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中 海 集 裝 箱 運 輸 股 份 有 限 公 司  
**China Shipping Container Lines Company Limited**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock code: 02866)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Announcement on “Announcement Of China Shipping Container Lines Company Limited Regarding The Enquiry Letter Received From Shanghai Stock Exchange” is enclosed hereto as overseas regulatory announcement. The following is a translation of the official announcement solely for the purpose of providing information.

By order of the Board of  
**China Shipping Container Lines Company Limited**  
**Yu Zhen**  
*Company Secretary*

Shanghai, the PRC, 22 December 2015

*The Board as at the date of this announcement comprises of Mr. Zhang Guofa, Mr. Huang Xiaowen and Mr. Zhao Hongzhou, being executive Directors, Mr. Ding Nong, Mr. Yu Zenggang, Mr. Yang Jigui, Mr. Han Jun and Mr. Chen Jihong, being non-executive Directors, and Ms. Zhang Nan, Mr. Guan Yimin, Mr. Shi Xin, Ms. Hai Chi Yuet and Mr. Graeme Jack, being independent non-executive Directors.*

**ANNOUNCEMENT OF CHINA SHIPPING CONTAINER LINES COMPANY  
LIMITED REGARDING THE ENQUIRY LETTER RECEIVED FROM  
SHANGHAI STOCK EXCHANGE**

**The Board of Directors of the Company and all its directors hereby warrant that there are no false representations, misleading statements or material omission in this announcement, and they individually and collectively accept full responsibility for the truthfulness, accuracy and completeness of the contents contained herein.**

On 11 December 2015, China Shipping Container Lines Company Limited (the "Company") held the 40th meeting of its fourth session of Board of Directors, at which the resolutions related to the material assets restructuring were considered and approved, and the information disclosure documents such as the Report on Major Asset Disposal and Major Asset Acquisition And Connected Transactions of China Shipping Container Lines Company Limited (Draft) and its summary were disclosed. According to the Notice of China Securities Regulatory Commission Regarding the Regulatory Arrangement upon Expiry of the Transition Period for Implementation of the *Measures for Major Asset Restructuring of Listed Companies*, the Shanghai Stock Exchange shall carry post review the documents related to the major asset restructuring of the Company.

On 22 December 2015, the Company received the enquiry letter from Shanghai Stock Exchange regarding the information disclosure of the Report (Draft) in Relation to Major Asset Disposal and Major Asset Acquisition and Connected Transactions of China Shipping Container Lines Company Limited (关于对中海集装箱运输股份有限公司重大资产出售和重大资产购买暨关联交易报告书(草案)信息披露的问询

函) (Shang Zheng Gong Han [2015] No.2039) ( hereinafter referred to as “ Enquiry Letter”) , details of which are announced as follows :

“Having reviewed the Report (Draft) in Relation to Major Asset Disposal and Major Asset Acquisition and Connected Transactions of China Shipping Container Lines Company Limited (《中海集裝箱運輸股份有限公司重大資產出售和重大資產購買暨關聯交易報告書(草案)》) submitted by your company (hereinafter referred to as the “Report”), we have the following questions for your further explanation and disclosure :

#### **I. Industry Conditions and Related Risks of the Target Assets**

1. As per the Report, China Shipping Container Lines Company, through this transaction, will shift into a platform for diversified leasing businesses which integrates the segments of ship leasing, container leasing and other non-shipping finance leasing. Up until now, the Company does not have any relevant experience in managing this kind of assets. So the Company is required to make additional explanations on (1) whether there are risks in integrating the segments of ship leasing, container leasing and non-shipping finance leasing and how these integrated businesses can have synergetic effect; (2) the specific plans that the Company has made for the shift in terms of organization and management as well as talents selection and appointment.

2. The Company is required to state the risks that may be arising from the heavy reliance upon China COSCO in ship leasing and container leasing business.

## **II. Target Assets of this Transaction**

3. As per the Report, there are significant fluctuations on the net profit for the Target Assets of leasing business of the proposed acquisition in the recent two years, and the operating net cash flow for the latest period is negative. Please further explain the reasons for the fluctuation and its rationality according to the industry updates. Please provide the opinion of the financial advisor.

4. As per the Report, the Target Assets of leasing business of the proposed acquisition are mainly engaged in operating leasing business. (1) Please set out the depreciation policy for various assets under operating leasing, and explain its reasonability compared to companies in the industry; (2) please further explain if there are leasing assets continued to be leased after the depreciation period, and disclose the number and percentage of idle leasing assets of the Company as well as the sufficiency of impairment provision for idle leasing assets. Please provide the opinion of the accountant and the financial advisor.

5. As per the Report, the Target Assets of financial business of the proposed acquisition involve banks and financial companies. Please further explain the major indexes according to the general disclosure practices of financial information in the financial industry, such as capital adequacy ratio, non-performing ratio and provision ratio, and carry out detailed analysis. Please provide the opinion of the financial advisor.

6. As per the report, the operating cash flow of the Target Assets of financial business of proposed acquisition for the latest period is negative. Please explain the reasons for the fluctuation and its rationality according to the industry updates. Please provide the opinion of the financial advisor.

## **III. Specific Arrangements for the Transaction**

7. As per the Report, the restructuring involves equity transfers between a number of companies, and several target companies have put restrictive covenants into their loan agreements entered into with banks in respect of the equity transfers of the target companies. The equity transfers of those companies are subject to approval

from, or prior notification to, the lenders. We need the Company to further disclose the specific amounts of the equity interests which are subject to approval from, or prior notification to, the lenders, as well as the percentage of the equity interests the transfer of which have been approved by the lenders or which are subject to prior notification to the lenders. Please provide the opinion of the financial advisor and the legal counsel on the abovementioned matter.

8. The Report shows that there exists a dispute between CS Ports, the assets contemplated for the proposed disposal, and the Inland Revenue Department in Hong Kong, over the tax assessment on its trading of the shares of Xiamen Port (03378) and Dalian Port (02880). We need the Company to further disclose its impact on the evaluation of CS Ports and any arrangements which might be made by both parties to the Transaction for the abovementioned possible tax dispute. Please provide the opinion of the financial advisor, the legal counsel and the accountant.

Please make corresponding supplementaries to the Report in response to the above-mentioned issues in written reply to us and make a disclosure prior to 25 December 2015”.

According to the requirements of the above letter, we are liaising closely with the related parties and intermediary agencies for the reply and will make supplementaries and improvements to the related documents of the material asset restructuring in a timely manner and fulfill our obligations of disclosure of information.

China Shipping Container Lines Company Limited

22 December 2015