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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 advisers.

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) PROFIT DISTRIBUTION AND DIVIDEND DISTRIBUTION PROPOSAL FOR 2022;**
- (2) PROPOSED REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES (INCLUDING PERPETUAL MEDIUM-TERM NOTES) AND SUPER SHORT-TERM COMMERCIAL PAPERS;**
- (3) REGISTRATION OF THE PUBLIC ISSUANCE OF CORPORATE BONDS TO PROFESSIONAL INVESTORS;**
- (4) PROVIDING GUARANTEE FOR CIMC FINANCIAL LEASING;**
- (5) PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO REPURCHASE THE COMPANY'S SHARES; AND**
- (6) PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO ISSUE SHARES**

The 2022 AGM, the first class meeting of A Shareholders for 2023 and the first class meeting of H Shareholders for 2023 will be held at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:40 p.m. on Wednesday, 28 June 2023, respectively. Notices of the 2022 AGM and the first class meeting of H Shareholders for 2023 containing the resolutions to be considered and, if thought fit, approved at the 2022 AGM and the first class meeting of H Shareholders for 2023, together with relevant forms of proxy have been despatched to the Shareholders on 1 June 2023, and are published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.cimc.com>).

Whether or not you are able to attend the 2022 AGM and/or the first class meeting of H Shareholders for 2023, you are requested to complete and return the form of proxy despatched to the Shareholders on 1 June 2023 in accordance with the instructions printed thereon, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the 2022 AGM and/or the first class meeting of H Shareholders for 2023 (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2022 AGM and/or the first class meeting of H Shareholders for 2023 (or any adjournment thereof) should you so wish.

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DEFINITIONS

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

“2022 AGM”	the 2022 annual general meeting of the Company to be held at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:40 p.m. on Wednesday, 28 June 2023;
“2022 General Mandate”	the general mandate granted to the Board at the 2021 annual general meeting;
“2023 General Mandate”	the general mandate to be granted to the Board at the 2022 AGM;
“A Share(s)”	the domestic share(s) in the registered capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in RMB;
“A Shareholder(s)”	the holder(s) of the A Share(s);
“A Shareholders’ Class Meeting”	the first class meeting of the holders of A Shares of the Company for 2023 (or any adjournment thereof) to be held on Wednesday, 28 June 2023 immediately after the conclusion of the 2022 AGM;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors of the Company;
“Capital Increase Agreement”	the capital increase agreement entered into on 23 November 2021 among the Company, CIMC HK, Shenzhen Capital Group, Tianjin Kairuikang and CIMC Financial Leasing, details of which are set out in the announcement of the Company dated 23 November 2021 and the circular of the Company dated 7 December 2021;
“CIMC Financial Leasing”	CIMC Financial Leasing Co., Ltd. (中集融資租賃有限公司), a sino-foreign joint venture with limited liability established in the PRC and a wholly-owned subsidiary of the Company prior to the completion of the transactions contemplated under the Capital Increase Agreement and the Equity Transfer Agreement;

DEFINITIONS

“CIMC HK”	China International Marine Containers (Hong Kong) Limited (中國國際海運集裝箱(香港)有限公司), a limited liability company incorporated in Hong Kong, and a wholly-owned subsidiary of the Company;
“Class Meetings”	collectively, the H Shareholders’ Class Meeting and the A Shareholders’ Class Meeting;
“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, 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;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;
“Equity Transfer Agreement”	the equity transfer agreement entered into on 23 November 2021 among the Company, Shenzhen Capital Group, Shenzhen City Energy Group and CIMC Financial Leasing, details of which are set out in the announcement of the Company dated 23 November 2021 and the circular of the Company dated 7 December 2021;
“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;
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s H Share Registrar;
“H Shareholder(s)”	the holder(s) of H Share(s);
“H Shareholders’ Class Meeting”	the first class meeting of the holders of H Shares of the Company for 2023 (or any adjournment thereof) to be held on Wednesday, 28 June 2023 immediately after the conclusion of the first class meeting of A Shareholders for 2023;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	25 May 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this circular;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	the share(s) of the Company, including the A Share(s) and the H Share(s);
“Shareholder(s)”	the holder(s) of Share(s) of the Company, including the holder(s) of A Share(s) and H Share(s);
“Shenzhen Capital Group”	Shenzhen Capital Holdings Co., Ltd.* (深圳市資本運營集團有限公司), a wholly state-owned limited liability company established in the PRC;
“Shenzhen City Energy Group”	Shenzhen City Energy Group Co., Ltd.* (深圳市能源集團有限公司), a limited liability company established in the PRC and a non-wholly owned subsidiary of Shenzhen Capital Group;
“Takeover Codes”	the Codes on Takeovers and Mergers and Share Buy-backs;
“Tianjin Kairuikang”	Tianjin Kairuikang Enterprise Management Consulting Partnership (Limited Partnership)* (天津凱瑞康企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC;
“%”	per cent.

* For identification purposes only

EXPECTED TIMETABLE

2023

Latest time for lodging transfer of H Shares for entitlement to attend and vote at the 2022 AGM and the first class meeting of H Shareholders for 2023. 4:30 p.m.
on Wednesday, 21 June

Book closure period for determining entitlement to attend and vote at the 2022 AGM and the first class meeting of H Shareholders for 2023 Friday, 23 June to
Wednesday, 28 June
(both days inclusive)

Latest time for lodging proxy forms for the 2022 AGM and the first class meeting of H Shareholders for 2023 2:40 p.m.
on Tuesday, 27 June

2022 AGM 2:40 p.m.
on Wednesday, 28 June

The first class meeting of H Shareholders for 2023. Wednesday, 28 June
(immediately after the conclusion
or adjournment of the first class
meeting of A Shareholders for 2023)

Register of members of the Company reopens. Thursday, 29 June

LETTER FROM THE BOARD



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. SUN Huirong

Mr. DENG Weidong

***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

Independent non-executive Directors:

Mr. YANG Xiong

Mr. ZHANG Guanghua

Ms. LUI FUNG Mei Yee, Mabel

Hong Kong, 1 June 2023

To the Shareholders

Dear Sirs,

- (1) PROFIT DISTRIBUTION AND DIVIDEND DISTRIBUTION PROPOSAL FOR 2022;**
- (2) PROPOSED REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES (INCLUDING PERPETUAL MEDIUM-TERM NOTES) AND SUPER SHORT-TERM COMMERCIAL PAPERS;**
- (3) REGISTRATION OF THE PUBLIC ISSUANCE OF CORPORATE BONDS TO PROFESSIONAL INVESTORS;**
- (4) PROVIDING GUARANTEE FOR CIMC FINANCIAL LEASING;**
- (5) PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO REPURCHASE THE COMPANY'S SHARES; AND**
- (6) PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO ISSUE SHARES**

LETTER FROM THE BOARD

I. INTRODUCTION

References are made to (1) the announcement of the Company dated 28 March 2023 in relation to the resolutions of the fourth meeting in 2023 of the tenth session of the Board; (2) the announcement of the Company dated 28 March 2023 in relation to the resolutions of the second meeting in 2023 of the tenth session of the Supervisory Committee; (3) the announcement of the Company dated 28 March 2023 in relation to the proposed registration and issuance of medium-term notes (including perpetual medium-term notes) and super short-term commercial papers; (4) the announcement of the Company dated 28 March 2023 in relation to the proposal on the public issuance of corporate bonds; (5) the announcements of the Company dated 28 March 2023 and 24 May 2023 in relation to guarantee plan for 2023; and (6) the notice of the 2022 AGM and the notice of the first class meeting of H Shareholders for 2023 of the Company dated 1 June 2023. Unless the context requires otherwise, capitalised terms used in this circular shall have the same meanings as defined in the announcements.

The purpose of this circular is to provide you with further details of the (1) profit distribution and dividend distribution proposal for 2022; (2) proposed registration and issuance of medium-term notes (including perpetual medium-term notes) and super short-term commercial papers; (3) registration of the public issuance of corporate bonds to the professional investors; (4) providing guarantee for CIMC Financial Leasing; (5) proposed general mandate granted to the Board to repurchase the Company's Shares; and (6) proposed general mandate granted to the Board to issue Shares, so that you can make absolute informed decisions regarding your voting on the resolutions to be proposed at the 2022 AGM and/or the H Shareholders' Class Meeting (if applicable).

II. PROFIT DISTRIBUTION AND DIVIDEND DISTRIBUTION PROPOSAL FOR 2022

An ordinary resolution will be proposed by the Company at the 2022 AGM, to consider and approve, if appropriate, based on the total share capital of the Company as at the record date of dividend payment, a cash dividend of RMB0.18 (tax inclusive) per 1 Share will be distributed to all Shareholders, no bonus shares will be issued and no shares will be converted from capital reserve into share capital. If based on the total share capital of the Company as at 31 December 2022 of 5,392,520,385 Shares, a total of cash dividend of RMB970,654,000 (tax inclusive) would be paid. Where there are any changes in the share capital of the Company after the Board considered the profit distribution plan until implementation of the plan, the distribution ratio shall be adjusted according to the principle that the total amount of the distribution remains unchanged.

The proposed dividend is expected to be payable on or around 18 August 2023. For further details on the final dividend for 2022, please refer to the announcement of the Company dated 28 March 2023. Further announcement(s) regarding the respective record dates for A Shareholders and H Shareholders will be made by the Company in due course.

LETTER FROM THE BOARD

III. PROPOSED REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES (INCLUDING PERPETUAL MEDIUM-TERM NOTES) AND SUPER SHORT-TERM COMMERCIAL PAPERS

In order to broaden the financing channels, meet the needs of industrial upgrading and global diversification strategy development and foster sound development of the Company, the Company proposed to register with the National Association of Financial Market Institutional Investors and issue medium-term notes in an amount of not more than RMB6 billion (including perpetual medium-term notes in an amount of not more than RMB2 billion) and super short-term commercial papers in an amount of not more than RMB8 billion. Details are as follows:

(I) Plan for the Issuance of Medium-Term Notes (Including Perpetual Medium-Term Notes)

Proposed registration and issuance size:	To propose registration and issuance of medium-term notes in an amount of not more than RMB6 billion (including perpetual medium-term notes in an amount of not more than RMB2 billion).
Term of proposed issuance:	Subject to the requirements of the regulatory authorities and market conditions before issuance.
Interest rate under proposed issuance:	Subject to the market pricing.
Proposed target subscribers:	Institutional investors in the interbank bond market of the PRC (excluding those in respect of which subscription is prohibited under the PRC laws and regulations).
Proposed issuance date:	Subject to the market conditions.

(II) Plan for the Issuance of Super Short-Term Commercial Papers

Proposed registration and issuance size:	To propose registration and issuance of super short-term commercial papers in an amount of not more than RMB8 billion.
Term of proposed issuance:	Subject to the requirements of the regulatory authorities and market conditions before issuance.
Interest rate under proposed issuance:	Subject to the market pricing.
Proposed target subscribers:	Institutional investors in the interbank bond market of the PRC (excluding those in respect of which subscription is prohibited under the PRC laws and regulations).
Proposed issuance date:	Subject to the market conditions.

LETTER FROM THE BOARD

(III) Authorization Matters

To ensure that the proposed registration and issuance can be carried out lawfully, efficiently and orderly, the Board proposed to the general meeting to approve its authorization to Mr. MAI Boliang (the Chairman and CEO) or his delegate in deciding on the specific matters of the proposed registration and issuance within the scope of the authorization of the general meeting and in accordance with the opinions of competent authorities and the requirements under the relevant laws and regulations, including but not limited to:

1. To the extent permitted under relevant laws and regulations and based on the issuance policies issued by regulatory authorities, market conditions and the needs of the Company, formulating, modifying and adjusting the specific plans for issuance, including but not limited to all matters relating to the terms of issuance such as the type, timing, size, term, amount and interest rate of the issuance and use of proceeds from the issuance;
2. Selecting and engaging underwriters and other intermediary institutions;
3. Dealing with the approval, registration, filing and other procedures with relevant regulatory authorities relating to the application for the issuance;
4. Executing, implementing and modifying the contracts, agreements and documents relating to the proposed registration and issuance, including but not limited to application documents, prospectus, underwriting agreements and various announcements, and disclosing relevant information in accordance with regulatory rules;
5. In the event of changes in the regulatory policies or in the market conditions, and to the extent permitted under the authorization at the general meeting, making corresponding adjustments to the specific plans for the proposed registration and issuance and other relevant matters in accordance with the opinions of regulatory authorities or prevailing market conditions, except for matters that shall be subject to additional voting at the general meeting according to relevant laws, regulations and the articles of association of the Company;
6. Dealing with any other specific matters in respect of the proposed registration and issuance.

The authorization shall remain valid from the date on which the resolution is considered and approved at the general meeting of the Company until the end of the validity period of the registration of the proposed registration and issuance with the National Association of Financial Market Institutional Investors.

LETTER FROM THE BOARD

(IV) Validity Period of the Resolution

The resolution on this application for the registration of medium-term notes (including perpetual medium-term notes) and super short-term commercial papers shall be valid until the expiration of 24 months from the date of consideration and approval by the shareholders at the general meeting.

(V) Approval Procedures

The proposed registration and issuance has been approved at the fourth meeting in 2023 of the tenth session of the Board, pending submission to the general meeting of the Company for consideration and approval. It is subject to the registration with the National Association of Financial Market Institutional Investors. The Company is not a party subject to liabilities for dishonesty.

There is uncertainty as to whether the proposed registration and issuance will be approved. The Company will fulfill its information disclosure obligation in a timely manner in compliance with the requirements under the relevant laws and regulations. Investors are advised to pay attention to the investment risks.

IV. REGISTRATION OF THE PUBLIC ISSUANCE OF CORPORATE BONDS TO PROFESSIONAL INVESTORS

In order to further improve the debt structure, broaden the financing channels of the Company, the Company proposed to apply for the public issuance of corporate bonds (including renewable corporate bonds) (hereinafter referred to as the “**Corporate Bonds**”) to the professional investors, details of which are set out as below:

(I) Approval Procedures

As approved at the fourth meeting in 2023 of the tenth session of the Board, the Company proposed to issue the Corporate Bonds to the professional investors who satisfy the requirements under the Administrative Measures for the Issuance and Trading of Corporate Bonds (《公司債券發行與交易管理辦法》), which shall be subject to approval by the Shareholders at the general meeting of the Company and permission by the CSRC for registration, and the proposal permitted for registration by the CSRC shall be final. After completion of the issuance of the Corporate Bonds, and subject to the satisfaction of the listing conditions, the Company will apply for listing of the Corporate Bonds on the Shenzhen Stock Exchange. Subject to approval by the regulatory authorities, the Corporate Bonds can also be listed and traded on other stock exchanges as permitted by the applicable laws, which shall be determined by the Board and the authorized persons of the Board according to the relevant laws and regulations, the approval of the regulatory authorities and the market conditions.

LETTER FROM THE BOARD

(II) Fulfilment of Conditions for Public Issuance of Corporate Bonds to the Professional Investors by the Company

In accordance with the relevant requirements of the laws, regulations and regulatory documents including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Administrative Measures for the Issuance and Trading of Corporate Bonds relating to the qualifications and conditions for public issuance of the Corporate Bonds to the professional investors, and after case-by-case self-assessment by the Company in light of its actual situation, the Company is qualified to issue the Corporate Bonds to the professional investors in compliance with such conditions and requirements under the aforesaid laws, regulations and regulatory documents.

(III) Information of the Proposed Issuance

1. Issuance Size

The principal issuance amount of the Corporate Bonds in aggregate will not exceed RMB8 billion (inclusive), the types of which include (but not limited to) general corporate bonds, short-term corporate bonds and renewable corporate bonds. The actual issuance size, types of bonds and number of tranches will be determined by the Board or its authorized persons according to the capital needs of the Company and the then prevailing market conditions at the time of the issuance under the authorization of the Shareholders to be granted at the general meeting, subject to the aforesaid limit.

2. Target Subscribers and Methods of Issuance

The Company proposed to issue the Corporate Bonds to the professional investors as stipulated in the Administrative Measures for the Issuance and Trading of Corporate Bonds with competence to identify and bear respective risks. No preferential placement to the Shareholders will be arranged.

3. Maturity of the Bonds

The Corporate Bonds will have a term of not more than 15 years (inclusive, provided that the renewable corporate bonds shall not be subject to such limit), either bearing a single fixed term or a combination of terms with different maturities. The types of the Corporate Bonds as well as the terms of each type of bonds and their respective issuance size will be determined by the Board or its authorized persons according to the relevant requirements, market conditions and the capital needs of the Company at the time of the issuance under the authorization to be granted by the Shareholders at the general meeting.

LETTER FROM THE BOARD

4. *Coupon Rate of the Bonds*

The Corporate Bonds (excluding renewable corporate bonds) bear fixed rates. The interest is calculated per annum using simple interest method and there is no compound interest. The coupon rate shall be determined through negotiation between the authorized persons of the Board and the lead underwriter by way of market enquiry.

The renewable corporate bonds to be issued are fixed-rate bonds. The interest is calculated per annum using simple interest method and there is no compound interest. In case of deferred interest payment, interest shall be accrued on each deferred interest at the coupon rate prevailing at the current term and coupon rate for the base period shall be determined through negotiations between the authorized persons of the Board and the lead underwriter with reference to the professional investors' offline book-building results, subject to a pre-set range for the coupon rate. The coupon rate is fixed throughout the base period, and will be reset once in every renewal period. The method of resetting the coupon rate shall be determined through negotiations between the authorized persons of the Board and the lead underwriter in accordance with the relevant regulations in the PRC.

5. *Use of Proceeds*

It is proposed that the proceeds from the issuance of the Corporate Bonds will be used for replenishment of the liquidity capital and repayment of the Company's interest-bearing debts or project investments or other expenditures permitted by corporate bond regulations. The actual use of the proceeds will be determined by the Board or its authorized persons according to the capital needs of the Company under the authorization to be granted by the Shareholders at the general meeting.

6. *Listing Arrangement*

The Company will proceed with the listing of the Corporate Bonds according to the relevant requirements of the Shenzhen Stock Exchange after completion of the issuance of the Corporate Bonds. Subject to approval by the regulatory authorities, the Corporate Bonds can also be listed and traded on other stock exchanges as permitted by the applicable laws, which shall be determined by the Board and the authorized persons of the Board according to the relevant laws and regulations, the approval of the regulatory authorities and the market conditions.

7. *Guarantee Arrangement*

The issuance of the Corporate Bonds is not guaranteed.

LETTER FROM THE BOARD

8. *Redemption or Repurchase Clauses*

Whether or not redemption or repurchase clauses will be included in the Corporate Bonds and the specific requirements of such clauses shall be determined by the Board or its authorized persons according to the relevant requirements and the market conditions under the authorization to be granted by the Shareholders at the general meeting.

9. *Validity of the Resolution*

The resolution regarding the application for registration of the issuance of the Corporate Bonds shall remain effective for 24 months from the date on which it is passed by the shareholders at the general meeting.

10. *Protective Measures on Repayment*

In order to further protect the interest of the bondholders, if the Company foresees that it may not be able to repay the principal of the Corporate Bonds or the interest accrued thereon during the term of the Corporate Bonds, the Company will develop and adopt a series of protective measures to safeguard the interest of the bondholders.

(IV) Authorisation for the Issuance of Corporate Bonds

To ensure the efficient and smooth issuance of the Corporate Bonds, and in accordance with the relevant laws and regulations as well as the relevant requirements of the Articles of Association, the Board will seek full authorization by the shareholders at the general meeting for the Board and its authorized persons to deal with any matters pertaining to the issuance of the Corporate Bonds, including but not limited to:

1. in accordance with the relevant laws and regulations and with reference to the specific conditions of the Company and the prevailing market conditions, to develop the specific plan of the issuance of the Corporate Bonds as well as to revise and adjust the terms regarding the issuance of the Corporate Bonds, including but not limited to all matters relating to the issuance plan such as the issuance size, maturity of the bonds, types of the bonds, coupon rate and the method for the determination of the same, tranche arrangement, timing of issuance, guarantee arrangement, repurchase or redemption clause and clause on option for adjustment of the coupon rates, use of the proceeds, rating arrangements, timing and method for repayment of principal and interest accrued thereon, specific protection measures on repayment, method for subscription and listing of the bonds;
2. to appoint intermediaries for the issuance of the Corporate Bonds to deal with the application for the issuance of the Corporate Bonds;

LETTER FROM THE BOARD

3. to appoint an entrusted manager for the issuance of the Corporate Bonds to execute the bond management entrustment agreement and to establish the rules of procedure for bondholders' meeting;
4. to formulate, approve, execute, amend, announce and implement all necessary documents, contracts, agreements and other legal documents relating to the issuance of the Corporate Bonds, including but not limited to the underwriting agreement, bond management entrustment agreement, listing agreement, rules of procedures for bondholders' meeting as well as all kinds of announcements and other legal documents, and to make appropriate supplement and adjustments to the application documents in accordance with the requirements of the regulatory authorities;
5. upon occurrence of changes in the policy of the regulatory authorities or changes in the market conditions, to make appropriate adjustments to the plan for the issuance of the Corporate Bonds and other pertinent matters based on the advice of the regulatory authorities (if any), or to determine, based on the actual conditions, whether to proceed with the issuance of the Corporate Bonds, except for matters relating to the relevant laws, regulations and the Articles of Association which shall be subject to the approval of the shareholders at the general meeting;
6. to deal with other matters and formalities relating to the issuance and listing of the Corporate Bonds;
7. to deal with matters relating to the payment of the principal and interest accrued thereon for the issuance of the Corporate Bonds;
8. if the Company foresees that it may not be able to repay the principal of the Bonds and the interest accrued thereon according to the payment schedule or when they fall due and payable, to adopt the following resolutions as permitted by the laws and regulations and based on the actual situation of the Company and the market conditions, including but not limited to:
 - (1) no profit distribution to the Shareholders;
 - (2) suspension of implementation of capital expenditure projects, such as material external investments or mergers and acquisitions;
 - (3) reduction in or suspension of payment of remuneration/salaries and bonus to the Directors and senior management of the Company;
 - (4) no transfer or re-designation of key persons-in-charge;
9. to deal with other matters relating to the issuance of the Corporate Bonds;

LETTER FROM THE BOARD

The authorization will remain effective from the date on which the relevant resolutions are passed at the general meeting until the date of completion of all matters in connection with the issuance of the Corporate Bonds under such authorization.

It will be proposed at the general meeting to approve the Board to authorize Mr. MAI Boliang (Chairman and CEO of the Group) or his authorized persons as the authorized persons to deal with the matters relating to the issuance of the Corporate Bonds. The above authorized persons are entitled to deal with the aforesaid matters relating to the issuance of the Corporate Bonds on behalf of the Company under the mandate to be granted by the Shareholders at the general meeting and the authorization from the Board during the issuance of the Corporate Bonds.

(V) Others

As of the Latest Practicable Date, the Company is not a discredited party subject to liabilities or a party to a serious tax violation case, nor is it included on the list of discredited parties with financial default or a discredited institution in the electronic authentication service industry or a discredited subject on the external collaboration front.

The issuance of the Corporate Bonds is still uncertain, the Company will fulfill the obligation of information disclosure in accordance with the requirements of relevant laws and regulations.

V. PROVIDING GUARANTEE FOR CIMC FINANCIAL LEASING

A special resolution will be proposed by the Company at the 2022 AGM, to consider and approve, if thought fit, the guarantees to be provided by the Company for the financing business of CIMC Financial Leasing with a cumulative balance not exceeding the equivalent of RMB4.8 billion. CIMC Leasing used to be a controlling subsidiary of the Company and introduced Shenzhen Capital Group, Shenzhen City Energy Group and Tianjin Kairuikang as strategic investors in November 2021. In May 2022, CIMC Leasing was formally derecognized from the balance sheet, became a consolidated subsidiary of Shenzhen Capital Group and ceased to be included in the Group's consolidated financial statements and became an associate of the Group.

Pursuant to the terms under the Equity Transfer Agreement and the Capital Increase Agreement entered into by CIMC Financial Leasing in relation to the introduction of strategic investors, the Company will provide guarantees for CIMC Financial Leasing and its subsidiaries in proportion to its equity interest in CIMC Financial Leasing including to repay and replace the subsisting financing and the subsisting guarantee as at Completion, therefore, constituting the Company's connected guarantee to connected persons. In accordance with Rule 14A.89 of the Hong Kong Listing Rules, the aforementioned new guarantee will be fully exempted on the basis that (i) it is entered into on normal commercial terms; and (ii) it is based on the proportion of equity interest directly held by the Group in CIMC Financial Leasing. However, in accordance with the Shenzhen Listing Rules, the provision of connected guarantees for CIMC Financial Leasing by the Group are subject to approval of the Shareholders by a special resolution at the 2022 AGM.

LETTER FROM THE BOARD

VI. PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO REPURCHASE SHARES

(I) Repurchase Mandate

The Board proposes to seek approval from the Shareholders at the general meeting to approve and authorise the Board and the persons authorised by the Board to deal with the matters related to the share repurchase within the scope authorised at the general meeting, including:

1. Repurchase of Shares

It is approved that under the following circumstances, the Board is granted with a general mandate to repurchase the publicly issued A Shares of the Company at its discretion when it deems appropriate according to relevant laws and regulations and the volatility and changes in the capital market and the stock price of the Company during the authorisation period:

- (1) utilising the Shares in the employee share ownership scheme or for share incentive;
- (2) utilising the Shares for the conversion of corporate bonds issued by the Company which are convertible into Shares;
- (3) where it is necessary to safeguard the value of the Company and the interests of its Shareholders.

In particular, one of the following conditions shall be met for the purposes of safeguarding the value of the Company and the interests of the Shareholders: (1) the closing price of the Shares is lower than its latest published net asset value per share; (2) the closing price of the Shares has decreased by 30% in aggregate within twenty consecutive trading days; or (3) other conditions as required by the CSRC.

2. Total number of and source of funds for the repurchased Shares

The total number of publicly issued A Shares to be repurchased shall not exceed 10% of the total A Share capital of the Company in issue. The funds for repurchase will include the self-owned funds of the Company and funds that meet the requirements of laws and regulations.

3. Disposal of the repurchased Shares

After the Company repurchases A Shares according to the repurchase mandate and the existing Articles of Association, such Shares shall be transferred and cancelled within three years. The aggregate par value of the cancelled A Shares shall be reduced from the registered capital of the Company.

LETTER FROM THE BOARD

4. determining or adjusting the plan for A Share repurchase according to the provisions of laws, regulations, rules and normative documents and in line with the actual conditions of the Company and the market, including but not limited to: the specific use of the repurchased Shares, the total funds for repurchase, the price of the repurchased Shares, the volume of the repurchased Shares and the implementation of the repurchase, or determining whether the repurchase plan should be continued or terminated, etc. at their discretion.
5. handling matters relating to the share repurchase, including but not limited to: repurchasing Shares at the appropriate time during the repurchase period; deciding to engage relevant intermediaries; creating special securities accounts for the repurchase or other relevant securities accounts; preparing, executing, reporting and implementing all agreements, contracts and documents in relation to the share repurchase; amending contents of the Articles of Association in relation to registered capital, total share capital, capital structure, etc. after the completion of share repurchase, and dealing with the procedures for cancelling repurchased Shares (if necessary); and other necessary matters in relation to the repurchase which are not listed above.

(II) Authorisation Period

The general mandate to repurchase Shares will remain in effect from the date of approval at the general meeting of the Company and the class meetings of A Shareholders and H Shareholders by special resolutions until whichever is the earlier of:

1. the conclusion of the 2023 annual general meeting of the Company unless it is extended by a resolution passed at such meeting; or
2. the date on which the general mandate to repurchase Shares is revoked or amended by a special resolution passed at any general meeting of the Company.

An explanatory statement setting out certain information on the proposed general mandate granted to the Board to repurchase the Company's Shares is contained in Appendix I to this circular.

LETTER FROM THE BOARD

VII. PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO ISSUE SHARES

At the 2021 annual general meeting, the Board was granted the 2022 General Mandate to issue Shares to exercise the general power of the Company to allot, issue and otherwise deal with the Shares of the Company not exceeding 20% of the aggregate nominal amount of its share capital in issue as at the date of the 2021 annual general meeting. The 2022 General Mandate will lapse upon expiration of the 12-month period from the date of approval of the relevant resolution at the 2021 annual general meeting unless renewed. On 28 March 2022, as approved by the Board, the Company proposed to allot and issue not more than 411,978,386 H Shares under the 2022 General Mandate. As at the Latest Practicable Date, the Proposed Issuance of H Shares has not been completed due to the current policy conditions and the environment of the capital market which affect the issuance plan of the Company. The Company does not have the intention to complete the Proposed Issuance of H Shares at the moment but may opt for the right timing to do so according to the changing market conditions.

In order to ensure flexibility and to give discretion to the Directors in the event that it becomes desirable to issue any Shares, a special resolution will be proposed at the 2022 AGM to grant the unconditional general mandate to the Board during the relevant period under the general mandate, to separately or concurrently issue, allot and deal with additional A Shares and H Shares of not more than 20% of each of its existing A Shares and H Shares in issue as at the date of the relevant resolution to be proposed and passed at the 2022 AGM.

As at the Latest Practicable Date, the Company's issued share capital comprised of 3,089,837,895 H Shares and 2,302,682,490 A Shares. Therefore, (1) subject to the granting of the 2023 General Mandate to be approved and assuming that the Proposed Issuance of H Shares has not been completed and no additional Shares will be issued prior to the 2022 AGM, the Board will be entitled to issue a maximum of 617,967,579 H Shares and 460,536,498 A Shares; (2) subject to the granting of the 2023 General Mandate to be approved and assuming that the Proposed Issuance of H Share has been completed (in aggregate 411,978,386 H Shares) and no additional Shares will be issued prior to the 2022 AGM, the Board will be entitled to issue a maximum of 700,363,256 H Shares and 460,536,498 A Shares.

The 2023 General Mandate, upon approval at the 2022 AGM, will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; (ii) the expiration of the 12-month period following the passing of this resolution at the 2022 AGM; or (iii) the date on which the 2023 General Mandate set out in this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting. The Board shall comply with pertinent provisions of the Hong Kong Listing Rules, the Articles of Association and applicable PRC laws and regulations when exercising powers pursuant to the 2023 General Mandate. Notwithstanding the granting of the 2023 General Mandate, the Company is still required to seek the Shareholders' approval at the general meeting for the issuance of any A Shares according to pertinent PRC laws and regulations, but exempt from Shareholders' approval at the class meeting of A Shareholders and the class meeting of H Shareholders.

Appendix II to this circular is the supplemental information containing certain information on the proposed general mandate granted to the Board to issue Shares.

LETTER FROM THE BOARD

VIII. THE 2022 AGM AND CLASS MEETINGS

The 2022 AGM, the first class meeting of A Shareholders for 2023 and the first class meeting of H Shareholders for 2023, will be held at 2:40 p.m. on Wednesday, 28 June 2023 at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC to consider and, if thought fit, pass matters as set out in the notices of the 2022 AGM and the first class meeting of H Shareholders for 2023. To the best of the Directors' knowledge, as at the Latest Practicable Date, any Shareholder who has a material interest in the resolution will not vote.

The forms of proxy for use at the 2022 AGM and the first class meeting of H Shareholders for 2023 have been despatched together with notices convening the 2022 AGM and the first class meeting of H Shareholders for 2023 dated 1 June 2023. Whether or not the Shareholders intend to attend the 2022 AGM and the first class meeting of H Shareholders for 2023 in person, they are requested to complete the form of proxy and return it to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding of the 2022 AGM and the first class meeting of H Shareholders for 2023 or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the 2022 AGM and the first class meeting of H Shareholders for 2023 or adjourned meeting (as the case may be) in person should 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 proposed at the 2022 AGM and the first class meeting of H Shareholders for 2023 will be voted by way of poll.

Closure of H Share Register

The register of members of H Shares will be closed from Friday, 23 June 2023 to Wednesday, 28 June 2023 (both days inclusive), during which no transfer of H Shares will be effected. The H Shareholders who intend to attend the 2022 AGM and/or H Shareholders' Class Meeting must deliver the share certificates and registration documents to the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, 21 June 2023. The H Shareholders whose names appear on the register of members of the Company on Wednesday, 28 June 2023 are entitled to attend and vote in respect of the resolutions to be proposed at the 2022 AGM and H Shareholders' Class Meeting.

LETTER FROM THE BOARD

IX. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the resolutions in respect of, among other things, (1) profit distribution and dividend distribution proposal for 2022; (2) proposed registration and issuance of medium-term notes (including perpetual medium-term notes) and super short-term commercial papers; (3) registration of the public issuance of Corporate Bonds to the professional investors; (4) providing guarantee for CIMC Financial Leasing; (5) proposed general mandate granted to the Board to repurchase the Company's Shares; and (6) proposed general mandate granted to the Board to issue Shares are in the interests of the Company and the Shareholders as a whole. Mr. ZHU Zhiqiang, the vice-chairman, and Mr. SUN Huirong, a Director, abstained from voting on the resolution regarding providing guarantee for CIMC Financial Leasing. Mr. ZHU Zhiqiang, a non-executive Director and the vice-chairman of the Company, not holding any Shares of the Company, is a director, the general manager and the deputy secretary of the Party Committee of Shenzhen Capital Group. Mr. SUN Huirong, a non-executive Director (who does not hold any shares in the Company), is a supervisor and the director of the asset management department and the audit department of Shenzhen Capital Group. Therefore, each of Mr. ZHU Zhiqiang and Mr. SUN Huirong is deemed to have a material interest in the Equity Transfer Agreement, the Capital Increase Agreement and the transactions contemplated thereunder. Each of Mr. ZHU Zhiqiang and Mr. SUN Huirong has therefore abstained from voting on the Board resolution regarding providing guarantee for CIMC Financial Leasing. The Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the forthcoming 2022 AGM and Class Meetings.

X. 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.

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

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO REPURCHASE THE COMPANY'S SHARES

In accordance with the Hong Kong Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolutions to be proposed at the 2022 AGM and the Class Meetings for the granting of the general mandate to the Board to repurchase Shares.

REGISTERED CAPITAL

As at 25 May 2023, the Company had 5,392,520,385 Shares in issue, consisting of 2,302,682,490 A Shares and 3,089,837,895 H Shares.

The full exercise of the shares repurchase general mandate (on the basis of 2,302,682,490 A Shares in issue as at 25 May 2023, and no Shares will be allotted and issued or repurchased by the Company on or prior to the date of the 2022 AGM and the Class Meetings) would result in the maximum of 230,268,249 A Shares being repurchased by the Company during the relevant period, being the maximum of 10% of the total Shares in issue and having not been repurchased as at the date of passing the relevant resolutions.

REPURCHASE PURPOSES

The repurchase of Shares is to safeguard the long-term interests of investors, promote the maximisation of the Shareholders' values, and to further strengthen and improve the long-term incentive and restraint mechanism of the Company, ensuring the sustainable and healthy development of the Group's operations. Such repurchases will only be made when the Board believes that such repurchases will benefit the Company and its Shareholders as a whole.

FUNDING AND METHOD OF THE REPURCHASE

When repurchasing Shares, the funds for repurchase of the Company will include self-owned funds of the Company or funds that meet the requirements of laws and regulations.

The Company is empowered by its Articles of Association to repurchase its A Shares. In repurchasing its Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO REPURCHASE THE COMPANY'S SHARES

GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the shares repurchase general mandate is exercised in full at any time during the proposed repurchase period as permitted by laws and regulations. However, the Board will not exercise the shares repurchase general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company in the opinion of the Board. The Board and relevant authorised persons will determine the number of A Shares to be repurchased, as well as the price and other terms for the repurchase of A Shares according to relevant laws and regulations and the volatility and changes in the capital market and the stock price of the Company, in the best interests of the Company and the Shareholders as a whole.

The shares repurchase would not result in related party/connected transaction or the responsibility for making a mandatory offer under the Takeover Codes issued by the SFC.

The Board has undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will make repurchase of Shares prudently in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Hong Kong Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO REPURCHASE THE COMPANY'S SHARES

PRICE OF H SHARES

The highest and lowest prices for the H Shares recorded on the Hong Kong Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	7.95	6.46
June	8.23	7.41
July	8.00	7.17
August	7.80	6.26
September	6.49	4.96
October	5.56	4.82
November	6.04	4.90
December	6.30	5.68
2023		
January	6.32	5.85
February	6.19	5.45
March	5.77	5.21
April	5.52	4.96
May (as of the Latest Practicable Date)	5.36	4.81

STATUS OF A SHARES REPURCHASED BY THE COMPANY

A Shares repurchased by the Company shall be processed under the laws and regulations of the PRC and the Articles of Association correspondingly.

DISCLOSURE OF INTERESTS

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company or further become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Board is not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchases to be made under the shares repurchase general mandate. Moreover, the Board will not exercise the repurchase mandate if the repurchase would result in less than 25% of the total registered capital of the Company in the public float.

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO REPURCHASE THE COMPANY'S SHARES

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules) presently intends to sell the Company's Shares to the Company under the shares repurchase general mandate in the event that the shares repurchase general mandate is approved by the Shareholders and the conditions (if any) to which the shares repurchase general mandate are fulfilled.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any Company's Shares to the Company, or that they have undertaken not to sell any securities held by them to the Company in the event that the shares repurchase general mandate is approved by its Shareholders and the conditions (if any) to which the shares repurchase general mandate are fulfilled.

APPENDIX II SUPPLEMENTARY INFORMATION ON PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO ISSUE SHARES

According to Rule 19A.38 of the Hong Kong Listing Rules and the relevant provisions under Article 142 of the existing Articles of Association, the Board has resolved that a special resolution will be proposed to the Shareholders at the 2022 AGM, by which the Board shall be authorized, within the relevant period (as defined below), to separately or concurrently issue, allot and/or dispose the Company's domestic shares and/or overseas-listed foreign shares, to determine the terms and conditions in relation to the issuance, allotment and/or disposal of the shares (the "**General Mandate to Issue Shares**"). Voting by annual general meeting or class shareholders shall not apply to the issuance of overseas-listed foreign shares by the Board with the aforementioned mandate, and voting by class shareholders shall not apply to the issuance of domestic shares. For those subject to requirements of relevant regulations in the PRC, approval by annual general meeting shall be required in spite of the General Mandate to Issue Shares granted to the Board.

The aforesaid General Mandate to Issue Shares shall mainly include:

1. Depending on the actual market conditions, the Board is authorised to determine the terms and conditions of the issuance, allotment and/or disposal of the Company's domestic shares and/or overseas-listed foreign shares within the relevant period, which shall include:
 - (1) the class and number of shares to be issued, allotted and/or disposed;
 - (2) the pricing mechanism and/or the issue price (including price range);
 - (3) the opening and closing time of such issue;
 - (4) the class and number of shares to be issued to existing shareholders; and/or
 - (5) to make or grant relevant offers and agreements in respect of selling shares or share options and conversion rights which may involve the exercise of the power mentioned above.
2. The number of each of the domestic shares and overseas listed foreign shares separately or concurrently issued, allotted and/or disposed of by the Board (whether or not by way of the exercise of share options, conversion rights or by any other means) in accordance with the mandate as mentioned in paragraph 1 above shall not exceed 20% of each of the domestic shares and/or overseas listed foreign shares of the Company in issue as at the date of consideration and approval of this resolution at the 2022 AGM.
3. During the relevant period, the Board may make or grant relevant offers or agreements in respect of selling shares or share options and conversion rights which may involve the exercise of the power mentioned above, after the expiry of the relevant period.

APPENDIX II SUPPLEMENTARY INFORMATION ON PROPOSED GENERAL MANDATE GRANTED TO THE BOARD TO ISSUE SHARES

4. For the purpose of this resolution, the relevant period means the period from the passing of this resolution at the 2022 AGM until the earliest of: (1) the conclusion of the 2023 annual general meeting of the Company; (2) the expiration of the 12-month period from the date of passing of this resolution at 2022 AGM; or (3) the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.
5. The Board is authorised to make such amendments to the Articles of Association as it thinks fit so as to reflect the increased registered share capital and the new capital structure of the Company by reference to the manner of the issuance and allotment, class and number of shares of the Company allotted and issued, as well as the new capital structure and the increased registered share capital of the Company after such issuance and allotment.
6. The Board is authorised to execute and do all such documents, deeds and things as it may consider necessary in connection with the General Mandate to Issue Shares so long as the same does not contravene laws, regulations, rules or listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association.
7. In order to facilitate the General Mandate to Issue Shares in accordance with the aforesaid provisions in a timely manner, the Board is approved and authorized, subject to the passing of the aforesaid matters as contained in sub-paragraphs 1 to 6 at the annual general meeting, to:
 - (1) depending on the actual market conditions, the Board is authorised to determine the method of issuance, the target for issuance as well as the amount and proportion of issuance to such target, pricing mechanism and/or issue price (including price range), the opening and closing time of the issuance, the listing time, use of proceeds and others;
 - (2) engaging necessary professional agencies and signing relevant engagement agreements or contracts;
 - (3) signing the underwriting agreement, sponsors agreement, listing agreement and all other documents as considered necessary for executing the General Mandate to Issue Shares on behalf of the Company;
 - (4) handling the issues on registration of share capital and change in registered share capital in a timely manner in accordance with the method, class and number of issued shares and the actual share capital structure of the Company upon completion of the share issuance;
 - (5) applying for approval, registration, filing and other procedures in connection with the share issuance and listing of such shares from the relevant authorities on behalf of the Company;
 - (6) determining and paying up the listing fee and application fee;

**APPENDIX II SUPPLEMENTARY INFORMATION ON PROPOSED GENERAL
MANDATE GRANTED TO THE BOARD TO ISSUE SHARES**

- (7) amending the Articles of Association from time to time according to the method, class and number of the issued shares and the actual capital structure of the Company upon completion of the share issuance and arranging necessary registration and filing process;
 - (8) all other procedures and issues as the Board may consider necessary in connection with the General Mandate to Issue Shares.
8. The Board will only exercise its respective power in accordance with the Company Law of the PRC, the Securities Law of the PRC, and the listing rules of the stock exchanges on which the Shares of the Company are listed (as amended from time to time) and only if all approvals (if necessary), filings and/or registrations with the China Securities Regulatory Commission and other relevant government authorities are obtained and the Board will only exercise its power under such mandate in accordance with the scope of power granted by the shareholders to the Board at the annual general meeting.