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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
ACQUISITION OF LAND USE RIGHTS IN SHANGHAI, THE PRC**

ACQUISITION OF LAND USE RIGHTS

The Board hereby announces that on 26 September 2018, CIMC Zhicheng, a direct wholly-owned subsidiary of the Company, took part in a bidding in respect of the land use rights of the Land situated in Shanghai, the PRC between 17 September 2018 and 26 September 2018 pursuant to the relevant requirements of the Shanghai State-Owned Construction Land Use Right Grant Announcement (Hu Gao Zi [2018] No. 110) and successfully won the bidding at the price of RMB4,101,550,000. On 26 September 2018, CIMC Zhicheng entered into the Land Transfer Confirmation (Hu Shanghai Baoshanqu Guihuahetudiguanliju Gua Zi 201811001) (滬上海市寶山區規劃和土地管理局掛字201811001) with Shanghai Land Transaction Centre (上海市土地交易事務中心) and entered into the Undertaking Letter for Delayed Execution of Grant Contract (《延期簽訂出讓合同的承諾書》) with the Planning and Land Administration of Baoshan District, Shanghai and Shanghai Land Transaction Centre, and planned to enter into the Grant Contract which has been disclosed in the Shanghai State-Owned Construction Land Use Right Grant Announcement (Hu Gao Zi [2018] No.110) with the Planning and Land Administration of Baoshan District, Shanghai before 30 September 2018.

HONG KONG LISTING RULES IMPLICATIONS

The Acquisition is regarded as a qualified property acquisition under Rule 14.04(10C) of the Hong Kong Listing Rules as the Acquisition involves an acquisition of governmental land(s) from the PRC Governmental Body (as defined under the Hong Kong Listing Rules) through an auction governed by the PRC laws (as defined under the Hong Kong Listing Rules), which is undertaken by the Group on a sole basis in its ordinary course of business.

As one or more of the applicable percentage ratios in respect of the consideration of the Acquisition under the Hong Kong Listing Rules exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction for the Company pursuant to Chapter 14 of the Hong Kong Listing Rules and hence is subject to the notification and announcement requirements under Rule 14.33 of the Hong Kong Listing Rules.

SHENZHEN LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios as calculated in accordance with Rule 9.2 of the Shenzhen Listing Rules in respect of the Acquisition exceed 10% but are less than 50%, the transaction regarding the Acquisition is subject to the disclosure requirements by the Shenzhen Stock Exchange.

INTRODUCTION

The Board hereby announces that on 26 September 2018, CIMC Zhicheng, a direct wholly-owned subsidiary of the Company, took part in a bidding in respect of the land use rights of the Land situated in Shanghai, the PRC between 17 September 2018 and 26 September 2018 pursuant to the relevant requirements of the Shanghai State-Owned Construction Land Use Right Grant Announcement (Hu Gao Zi [2018] No. 110) and successfully won the bidding at the price of RMB4,101,550,000. On 26 September 2018, CIMC Zhicheng entered into the Land Transfer Confirmation (Hu Shanghai Baoshanqu Guihuahetudiguanliju Gua Zi 201811001) (滬上海市寶山區規劃和土地管理局掛字201811001) with Shanghai Land Transaction Centre (上海市土地交易事務中心) and entered into the Undertaking Letter for Delayed Execution of Grant Contract (《延期簽訂出讓合同的承諾書》) with the Planning and Land Administration of Baoshan District, Shanghai and Shanghai Land Transaction Centre, and planned to enter into the Grant Contract which has been disclosed in the Shanghai State-Owned Construction Land Use Right Grant Announcement (Hu Gao Zi [2018] No.110) with the Planning and Land Administration of Baoshan District, Shanghai before 30 September 2018.

To the best of the Directors' knowledge after having made all reasonable enquiries, the Planning and Land Administration of Baoshan District, Shanghai and its ultimate beneficial owner(s) are independent third parties of the Company and its connected persons.

I. DETAILS OF THE LAND

Announcement No. of the Land: 201811001

Name of the Land: the 0208-02, 0209-01, 0210-01, 0213-01, 0214-01, 0215-01, 0219-02, 0220-02 land lot in Unit 02, Meiluo Home Large Residential Community, Luodian Town, Baoshan District, Shanghai

Location of the Land: 11008 Street, Luodian Town, Shanghai (located east to Suoyiwan Road, west to Luodian Road, south to Mei'ai Road and north to Nianxi Road (東至蓑衣灣路，西至羅店路，南至美愛路，北至年喜路))

Area of the Land: a total site area of 145,762.9 sq.m. (the 0208-02 occupies a transferred area of 21,412.5 sq.m.; the 0209-01 occupies a transferred area of 16,928.8 sq.m.; the 0210-01 occupies a transferred area of 11,581.9 sq.m.; the 0213-01 occupies a transferred area of 21,418 sq.m.; the 0214-01 occupies a transferred area of 17,083 sq.m.; the 0215-01 occupies a transferred area of 18,942.5 sq.m.; the 0219-02 occupies a transferred area of 19,544.6 sq.m.; the 0220-02 occupies a transferred area of 18,851.6 sq.m.)

Use of the Land and terms of grant: the 0208-02 (commercial and residential usage with a term of 40 and 70 years, respectively), the 0209-01 (commercial and residential usage with a term of 40 and 70 years, respectively), the 0210-01 (commercial and residential usage with a term of 40 and 70 years, respectively), the 0213-01 (commercial and residential usage with a term of 40 and 70 years, respectively), the 0214-01 (commercial and office usage with a term of 40 and 50 years, respectively), the 0215-01 (commercial and office usage with a term of 40 and 50 years, respectively), the 0219-02 (commercial and office usage with a term of 40 and 50 years, respectively), the 0220-02 (commercial and office usage with a term of 40 and 50 years, respectively)

Transaction price: RMB4,101,550,000

II. MAJOR TERMS AND PERFORMANCE ARRANGEMENTS OF THE TRANSACTION AGREEMENT

1. In accordance with the Grant Notice, the Transferee has paid the security deposit in an amount of RMB820,310,000. In accordance with the terms of the Grant Contract, the Transferee should pay the deposit equivalent to 20% of the Consideration within five working days after the date of the Grant Contract, and should pay the balance of the Consideration in one lump sum within 30 working days after the date of the Grant Contract. Pursuant to the Grant Notice, the Transferee may apply for return of the deposit of RMB820,310,000 by presenting the payment receipt of the Consideration.
2. Pursuant to the Grant Contract, the number of residential apartments to be erected on the Land shall be no less than 1,370 units, and the gross floor area of fully-decorated residential apartments shall account for 50% (66,502.45 sq.m.) or above of the total gross floor area of residential property (excluding social housing, etc.), while the gross floor area of medium and small residential apartments shall account for 60% (84,003.09 sq.m.) or above of the total residential gross floor area of the Land.
3. Pursuant to the Grant Contract, the Transferee shall own the commercial properties with the gross floor area of no less than 80% (107,132.41 sq.m.) for at least 20 years after the date on which the planned project land passes the comprehensive inspection and acceptance, and shall own the office properties with the gross floor area of no less than 40% (77,817.58 sq.m.) for at least 20 years.
4. Pursuant to the Grant Contract, the Transferee shall own the residential properties with the gross floor area of no less than 15% (21,000.77 sq.m.) for leasing purpose, and shall own the underground commercial properties with the gross floor area of no less than 100% (14,900.00 sq.m.).
5. The bidding price of the Land shall be fully financed by the internal resources of the Group. The grant of the state-owned construction land use rights by a combined way of public tender and listing-for-sale was organized and implemented by Shanghai Land Transaction Centre (上海市土地交易事務中心). Given that the number of applicants was less than three, the Land was eventually granted through the listing-for-sale process where the consideration shall be determined on the basis of the highest bidding price.

6. After having fully paid the Consideration for the land transfer in accordance with the Grant Contract, the Transferee shall apply for registration of the state-owned construction land use rights by presenting the Grant Contract, the receipt for the Consideration payment and other supporting documents.

III. OTHER ARRANGEMENTS

The bidding of the Land does not involve any personnel placement or land lease, nor result in any connected transactions upon the completion of the transaction. It does not involve any transfer of the equity interest, change in the senior management or other arrangements.

IV. REASONS FOR AND BENEFITS OF THE ACQUISITION

The Acquisition of the land use rights of the state-owned land is mainly due to the fact that the Land was the past address of a subsidiary of the Group, representing a vital step in cooperating with the local government to push forward the transformation and upgrading initiatives as well as the overall industry development and integration of industry and city by the Group. The Land is a large-scale office, commercial and residential complex property with convenient transportation and well-established supporting urban facilities in the surroundings, playing a significant role for the Group's international brand image and strategic development in the Eastern China region.

The acquisition of the state-owned land use right is subject to the execution of the Grant Contract, payment of the Consideration, completion of the registration of the state-owned construction land use rights and other relevant procedures. The Acquisition of the Land may bring uncertainty over the future income stream of the Company. Investors should be aware of the risks associated with investments.

V. INFORMATION ABOUT THE PARTIES

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, energy, chemical and liquid food equipment, offshore engineering, logistics service, airport equipment etc.

CIMC Zhicheng is a direct wholly-owned subsidiary of the Company, which is a company established in the PRC and engaged in property development.

The Planning and Land Administration of Baoshan District, Shanghai, being a Chinese government department, is responsible for the land management of Baoshan District, Shanghai, the PRC.

VI. HONG KONG LISTING RULES IMPLICATIONS

The Acquisition is regarded as a qualified property acquisition under Rule 14.04(10C) of the Hong Kong Listing Rules as the Acquisition involves an acquisition of governmental land(s) from the PRC Governmental Body (as defined under the Hong Kong Listing Rules) through an auction governed by the PRC laws (as defined under the Hong Kong Listing Rules), which is undertaken by the Group on a sole basis in its ordinary course of business.

As one or more of the applicable percentage ratios in respect of the consideration of the Acquisition under the Hong Kong Listing Rules exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction for the Company pursuant to Chapter 14 of the Hong Kong Listing Rules and hence is subject to the notification and announcement requirements under Rule 14.33 of the Hong Kong Listing Rules.

VII. SHENZHEN LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios as calculated in accordance with Rule 9.2 of the Shenzhen Listing Rules in respect of the Acquisition exceed 10% but are less than 50%, the transaction regarding the Acquisition is subject to the disclosure requirements by the Shenzhen Stock Exchange.

VIII. DEFINITION

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

“A Share(s)”	the 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;
“Acquisition”	the acquisition of land use rights of the Land through public bidding process;
“Board”	the board of Directors of the Company;
“CIMC Zhicheng” or “Transferee”	Shenzhen CIMC Zhicheng Enterprise Development Co., Ltd. (深圳市中集智城企業發展有限公司), a company established in the PRC with limited liability and a direct wholly-owned subsidiary 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 with limited liability established under the laws 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;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Independent Third Party(ies)”	independent third party(ies) not connected with the Company and its subsidiaries, their respective directors, chief executives and substantial shareholders and any of their associates within the meaning of the Hong Kong Listing Rules;
“Land”	the 0208-02, 0209-01, 0210-01, 0213-01, 0214-01, 0215-01, 0219-02, 0220-02 land lot in Unit 02, Meiluo Home Large Residential Community, Luodian Town, Baoshan District;
“Grant Contract”	the Shanghai State-Owned Construction Land Use Right Grant Contract (《上海市國有建設用地使用權出讓合同》) proposed to be entered into between the Planning and Land Administration of Baoshan District, Shanghai and CIMC Zhicheng;
“Grant Notice”	the State-owned Construction Land Use Right Grant Notice jointly issued by the Planning and Land Administration of Baoshan District, Shanghai and Shanghai Land Transaction Centre on 8 August 2018;
“Consideration”	the transaction price of the Land, i.e. RMB4,101,550,000;
“PRC” or “China”	the People’s Republic of China, for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“PRC Governmental Body”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holders of the Share(s);
“Subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules;

“Shenzhen Listing Rules” the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange;

“%” percent.

This announcement is available for review 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.
YU Yuqun
Company Secretary

Hong Kong, 26 September 2018

As at the date of this announcement, the Board comprises Mr. WANG Hong (Chairman), Mr. WANG Yuhang (Vice-Chairman), Mr. HU Xianfu and Mr. LIU Chong as non-executive directors; Mr. MAI Boliang as executive director; and Mr. PAN Chengwei, Mr. PAN Zhengqi and Mr. WONG Kwai Huen, Albert as independent non-executive directors.