the Guarantee Plan of CIMC in 2022, and adjusted the limit of the guarantee plan for 2022 on the basis that the total balance of the guarantee in 2022 of RMB55,000 million, and the limit of special guarantees of RMB30,000 million considered and approved at the 2021 annual general meeting remain unchanged. For the relevant information, please refer to the announcements published by the Company on the websites of cninfo (www.cninfo.com.cn) and the Company (www.cimc.com) (Announcement Nos.: [CIMC]2022–015, [CIMC]2022–050, [CIMC]2022–086 and [CIMC]2022–095) and the

announcements published on the HKEX website of Hong Kong Stock Exchange (http://www.hkexnews.hk) on 28 March 2022, 28 June 2022, 7 September 2022 and 28 September 2022.

The Company's original controlling subsidiary, C&C Trucks Co., Ltd. (hereinafter referred to as "C&C Trucks") has introduced strategic investors and restructured, and C&C Trucks will become an associated company of the Company upon completion of the transaction. For the relevant information, please refer to the announcement published by the Company on the websites of cninfo (www.cninfo.com.cn) and the Company (www.cimc.com) (Announcement No.: [CIMC]2022–098) and the announcement published on the HKEX website of Hong Kong Stock Exchange (http://www.hkexnews.hk) on 12 October 2022. In view of the impact of the introduction of strategic investors by C&C Trucks, the Company intends to make further adjustments to the limit of the guarantee plan for 2022 on the basis that the total balance of the guarantee in 2022 of RMB55,000 million, and the limit of special guarantees of RMB30,000 million considered and approved at the aforementioned general meeting remain unchanged. Such matter has been considered and approved at the ninth meeting in 2022 of the tenth session of the Board of the Company, and are to be submitted to the general meeting of the Company for consideration. It is hereby announced as follows:

(I) Further Adjustments to the Limit of the Guarantees

1. Set out below are the adjustments to guarantees provided by the Company for the 2022 financial institution credit facilities and projects of subsidiaries within the scope of its consolidated financial statements:

Before the adjustments:

The total balance of guarantees proposed to be provided by the Company for the 2022 financial institution credit facilities and projects of subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB27,000 million, in which, the total balance of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB23,000 million, and the total balance of guarantees to be provided to companies with gearing ratio of less than 70% (inclusive) should not exceed the equivalent of RMB4,000 million.

After the adjustments:

The total balance of guarantees proposed to be provided by the Company for the 2022 financial institution credit facilities and projects of subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB26,600 million, in which, the total balance of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB22,600 million, and the total balance of guarantees to be provided to companies with gearing ratio of less than 70% (inclusive) should not exceed the equivalent of RMB4,000 million.

2. Set out below are the adjustments to guarantees provided by subsidiaries of the Company for the 2022 financial institution credit facilities and projects of the Company or subsidiaries within the scope of its consolidated financial statements:

Before the adjustments:

The total balance of guarantees to be provided by subsidiaries of the Company for the 2022 financial institution credit facilities and projects of the Company or subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB16,425 million, in which, the total balance of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB12,725 million, and the total balance of guarantees to be provided to companies with gearing ratio of less than 70% (inclusive) should not exceed the equivalent of RMB3,700 million.

After the adjustments:

The total balance of guarantees to be provided by subsidiaries of the Company for the 2022 financial institution credit facilities and projects of the Company or subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB16,192 million, in which, the total balance of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB12,592 million, and the total balance of guarantees to be provided to companies with gearing ratio of less than 70% (inclusive) should not exceed the equivalent of RMB3,600 million.

3. Set out below are adjustments to the guarantees provided by the Company and subsidiaries within the scope of its consolidated financial statements for associated companies and joint ventures and their subsidiaries for their financing activities:

Before the adjustments:

The total balance of guarantees provided by the Company and subsidiaries within the scope of its consolidated financial statements for associated companies and joint ventures for their financing activities is not exceeding the equivalent of RMB6,700 million. Details are as follows:

No.	Name of company	Total balance of guarantees (Equivalent: RMB/a hundred million)
1	Shenzhen CIMC Industry & City Development	
	Group Co., Ltd.	13
2	CIMC Financial Leasing Co., Ltd.	48
3	Angang CIMC (Yingkou) New Energy	
	Technology Co., Ltd.	3
4	Yichuan Tianyun Clean Energy Co., Ltd.	2
5	Zhaoqing Runqing Water Transportation	
	Limited	1
	Total	67

After the adjustments:

The total balance of guarantees provided by the Company and subsidiaries within the scope of its consolidated financial statements for associated companies and joint ventures for their financing activities is not exceeding the equivalent of RMB8,333 million. Details are as follows:

No.	Name of company	Total balance of guarantees (Equivalent: RMB/a hundred million)
1	Shenzhen CIMC Industry & City Development	
	Group Co., Ltd.	13
2	CIMC Financial Leasing Co., Ltd.	48
3	Angang CIMC (Yingkou) New Energy	
	Technology Co., Ltd.	3
4	Yichuan Tianyun Clean Energy Co., Ltd.	2
5	Zhaoqing Runqing Water Transportation	
	Limited	1
6	C&C Trucks Co., Ltd.	
	(集瑞聯合重工有限公司) ^(note)	16.33
	Total	83.33

Note: The Company's original controlling subsidiary, C&C Trucks, will become an associated company of the Company after the completion of its introduction of strategic investors and restructuring, the limit of this guarantee plan is therefore needed to be adjusted accordingly. For details, please refer to the announcement published by the Company on the websites of cninfo (www.cninfo.com.cn) and the Company (www.cimc.com) (Announcement No.: [CIMC]2022–098) and the announcement published on the HKEX website of Hong Kong Stock Exchange (http://www.hkexnews.hk) on 12 October 2022.

4. Set out below are adjustments to the guarantees in favour of banks and non-bank financial institutions provided by a subsidiary and its subsidiaries for their customers:

Before the adjustments:

The total balance of guarantees in favour of banks and non-bank financial institutions provided by a subsidiary and its subsidiaries for their customers is not exceeding the equivalent of RMB4,875 million. Details are as follows:

		Total balance
No.	Name of company	of guarantees
		(Equivalent:
		RMB/a
		hundred
		million)
1	CIMC Vehicles (Group) Co., Ltd.	36
2	Shaanxi CIMC Vehicles Industrial Park	
	Investment Development Co., Ltd.	0.2
3	Kunming CIMC Vehicle Industrial Park	
	Development Co., Ltd.	0.4
4	C&C Trucks Co., Ltd.	10
5	CIMC Wetrans Logistics Technology (Group)	
	Co., Ltd.	2
6	CIMC IOT Technology Co., Ltd.	0.15
	Total	48.75

After the adjustments:

The total balance of guarantees in favour of banks and non-bank financial institutions provided by a subsidiary and its subsidiaries for their customers is not exceeding the equivalent of RMB3,875 million. Details are as follows:

No.	Name of company	Total balance of guarantees (Equivalent: RMB/a hundred million)
1	CIMC Vehicles (Group) Co., Ltd.	36
2	Shaanxi CIMC Vehicles Industrial Park	
	Investment Development Co., Ltd.	0.2
3	Kunming CIMC Vehicle Industrial Park	
	Development Co., Ltd.	0.4
4	CIMC Wetrans Logistics Technology (Group)	
	Co., Ltd.	2
5	CIMC IOT Technology Co., Ltd.	0.15
	Total	38.75

- 5. The general meeting of the Company approves that the limit of special guarantees of RMB30,000 million remains unchanged, which represent guarantees to be provided by the Company or China International Marine Containers (Hong Kong) Limited for CIMC Fortune Holdings Limited with respect to its financial institution credit facilities and projects in 2022 and by the Company for China International Marine Containers (Hong Kong) Limited with respect to its financial institution credit facilities and projects in 2022.
- 6. New associated companies for guarantee of CIMC are listed in the Appendix II:

The list of companies approved by the guarantee resolution in 2022 continues to take effect. The list considered herein is the list of new associated companies.

7. Validity

The validity of the guarantee will expire at the date of annual general meeting in respect of the guarantee in 2023.

According to Chapter 14 of the Hong Kong Listing Rules, if the applicable percentage ratios of providing financial assistance to each associated company exceed 5%, the Company will comply with the reporting, announcement, and shareholders' approval requirements, if applicable, under the Hong Kong Listing Rules in a timely manner.

(II) Basic Information of Major Companies Involved with Adjustments to Guarantee Limits

Name of Company: C&C Trucks Co., Ltd. (basic information before

restructuring)

Date of Establishment: 12 March 2009

Registered Address: No. 8 Huadian Avenue, Sanshan District, Wuhu

City, Anhui Province

Legal Representative: Li Yinhui

Registered Capital: RMB1,570 million

Shareholding Percentage: The Company holds 73.89% of its equity

interest

Business Scope:

Research and development, manufacturing, assembly and sales of automotive chassis, heavy, medium and light vehicle series products; production and sales of engineering machinery, electromechanical products and spare parts, auto parts (excluding engines); manufacture and sales of agricultural transport vehicles and their spare parts, agricultural machinery and its spare parts and chains; automobile modification and sales; repair of automobiles, outboard engines and agricultural export of three-wheeled machinery; four-wheeled agricultural transport vehicles; export business of the products self-produced by the enterprise; import and export business of raw and auxiliary materials, instrument and apparatus, machinery and equipment and spare parts required for the production of the enterprise; technical services and technology transactions and import of technique.

Key Financial Indicators:

As audited, as at 31 December 2021, total assets reached RMB2,683,453,330; total liabilities amounted to RMB3,472,305,740; net asset attributable to the parent company amounted to RMB-788,852,410. In 2021, revenue amounted to RMB1,507,957,990, and net profit attributable to the parent company amounted to RMB-484,830,770.

As at 31 August 2022, total assets reached RMB2,298,967,450; total liabilities amounted to RMB3,721,164,230; net asset attributable to the parent company amounted to RMB-1,422,196,780. From January to August 2022, revenue amounted to RMB579,190,120, and net profit attributable to the parent company amounted to RMB-183,344,370. The above data is unaudited.

(III) The Group's Management of Guarantees

The Company follows the requirements on the management of listed companies' guarantees, and all guarantee businesses are conducted on the condition that the Company and its subsidiaries should provide guarantees for invested controlling subsidiaries, associated companies and joint ventures under the guarantee plan for 2022 according to the shareholding ratio. If it is necessary to provide guarantees that exceed the shareholding ratio, other Shareholders of the guaranteed entity must provide counter guarantees to the Company and its subsidiaries based on the shareholding ratio, and bear the corresponding capital risk and joint liability according to their respective shareholdings.

When the Company provides guarantees for controlling subsidiaries, subsidiaries and associated companies, the minority Shareholders should bear the corresponding capital risk and dynamic change of the company's gearing ratio according to their respective capital contribution ratios, and, if necessary, the financial management department of the Company takes the responsibility of monitoring and managing matters including the signing of counter guarantee agreements.

(IV) Opinions of Independent Directors

Independent Directors of the Company are of the view that the Company's further update to the Guarantee Plan of CIMC for 2022 is based on business needs and in accordance with the requirements of relevant laws and regulations and the Articles of Association, and the review and voting procedures of the Company's external guarantees are in accordance with the requirements of relevant laws and regulations and the Articles of Association and without prejudice to the interests of the Company and the Shareholders, in particular, the minority Shareholders.

(V) Total Amount of External Guarantees and Overdue Guarantees Provided by the Group

As at 31 August 2022, the total guarantee balance of the Company and its controlling subsidiaries amounted to RMB46,435,169,000 (including limit of special guarantees), accounting for 102.92% of the audited net asset attributable to the parent company for 2021, among which, the balance of guarantees provided by the Company and its controlling subsidiaries for entities not covered by the consolidated financial statements totaled RMB5,012,758,000, accounting for 11.11% of the audited net asset attributable to the parent company for 2021.

The Company and its controlling subsidiaries neither had overdue guarantees nor had guarantee amount involved in lawsuits or guarantee amount that should be borne due to failure in lawsuit.

The abovementioned resolution will be put forward for consideration and approval by the Shareholders at the Third Extraordinary General Meeting for 2022 as a special resolution.

V. THIRD EXTRAORDINARY GENERAL MEETING FOR 2022

The Third Extraordinary General Meeting for 2022 of the Company will be held on 14 November 2022 to consider, and if thought fit, pass the resolutions as set out in the notice of the Third Extraordinary General Meeting for 2022. To the Directors' knowledge, as at the Latest Practicable Date, none of the Shareholders is required to abstain from voting on all resolutions at the Third Extraordinary General Meeting for 2022.

A form of proxy for use at the Third Extraordinary General Meeting for 2022 has been sent together with a notice convening the Third Extraordinary General Meeting for 2022 dated 21 October 2022. Whether or not the Shareholders intend to be present at the Third Extraordinary General Meeting for 2022, they are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the branch registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for holding the Third Extraordinary General Meeting for 2022 or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not prevent the Shareholders from attending and voting at the Third Extraordinary General Meeting for 2022 or adjourned meeting (as the case may be) if they so wish.

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules and the Articles of Association, the resolutions to be put forward at the Third Extraordinary General Meeting for 2022 will be voted on by the Shareholders by way of poll.

VI. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the proposed resolutions are in the interest of the Company and the Shareholders as a whole. None of the Directors abstained from voting on these Board resolutions. The Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the forthcoming Third Extraordinary General Meeting for 2022.

VII. RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of providing information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this Circular or any statement herein misleading.

The Chinese text of this Circular shall prevail over the English text in the event of inconsistency.

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

Joint Company Secretary

CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.

THE MANAGEMENT SYSTEM OF CONNECTED TRANSACTIONS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate related-party/connected (hereinafter referred to as "connected") transactions of China International Marine Containers (Group) Co., Ltd. (hereinafter referred to as the "Company") and safeguard the legitimate rights and interests of the Company and uninterested Shareholders, the System has been formulated in accordance with the Company Law of the People's Republic of China, Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), relevant rules governing the listing of securities or shares (hereinafter referred to as the "Listing Rules") of the stock exchanges on which the shares of the Company are listed (the Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited, hereinafter referred to as the "SZSE" and the "Stock Exchange", respectively) and other laws, regulations and regulatory documents, and relevant provisions of Articles of Association of China International Marine Containers (Group) Co., Ltd. (hereinafter referred to as the "Articles of Association"), taking into consideration of the actual situation of the Company.

Article 2 Connected transactions of the Company shall comply with the principles of good faith, equality, voluntary participation, impartiality, openness and fairness, shall not prejudice the interests of the Company and uninterested Shareholders, and connected Directors and connected Shareholders shall abstain from voting.

Article 3 The office of the secretary to the Board of the Company is responsible for organizing management of the Company's connected transactions and is jointly responsible for management of the Company's connected transactions with the financial management department and the audit and supervision department in accordance with their respective duties.

Article 4 The Company shall determine the list of connected parties of the Company in accordance with the Listing Rules of the SZSE and the Stock Exchange and other relevant provisions and make timely updates. In the event of a transaction between the Company and its controlling subsidiaries, the relevant responsible person shall exercise prudence in determining whether the transaction constitutes a connected transaction. If so, such person shall perform the review, approval and reporting obligations within his/her respective scope of authority.

Article 5 A written contract or agreement shall be signed for a connected transaction between the Company and its related/connected persons (hereinafter referred to as "connected persons") to specify the rights, obligations and legal responsibilities of both parties.

Article 6 A connected transaction of the controlling subsidiaries of the Company as mentioned in Chapter 2 of the System shall be regarded as a connected transaction of the Company, and the provisions of the System shall apply.

Article 7 The Company implements categorized management for connected transactions, determines the scope of connected persons and the type of connected transactions in accordance with the Listing Rules of the SZSE and the Stock Exchange and other relevant laws and regulations, and performs the procedures of approval and information disclosure for connected transactions in accordance with relevant requirements.

CHAPTER 2 CONNECTED PERSONS AND CONNECTED TRANSACTIONS

Article 8 Connected persons of the Company include connected legal persons (or other organizations) and connected natural persons.

Article 9 Legal person(s) or other organizations under any of the following circumstances are connected legal person(s) (or other organizations) of the Company:

- (1) legal person(s) (or other organizations) directly or indirectly controlling the Company;
- (2) legal person(s) (or other organizations), other than the Company and its controlling subsidiaries, directly or indirectly controlled by legal person(s) (or other organizations) stated above;
- (3) legal person(s) (or other organizations), other than the Company and its controlling subsidiaries, directly or indirectly controlled by the connected natural person(s) of the Company, or serving as directors (excluding independent directors who concurrently serve both parties) or senior management;
- (4) legal person(s) (or other organizations) and person(s) acting in concert holding more than 5% of the Company's shares;
- (5) legal person(s) (or other organizations) who satisfied or will satisfy one of the circumstances as stated in items (1) to (4) of this Article during the last 12 months or within the next 12 months pursuant to relevant agreements or arrangements;
- (6) other legal person(s) (or other organizations) stipulated by the Listing Rules of the Stock Exchange, and determined under the "substance over form" principle by the domestic and overseas securities regulatory authorities, the SZSE, the Stock Exchange or the Company as having special connections with the Company, which may or has resulted the Company's tilting in its/his/her favor.

Article 10 If the Company and the legal person(s) (or other organizations) listed in item (2) of Article 9 of the System are controlled by the same state-owned assets administration institution and the circumstance described in that item is thereby constituted, there shall be no connected relationship, except where the legal representative, chairman, general manager or more than half of the directors of the legal person(s) concurrently serve as the directors, supervisors or senior management personnel of the Company.

Article 11 Natural person(s) under any of the following circumstances are connected natural person(s) of the Company:

- (1) natural person(s) directly or indirectly holding more than 5% of the shares of the Company;
- (2) directors, supervisors and senior management personnel of the Company;
- (3) directors, supervisors and senior management personnel directly or indirectly controlling the legal person(s) (or other organizations) of the Company;
- (4) a close family member of the persons stated in items (1) and (2) of this Article, including: spouse, parents and parents-in-law, brothers and sisters and spouses thereof, children aged 18 or above and spouses thereof, brothers and sisters of spouses and parents of children' spouses;
- (5) natural person(s) who satisfied or will satisfy one of the circumstances as stated in items (1) to (4) of this Article during the last 12 months or within the next 12 months pursuant to relevant agreements or arrangements;
- (6) other natural person(s) stipulated by the Listing Rules of the Stock Exchange, and determined under the "substance over form" principle by the domestic and overseas securities regulatory authorities, the SZSE, the Stock Exchange or the Company as having special connections with the Company, which may or has resulted the Company's tilting in its/his/her favor.

Article 12 The connected transactions stipulated in the System represent the transfer of resources or obligations between the Company or its controlling subsidiaries and its connected persons, including:

- (1) purchase or disposal of assets;
- (2) investments (including entrusted financing, investments in subsidiaries, etc.);
- (3) provision of financial assistance (including entrusted loans, etc.);
- (4) provision of guarantee;

- (5) lease or rental of assets;
- (6) entrusted or contracted asset and business management;
- (7) donating or receiving assets as a gift;
- (8) debt or debt restructuring;
- (9) transferring or being transferred research and development projects;
- (10) entering into authorization agreements;
- (11) waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution and other rights);
- (12) purchase of raw materials, fuel and power;
- (13) sale of products and commodities;
- (14) provision or receipt of labor services;
- (15) sale by other persons engaged by the Company or sale by the Company engaged by other persons;
- (16) deposit services and loan services;
- (17) joint investment with connected persons;
- (18) other transactions that may result in transfer of resources or obligations under an agreement;
- (19) other transactions authenticated by the domestic and overseas securities regulatory authorities, the SZSE, the Stock Exchange as connected transactions.

CHAPTER 3 INTERNAL CONTROL PROCEDURES AND DISCLOSURE OF CONNECTED TRANSACTIONS

Article 13 When the Company conducts connected transactions, which are referred to in Article 15 of the System, with connected persons, the Board of the Company shall, after any related resolutions adopted by the Board or passed at a Shareholders' general meeting, timely fulfill its information disclosure obligation in accordance with the requirements of the Listing Rules of the SZSE and the Stock Exchange.

Article 14 When the Company considers connected transactions, it shall have a detailed understanding of the actual status of the subject matter of the transaction and the credit records, credit status and contract performance ability of the counterparty of a transaction; carefully assess the necessity and reasonableness of relevant transactions, the adequacy of the pricing basis, the fairness of the transaction price and the impacts on the Company; focus on whether there is an unclear ownership of the subject matter of the transaction, the unclear contract performance ability of the counterparty of a transaction or the unclear transaction price; and engage an intermediary as required under the Listing Rules of the SZSE and the Stock Exchange to conduct audit or valuation on the subject matter of such transaction. The counterparty of a transaction shall cooperate with the Company to fulfill the corresponding consideration procedures and information disclosure obligation.

Article 15 The scope of decision-making powers of the Company regarding the connected transactions are as follows:

The following connected transactions are subject to the consideration and approval of the Board of the Company:

- (1) any connected transaction between the Company and the connected natural person(s) involving an amount exceeding RMB300,000;
- (2) any connected transaction between the Company and the connected legal person(s) (or other organizations) involving an amount exceeding RMB3 million and accounting for over 0.5% of the absolute value of the latest audited net assets of the Company;
- (3) any connected transaction (other than guarantees provided) between the Company and the connected person involving an amount exceeding RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company, which shall also be considered and approved by a Shareholders' general meeting of the Company after the consideration and approval of the Board of the Company;
- (4) any guarantee provided to the connected person by the Company shall also be considered and approved by a Shareholders' general meeting of the Company after the consideration and approval of the Board of the Company;
- (5) other connected transactions which shall be considered and approved by the Board of the Company as required by the laws and regulations, rules of the SZSE and the Stock Exchange and systems formulated separately by the Company.

The following connected transactions are subject to the consideration and approval of a Shareholders' general meeting of the Company:

- (1) any connected transaction (other than guarantees provided) between the Company and the connected person involving an amount exceeding RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company;
- (2) any guarantee provided to the connected person by the Company;
- (3) other connected transactions which shall be considered and approved by a Shareholders' general meeting of the Company as required by the laws and regulations, rules of the SZSE and the Stock Exchange and systems formulated separately by the Company.

The decision-making procedures of other connected transactions not required to be considered or approved by the Board or a Shareholders' general meeting of the Company, shall be conducted in accordance with the laws and regulations, rules of the SZSE and the Stock Exchange and systems formulated separately by the Company.

Article 16 Substantial connected transactions (representing the connected transactions proposed to be entered into between the Company and a connected person with an aggregate amount exceeding RMB3 million or accounting for over 5% of the latest audited net assets value of the Company) shall be approved by independent directors before the submission to the Board of the Company for consideration.

Article 17 As for any connected transaction between the Company and the connected person involving an amount exceeding RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company, if the subject matter of the transaction is the Company's equity, the Company shall engage an accounting firm as required under the Securities Law to audit the financial and accounting reports of the subject matter of the transaction for the latest recent year and period; if the subject matter of the transaction is other asset other than the equity interest, the Company shall engage an asset appraisal firm as required under the Securities Law to conduct a valuation.

Any transaction between the Company and the connected person falls into any of the following circumstances may be exempted from audit or valuation:

- (1) ordinary connected transactions;
- (2) where the connected person and other parties contribute the capital in cash and their respective shareholdings in the investor will be determined in accordance with their proportions of the capital contribution;
- (3) other circumstances as stipulated by the SZSE or the Stock Exchange.

Article 18 For provision of guarantee to a connected person by the Company, in addition to the consideration and approval by more than half of all non-connected directors, it is also subject to the consideration, approval and resolution by more than two-thirds of the non-connected directors present at the meeting of the Board, and shall be submitted to a Shareholders' general meeting for consideration. Where the Company provides guarantees to its controlling Shareholders, de facto controllers and their connected persons, the controlling Shareholders, de facto controllers and their connected persons shall provide counter-guarantee.

Article 19 The Company shall not provide funds and other financial assistance to the connected legal person(s) (or other organizations) and connected natural person(s). Where other Shareholders of the Company's affiliated joint-stock company (excluding controlling Shareholders, de facto controllers of the Company and the entities controlled by their connected person) provide financial assistance on the same conditions in proportion to their capital contributions, the Company may provide financial assistance to such affiliated joint-stock company, which shall be subject to the consideration and approval by more than half of all non-connected directors, as well as the consideration and approval by more than two-thirds of the non-connected directors present at the meeting of the Board, and shall be submitted to a Shareholders' general meeting for consideration. "Affiliated joint-stock company" defined in this Article refers to the connected legal person(s) of the Company (or other organizations) that the Company involves in and is subject to Article 9 of the System.

Article 20 When the Board of the Company considers matters relating to connected transactions, the connected directors shall abstain from voting nor can he/she exercise any voting rights on behalf of others directors. The Board meeting may be held if it is quorated by more than one half of the non-connected directors. Resolutions of the Board meeting shall be passed by more than one half of the non-connected directors. If the number of non-connected directors present at the Board meeting is less than three, such matter shall be put forward to a Shareholders' general meeting for discussion and consideration.

Connected directors referred to in the paragraph above include those who are under one of the following circumstances:

- (1) the counterparty of a transaction;
- (2) holding a position in the counterparty of a transaction, or in any legal person or other organization that can directly or indirectly control the counterparty of a transaction, or any legal person or other organization that can be directly or indirectly controlled by the counterparty of a transaction;
- (3) direct or indirect controller of the counterparty of a transaction;
- (4) being a close family member of the counterparty of a transaction or its direct or indirect controller;

- (5) being a close family member of the counterparty of a transaction or the directors, supervisors and senior management of its direct or indirect controller;
- (6) being such person, whose independent business judgment may be affected due to other reasons as identified by domestic and overseas securities regulatory authorities, the SZSE, the Stock Exchange or the Company.

Article 21 When a Shareholders' general meeting of the Company considers matters relating to connected transactions, the connected Shareholders shall abstain from voting nor can he/she exercise any voting rights on behalf of others directors.

Connected Shareholders referred to in the paragraph above include those who are under one of the following circumstances:

- (1) the counterparty of a transaction;
- (2) direct or indirect controller of the counterparty of a transaction;
- (3) directly or indirectly controlled by the counterparty of a transaction;
- (4) together with the counterparty of a transaction, directly or indirectly controlled by the same legal person (or other organization) or natural person(s);
- (5) holding a position in the counterparty of a transaction, or in any legal person or other organization that can directly or indirectly control the counterparty of a transaction, or any legal person or other organization that can be directly or indirectly controlled by the counterparty of a transaction;
- (6) being a close family member of the counterparty of a transaction and its direct or indirect controller:
- (7) a Shareholder whose voting right is restricted or affected because of incomplete performance of equity transfer agreement or other agreement with the counterparty of a transaction or its connected person;
- (8) a Shareholder authenticated by the domestic and overseas securities regulatory authorities, the SZSE or the Stock Exchange that may cause the Company's interests to be biased in his/her favor.

Article 22 Connected transactions matters relating to daily operations between the Company and the connected person as referred to in the items (12) to (16) of Article 12 of the System, shall be timely disclosed and comply with corresponding consideration procedures in accordance with the requirements of the Listing Rules of the SZSE and the Stock Exchange:

- (1) for the daily connected transactions concluded for the first time, the Company shall sign a written agreement with the connected person, and fulfill the consideration procedure and make a timely disclosure in accordance with the transaction amount involved in the agreement; in case of no specific transaction amount in the agreement, it shall be submitted to a Shareholders' general meeting for consideration;
- (2) for a large number of daily connected transactions concluded each year, if it is difficult to submit each agreement to the Board or a Shareholders' general meeting for consideration pursuant to the provision of item (1) in this Article due to the need to frequently enter into new daily connected transaction agreements, the Company may, based on the type of transactions, make reasonable estimation of the annual amount of such daily connected transactions, and comply with the consideration procedure and make a timely disclosure. Where the actual amount exceeds the estimated amount, it shall comply with the consideration procedure based on the excess amount and make a timely disclosure;
- (3) if the major terms of the agreement are changed significantly during the implementation or the agreement needs to be renewed upon expiration, the Company shall comply with the consideration procedure and make a timely disclosure in accordance with the transaction amount involved in the newly revised or renewed agreements;
- (4) if the term of an agreement of a daily connected transaction between the Company and a connected person exceeds three years, the Company shall re-perform the consideration procedures and disclosure obligation every three years. The Company shall disclose the actual implementation of daily connected transactions in a classified summary in accordance with requirements on regular reporting of the domestic and overseas securities regulatory authorities, the SZSE or the Stock Exchange.

Where the domestic and overseas securities regulatory authorities, the SZSE or the Stock Exchange have any other provisions on the daily connected transactions or continuing connected transactions, such provisions shall prevail.

Article 23 The following connected transactions of the Company conducted within 12 consecutive months shall be subject to the principle of accumulative calculation:

(1) transactions with the same connected person;

(2) transactions with different connected person for the same subject matter of the transactions.

The aforementioned same connected person includes other connected person that are controlled by the same entity or have a relationship of equity control with such connected person.

Where the domestic and overseas securities regulatory authorities, the SZSE or the Stock Exchange have provisions otherwise, such provisions shall prevail.

Article 24 Above transactions that have fulfilled corresponding obligations after the accumulative calculation cease to be included in the scope of accumulative calculation. Where the domestic and overseas securities regulatory authorities, the SZSE or the Stock Exchange have provisions otherwise, such provisions shall prevail.

Article 25 Consideration and disclosure obligation for connected transactions may be waived for the following connected transactions entered into between the Company and its connected person. But those under the requirements of the Listing Rules of the SZSE and the Stock Exchange shall still fulfill the corresponding disclosure obligation and consideration procedure:

- (1) when one party subscribes in cash for shares and derivative products, corporate bonds or enterprise bonds of the other party under the public offering, except where connected parties are included in pre-determined issuing targets;
- (2) when one party acts as a member of the underwriting syndicate to underwrite shares and derivative products, corporate bonds or enterprise bonds of the other party under the public offering;
- (3) when one party collects dividends, bonus or returns according to the resolution passed at a Shareholders' general meeting of the other party;
- (4) when the listed companies provide products and services to connected natural persons stipulated under items (2) to (4) in Article 11 of the System on the trading conditions same as those with non-connected person;
- (5) other situations recognized by the SZSE or the Stock Exchange.

Article 26 In principle, the pricing of connected transactions of the Company shall not deviate from those of the independent third party in the market. If the reference of pricing is difficult to compare or is limited, the standards for the cost and profit of such connected transactions shall be clearly stated in contracts. The Company shall make sufficient disclosures regarding the pricing basis for connected transactions.

CHAPTER 4 SUPERVISION AND ACCOUNTABILITY

Article 27 The audit and supervision department shall conduct an inspection of the implementation of the connected transactions at least once semi-annually, issue an inspection report and submitted it to the audit committee.

Article 28 The supervisory committee may check the inspection report issued by the audit and supervision department on connected transactions, and if any abnormalities are found, it may request the audit and supervision department or the relevant business department to explain. The directors, supervisors, senior management and relevant personnel of the Company shall be held responsible for their breach of provisions of the System, and shall be liable for compensation for any losses incurred.

Article 29 The directors, supervisors and senior management of the Company have the obligation to stay alert as to appropriation of interests of the Company by connected parties, such as misappropriation of funds.

Article 30 For any losses or possible losses caused to the Company by any appropriation or transfer of funds, assets and other resources of the Company by connected parties, the Board of the Company shall timely take protective measures such as litigations, property preservations to avoid or reduce losses, and relevant personnel shall be held responsible.

CHAPTER 5 SUPPLEMENTAL PROVISIONS

Article 31 All references to "more than" in the System shall be inclusive of the stated figure; all references to "exceed" and "over" shall be exclusive of the stated figure.

Article 32 All references to "timely" mean within two trading days from the commencement date or the disclosure time as stipulated by the Listing Rules of SZSE and the Stock Exchange.

Article 33 The matters not covered in the System shall be implemented in accordance with the relevant national laws and regulations of securities, the Listing Rules of the SZSE and the Stock Exchange and the Articles of Association.

Article 34 The System shall be interpreted by the Board of the Company.

Article 35 The System come into effect after approval by the general meeting of the Company.

LIST OF NEW ASSOCIATED COMPANIES OF CIMC FOR GUARANTEES

LIST OF NEW ASSOCIATED COMPANIES OF CIMC FOR GUARANTEES:

No.	Name of company	Percentage of shareholdings (Upon completion of the restructuring)
1	C&C Trucks Co., Ltd.	35.42%
2	Wuhu Kaking Technology Co., Ltd. (蕪湖佳景科技有限公司)	35.42%
3	Anhui United Feicai Vehicle Co., Ltd. (安徽聯合飛彩車輛有限公司)	35.42%
4	C&C Trucks Marketing Service Co., Ltd. (集瑞聯合卡車營銷服務有限公司)	35.42%