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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)**

**DISCLOSEABLE TRANSACTION  
PROPOSED PURCHASE OF WEALTH MANAGEMENT PRODUCTS**

**INTRODUCTION**

The Board is pleased to announce that, on 28 March 2023, the Board considered and approved that the Group may, on the premise of not affecting the capital requirements for normal operation and ensuring the safety of funds, carry out fund management business with its temporarily idle self-owned funds. The balance of funds to be invested for wealth management shall not exceed RMB7 billion, and the duration of the entrusted wealth management limit shall not exceed 12 months from the date of consideration and approval by the Board.

**HONG KONG LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio calculated under Rule 14.07 of the Hong Kong Listing Rules in respect of the proposed fund management business transaction of the Group exceeds 5% but is less than 25%, the proposed transaction, if implemented, will constitute a discloseable transaction of the Company, which shall be subject to the reporting and announcement requirements, but is exempt from the independent shareholders' approval requirement under Chapter 14 of the Hong Kong Listing Rules.

## OVERVIEW

In order to further improve the use efficiency of temporarily idle self-owned funds and increase capital income, the Company considered and approved at the fifth meeting in 2022 of the tenth session of the Board on 29 August 2022, that the Group was agreed to carry out fund management business with temporarily idle self-owned funds. The balance of funds to be invested for wealth management shall not exceed RMB7 billion, and the maximum duration of a single investment shall not exceed 12 months in principle (the “**Previous Considered Matter**”).

On 28 March 2023, it was considered and approved at the fourth meeting in 2023 of tenth session of the Board of the Company, that the Group was agreed to continue to carry out fund management business with temporarily idle self-owned funds on the premise of not affecting the capital requirements for normal operation and ensuring the safety of funds. The balance of funds to be invested for wealth management shall not exceed RMB7 billion, and the maximum duration of a single investment shall not exceed 12 months in principle. Upon the consideration and approval by the Board, this authorization will, once taking effect, supersede the Previous Considered Matter. Details of which are as follows:

### ENTRUSTED WEALTH MANAGEMENT

#### **1. Purpose of entrusted wealth management**

In order to create more value from the Group’s temporarily idle funds and enhance the overall capital income, the Group intends to use the temporarily idle funds to carry out fund management business on the premise of ensuring the capital requirements for daily operation of the Group and not affecting the development of its principal businesses.

#### **2. Limit of entrusted wealth management**

The balance of funds for entrusted wealth management shall not exceed RMB7 billion, the balance is used on a rolling basis, and the maximum duration of a single investment shall not exceed 12 months in principle.

#### **3. Investment method of entrusted wealth management**

The Group will strictly control risks in accordance with relevant requirements, conduct strict evaluation and selection of wealth management products, and choose lower-risk level wealth management products with relatively high security, good liquidity, stable product risk rating, and relatively high investment returns, including structured deposits, low-risk fixed-income wealth management products. At present, the expected annualized rate of return of the same type of wealth management products in the market is between 1% and 6%.

#### **4. Investment duration**

The duration of the entrusted wealth management limit shall be within 12 months from the date of consideration and approval by the Board.

## **5. Source of funds**

The funds used for entrusted wealth management are the temporarily idle self-owned funds of the Group. The source of funds is legal and compliant, and does not involve the use of raised funds.

## **6. Cooperative institutions**

The Group plans to choose large state-owned banks, joint-stock commercial banks and other financial institutions as cooperative institutions with large scale, sound financial conditions, high profitability, high credit rating, no poor credit record, strong contract performance ability, ability to ensure capital security, strong capital operation ability, and which have more cooperation with the Group's daily business operations. There will be no related relationship/connected relationship between the cooperative institutions and the Company in terms of property rights, business, assets, creditor's rights and debts, personnel, etc., nor are they related/connected parties of the Company. Their ultimate beneficial owners are third parties independent of the Company and its connected persons.

## **BENEFITS AND IMPACTS OF FUND MANAGEMENT BUSINESS**

The entrusted wealth management carried out by the Group aims to improve the use efficiency of funds and increase the income of cash assets. The Group's use of temporarily idle self-owned funds to purchase wealth management products is conducted on the premise of ensuring the capital requirements for daily operation of the Group. The Group has fully estimated and measured the risks and returns of the entrusted wealth management products as well as the future capital requirements, which will not affect the normal operation of the daily operation funds and the development of the principal businesses. The entrusted wealth management funds are safe and controllable, which is conducive to enhancing the return of its self-owned funds and will not adversely affect the daily operation of the Group.

In accordance with Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments, Accounting Standards for Business Enterprises No. 37 – Presentation of Financial Instruments and other relevant regulations and guidelines of the Ministry of Finance, the Group will carry out the corresponding accounting treatment and presentation of the contemplated wealth management and investment business.

The Directors are of the view that the proposed subscription of wealth management products shall be on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **CONSIDERATION BY THE COMPANY**

The resolution on the use of the Group's temporarily idle self-owned funds for fund management business was considered and approved at the fourth meeting in 2023 of the tenth session of the Board of the Company on 28 March 2023, and the independent Directors of the Company expressed their relevant opinions. The matter is within the decision-making authority of the Board and is not required to be submitted to the general meeting of the Company for consideration and approval, and does not constitute a related party transaction.

The Board authorises Mr. MAI Boliang, the Chairman and CEO, or his authorised person to review and approve the fund management business within the wealth management limit approved by the Board, and sign all relevant documents for the project.

## **OPINIONS OF INDEPENDENT DIRECTORS**

The independent Directors of the Company are of the view that: the Group, in accordance with the relevant laws and regulations, the Articles of Association and the relevant management system of the Company, on the premise of ensuring the daily operation requirements and fund safety of the Group, has carried out wealth management business with the temporarily idle self-owned funds formed within a certain period of time based on the allocation of the fund plan, which is conducive to maximising the value of the temporarily idle self-owned funds, enhancing the overall capital income and reducing the financial expenses of the Company. It is in the interests of all Shareholders of the Company as a whole, and is not prejudicial to the interests of the Company and the Shareholders as a whole, especially minority Shareholders.

## **INVESTMENT RISK DISCLOSURE AND RISK CONTROL MEASURES**

### **1. Investment risks**

Although the entrusted wealth management business of the Group has undergone rigorous evaluation and the wealth management products to be purchased are limited to low-risk investment types, the financial market is greatly influenced by the macro economy and the wealth management products to be invested by the Group may be exposed to market risk, liquidity risk, credit risk, management risk and other investment risks, which may have an impact on the entrusted funds and expected returns.

### **2. In view of the relevant risks, the Group intends to take the following measures:**

- (1) On the premise of not affecting the normal operation of the Group and the normal operation of its own principal businesses, the Company will adhere to the principles of “standardised operation, risk prevention, prudent investment, value preservation and appreciation”, and establish and improve the relevant system of the Company’s fund management business to ensure the effective development and standardised operation of entrusted wealth management matters.
- (2) The Company will establish a “whitelist” management mechanism for cooperative institutions to evaluate and screen cooperative institutions from multiple dimensions such as risk control capability and asset management capability. The Company will carefully select, comprehensively evaluate and diversify its wealth management products to avoid investment risks arising from policy and operational changes of wealth management products. The Group will enter into a written contract with the cooperative institutions before conducting fund management business to specify the amount, duration, investment types, rights and obligations as well as legal responsibilities of both parties of the entrusted wealth management. The cooperative institutions have more cooperation with the daily business operations of the Group. They manage the wealth management business in a standardized manner and strictly control the risks of wealth management products. Through daily business dealings with the cooperative institutions, the Group can understand dynamic changes in the purchased wealth management products in a timely manner, thereby reducing investment risks.

- (3) The financial management departments of the Company and its subsidiaries are responsible for setting up fund management accounts, strengthening regular tracking and management, and reporting any irregularities that may affect the fund safety of the Group in a timely manner and taking effective measures to recover the funds to avoid or reduce the Group's losses and control investment risks.
- (4) The Company will disclose the trading of wealth management products and the corresponding profit or loss during the reporting period in its periodic reports based on the actual purchases. In case of subsequent material risk events, the Company will comply with its information disclosure obligations in a timely manner in accordance with the regulations.

## **INFORMATION ON THE COMPANY**

The Company is a joint stock company established in the PRC with limited liability, the H shares and A shares of which are listed on the Main Board of the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, respectively. The Group is principally engaged in the manufacture of containers, road transportation vehicles, airport facilities and logistics equipment/fire and rescue equipment, energy/chemical/liquid food equipment and offshore engineering equipment as well as the provision of relevant services, including the design and manufacture 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, 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, automated logistics system and intelligent parking system and relevant services. In addition, the Group is also engaged in logistics services business, finance and asset management and other businesses. Through business expansion and technology upgrading, the Group has formed an industry cluster focusing on key equipment and solutions provided for the logistics and energy industries.

## **HONG KONG LISTING RULES IMPLICATIONS**

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## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of China International Marine Containers (Group) Co., Ltd.
“Board”	the board of Directors of the Company

“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 incorporated in the PRC with limited liability 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

This announcement is available for reviewing on the website of the Company (<http://www.cimc.com>) and the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

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

Hong Kong, 28 March 2023

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