

## **China International Marine Containers (Group) Co., Ltd. Announcement on Resolutions Made at the Twentieth Session of the Sixth Board of Directors for 2012**

*China International Marine Containers (Group) Co., Ltd. (hereinafter referred to as "the Company") and all members of its Board of Directors hereby ensure that this announcement is factual, accurate and complete without any false information, misleading statement or material omission. And the English translation is for reference only.*

In order to meet the requirements regarding H-share listing procedures and compliance, the Company convened the 20<sup>th</sup> Session of the 6<sup>th</sup> Board of Directors for 2012 by way of telecommunication on 5 Dec. 2012. And the session was convened in compliance with the Company Law, the Company's Articles of Association and Rules of Procedure for the Board of Directors.

I. The following documents were reviewed at the session:

(I) The (listing) document regarding listing location change and listing & trading of domestically listed foreign shares on the main market of The Stock Exchange of Hong Kong Ltd. (hereinafter referred to as "SEHK") through introduction and relevant listing documents

(1) The first draft of English and Chinese version made after debating the listing document (handed round on 30 Nov. 2012) (hereinafter referred to as "listing document");

(2) The formal announcement draft on H-share listing (hereinafter referred to as "formal announcement");

(3) Verification records (hereinafter referred to as "verification records") draft on the content of the listing document prepared by Woo Kwan Lee & Lo (hereinafter referred to as the legal adviser of the sponsor), the Hongkong legal adviser of the sponsor Guotai Junan Financing Co., Ltd. (hereinafter referred to as "sponsor"), which aims to supporting the statements of directors made in the listing document, and ensuring the factuality, accuracy and no misleading of the information in the listing document, as well as ensuring no substantive information that will cause any misleading for the content of the listing document is omitted in the listing document;

(4) The draft of the Compliance Adviser Agreement (hereinafter referred to as "Compliance Adviser Agreement") that will be signed by the Company and the sponsor;

(5) Framework Agreement on the Related-party Transaction of Selling Products (hereinafter referred to as "Related-party Transaction Agreement") that will be signed by the Company and COSCO Pacific Ltd.;

(6) The un-audited consolidated financial statements ended as 31 Dec. 2011 (hereinafter referred to as "relevant consolidated financial statements") for the Company and its affiliated companies prepared by the Company's independent auditor KPMG (hereinafter referred to as "independent auditor") from the year of 2009 to 2011 according to Chinese Financial Reporting Standards, which will be enclosed as Attachment I, II and III in the listing document respectively;

(7) The un-audited consolidated financial statements for the six months ended as 30 Jun. 2012 and for the nine months ended as 30 Sept. 2012 (hereinafter referred to as "relevant consolidated financial statements") prepared by the Company, which will be enclosed as Attachment IV and V in the listing document respectively, and the draft of

the Report of Agreed-upon Procedures issued for the un-audited consolidated financial statements by the reporting accountant PricewaterhouseCoopers (hereinafter referred to as “reporting accountant”);

(8) Memorandum of Operating Capital Estimation for the Company (hereinafter referred to as “Memorandum of Operating Capital Estimation”) ended as 31 Dec. 2013;

(9) Private letter draft on the adequacy of operating capital and debts in the listing document (hereinafter referred to as “Letter of Operating Capital and Debts”) provided by the reporting accountant;

(10) The latest draft of comfort letter on the financial information enclosed in the listing document to be issued by the independent auditor (only covering the financial information for the three fiscal years ended as 31 Dec. 2011); and the latest draft of comfort letter on the financial information enclosed in the listing document issued by the reporting accountant (only covering the financial information for the six months ended as 30 Jun. 2012) (hereinafter referred to as “Comfort Letter”);

(11) The confirmation letter (hereinafter referred to as “8.21(A)(1) Confirmation Letter”) on the group’s adequacy of working capital provided by the sponsor to SEHK on 14 Nov. 2012 in accordance with the Article 8.21(A)(1) of the Listing Rules of the Stock Exchange of Hong Kong (hereinafter referred to as “Listing Rules”);

(12) The draft of the Comfort Letter Agreement that will be signed by the reporting accountant, the Company and the sponsor, and the draft of the Comfort Letter Agreement (hereinafter referred to as “Comfort Letter Agreement”) that will be signed by the independent auditor, the Company and the sponsor, and the Statement on Reporting Accountant’s Reporting the Management Team issued by the Company to the reporting accountant, as well as the Statement of the Management Team (hereinafter referred to as “Statement of the Management Team”) issued by the Company to the independent auditor;

(13) The drafts of letter of consent provided by the sponsor, reporting accountant, independent auditor, CCID Consulting Co., Ltd. (“industrial adviser) and Commerce & Finance Law Offices (“domestic legal adviser) respectively, which agree that the listing document can include their letters, reports and legal opinion letter and/or quote their name, letters, reports and legal opinion letter (hereinafter referred to as “Consent of Experts”) according to the form and content of the listing document;

(14) The confirmation letter draft of the translators on confirming the Chinese version is the factual and accurate translation version for the English version, and the confirmation letter draft of the sponsor on confirming that the translators are qualified for translating the Hongkong listing document (hereinafter referred to as “Translation Confirmation Letter”);

(15) The original and copy of significant contracts described in Attachment IX of the listing document;

(16) Letter sent from the sponsor to SEHK on 19 Nov. 2012 in accordance with the stipulations of Article 8.12, 19A.15, 19A.18(1), 3.28, 8.17, 4.01, 4.04(2), 4.04(4)(a), 8.06, 9.09 and 9.11(10) as well as Paragraph 37 of Attachment 1A, and the application for exemption is strictly in accordance with relevant requirements of the Listing Rules (for “general application for exemption”); and letter on application for exemption of

continuous related-party transaction sent to SEHK in accordance with the stipulations of Chapter 14A of the Listing Rules (for “application for exemption of continuous related-party transaction”); as well as letter on application for exemption of public float sent to SEHK in accordance with the stipulations of Article 8.08 of the Listing Rules (for “application for exemption of public float”) (Application for Exemption);

(17) Relevant documents regarding the HK legal advisor representing the Company to register the Company as a non-HK company in the HK Companies Registry (“Company Registration Documents”);

(18) The statement (Form F) draft (“Statement F”) of the Company’s one director and secretary on H-share listing & trading made before the listing of H-share on the main board;

(19) The draft of internal control report prepared by PricewaterhouseCoopers for the Company’s internal control (“Internal Control Report”).

## (II) Documents on stock issuance and shares registration

(1) The sample of the securities special seal used by the Company;

(2) The draft of service agreement that will be signed by the Company and Computershare Hong Kong Investor Service Limited (“H-Share Registrar”), and the latter is appointed as the Company’s H-Share Registrar in Hong Kong, and the H-Share Registrar also agrees to provide the shares registration, transfer and other relevant services for the Company;

(3) Relevant application forms regarding the Company’s application to Hong Kong Securities Clearing Company Ltd. (HKSCC) for its issued H-shares being accepted as qualified securities by Central Clearing, and the application for storing, clearing and settling the Company’s issued H-shares in the Central Clearing and Settlement System (“the Central Clearing System”) founded and managed by HKSCC as well as joining in the Central Clearing System, which have been signed by the Company’s director or secretary with authorization and delivered, as well as the commitment letter and indemnity letter and other documents that the Company need to sign (“HKSCC Application Forms and Relevant Documents”).

(4) Relevant forms and other documents regarding the Company’s application for registering to be a user of the Electronic Submission System, including submitting the user’s information and the consent letter on accepting the terms of using the Electronic Submission System promulgated by SEHK according to the list of VI. C (“Electronic Submission System Application Documents”).

(5) The latest sample of the stock certificates for the H-share to be issued by the Company (Stocks);

(6) The Standard Shares Transfer Letter promulgated and printed by SEHK (“Standard Shares Transfer Letter”).

## (III) Legal Opinion Letter

(1) Some contents in the draft of the Legal Opinion Letter issued by domestic legal adviser for the Company (“Domestic Legal Opinion Letter”) shall be confirmed, including (i) confirm that it agrees to compile relevant summary of domestic companies and securities laws and rules in Attachment VI and VIII of the listing document, and summary of significant differences between Hong Kong Company Law and Domestic Company Law, as well as summary of tax laws and rules; and (ii) confirm that the Company, as the issuer and under the domestic laws, has formally established its corporate status and been approved by all domestic relevant regulatory departments, etc..

(IV) Directors and supervisors

(1) The Responsibility Commitment Statement and Letter of Authorization to be filled and signed by each director (“Responsibility Letter and Letter of Authorization”), and the attached Statement of Interest (“Statement of Interest”);

(2) Form H that will be signed by the Company’s directors and Form I that will be signed by the Company’s supervisors (“Form H and I”);

(3) Attachment X of Listing Rules— the copy of securities transactions code for the directors of the listed issuer (“Transactions Code”);

(4) The Responsibility Introduction to the Directors of Companies Listed in the Main Board of SEHK and the Responsibility Brochure on the Duties and Obligations of the Directors of Companies Listed in the Main Board of SEHK (“Responsibility Brochure”) prepared by Paul Hastings in Aug. 2012, and such Responsibility Brochure has been handed round each director and supervisor in advance;

(5) The relevant copy of Code on Corporate Governance Practices in Attachment XIV of Listing Rules (“Code on Corporate Governance Practices”);

(V) Engagement contract and appointment

(1) The service contract drafts of directors, supervisors and senior management (“Service Contract”); of which, the session doesn’t involve any change or newly engagement of directors, supervisors and senior management.

(VI) Others

(1) The draft of the commitment letter of each related party regarding approving the Company’s reporting accountant to review its accounting items issued to the Company and SEHK (“Related-party Commitment Letter”);

(2) The last draft of the Notification of Authorized Representatives that shall be submitted by the Company according to Article 3.05 of Listing Rules (“Form AR”);

(3) The draft of commitment letter made by the Company in the listing document;

(4) The Form N5 regarding adopting new Articles of Association that shall be submitted to the HK Companies Registry after successful listing; and

(5) The draft of consent of letter regarding adding website hyperlink in the website of SEHK.

II. The resolutions are made in the session as follows:

(I) The “Proposal on Relevant Matters Regarding the Company’s Listing on the Main Board of SEHK” was reviewed and approved.

1. After the Company gaining the approval on H-share listing from the Main Board Listing Committee of SEHK, the Company is approved to:

(1) Issue the H-shares in accordance with the terms and conditions of listing document, and issue the H-shares to the persons who choose to transfer its holding B-shares to H-shares or HKSCC (the proxy) (if the person who chooses to transfer its holding B-shares to H-shares orders to deposit his/her H-shares in the Central Clearing System );

(2) Stamp or print the Company’s Securities Special Seal on all the H-shares, and approve the Chairman of the Board of Directors of the Company or its authorized person to sign all the H-shares. All the H-shares shall come to effects after being signed personally or in printing by the Chairman of the Board of Directors of the Company or its authorized person and stamped or printed the Company’s Securities Special Seal.

(3) Register the information of all the H-share holders in the H-share holders list in the H-share Registrar that established in Hong Kong by the Company.

8 yes-votes; 0 no-votes; 0 abstentions

(II) The “Proposal on Matters Related to Listing Papers and Listing-Related Papers”

was reviewed and approved.

1. Listing papers were approved for submission; the directors authorized to handle listing affairs were authorized to properly amend contents of the said papers, and when the board signs on the papers, it means that the board approves the amendments; it was approved to, after the main board listing approval papers from the listing committee of SEHK were finalized, coordinate with the sponsor and approve the mass printing and issuance of listing papers; it was approved that the final versions of listing papers for printing and issuance should be signed by the relevant directors or their proxies with authorization letters in writing, and the sponsor and Hong Kong legal consultant should be instructed to submit, at a proper timing, to SEHK for file-keeping the said final listing papers signed by the relevant directors or their proxies with authorization letters in writing; the domestic legal consultant of the Company should be instructed to submit the said final listing papers signed by the relevant directors or their proxies with authorization letters in writing to the relevant authorities of China for file-keeping and registration according to relevant laws, regulations and the Company's Articles of Association; and the sponsor was approved and authorized to publish consequently, on behalf of the Company, the listing papers at a proper time (subject to the approval time of SEHK).

2. It proposed to approve the official announcement on H-share issuance and authorized the directors authorized to handle listing affairs or the company secretary to properly amend the contents of the announcement. It approved the said official announcement to be released on the website of SEHK and/or newspapers designated by the directors authorized to handle listing affairs or the company secretary, and approved issuing press releases about the Company's listing through introduction. And the directors authorized to handle listing affairs or the company secretary was authorized to properly review and amend the contents of the said news releases.

3. It confirmed and approved the verification records submitted; the directors authorized to handle listing affairs were authorized to properly amend the contents, and when the board signs on the records on behalf of the Company, it means that the board approves the amendments; and any director of the Company was authorized to sign the verification records on behalf of the Company.

4. It approved the regulation-compliant consultant agreement submitted; the directors authorized to handle listing affairs were authorized to properly amend the contents, and when the board signs on the agreement on behalf of the Company, it means that the board approves the amendments; and any director of the Company was authorized to sign (with the company seal, if necessary) and execute the regulation-compliant consultant agreement (including further signing any other relevant agreements and documents).

5. It proposed to approve the related-party transaction agreement and transactions under the said agreement; the directors authorized to handle listing affairs or the Company secretary was authorized to properly amend the contents, and when the board signs on the agreement on behalf of the Company, it means that the board approves the amendments; and any director of the Company or the company secretary was authorized to sign (with the company seal, if necessary) and execute all the

related-party agreements.

6. Relevant audited consolidated financial statements and non-audited consolidated financial statements that confirmed and submitted.
7. Memorandum of Operating Capital Estimation that confirmed and approved for submission, Letter of Operating Capital and Debts that issued by the reporting accountant, the Report of Agreed-Upon Procedures and Console Letter.
8. The Report of Internal Control that confirmed and approved for submission, its acceptance as well as execution of its proposal.
9. Confirmation letter of 8.21(A)(1) that approved for submission.
10. The Stipulator of Console Letter the Statement of Management Team approved for submission that relevant to the reporting accountant and the independent auditor, and the authorization to any director of the Company or secretary of the Company to sign up the above mentioned statement on the Company's behalf.
11. The consent of expert separately issued by the sponsor, the reporting accountant, the independent auditor and domestic legal advisor that confirmed for submission.
12. The translation of confirmation letter that confirmed for submission.
13. Company registration files that approved and subsequently confirmed, authorization to Paul, Hastings, Janofsky & Walker LLP for the registration of a non-Hong Kong company at the Hong Kong Companies Registry on the Company's behalf, and all written process and advice note the Company assigned Mr. Xiao Guoqiang and Mr. Zhang Shaohui to receive in Hong Kong in accordance of the Part 11 of Hong Kong Company Formation.
14. Statement F that approved for submission and the application for exemption that submitted with approval/confirm and subsequent confirm; application for exemption submitted to SEHK by the sponsor that approved/confirmed and subsequently confirmed by the Company on the Company's behalf.

8 yes-votes; 0 no-votes; 0 abstentions.

(III) Reviewed and approved Proposal on Relevant Issues Concerning Share Issuance and Share Register Documents

1. Approved and adopted the specific securities seal that submitted to the meeting as the official securities seal of the Company.
2. Approved to set up a H-share Registrar of the Company in Hong Kong, confirmed the authorization to Computershare Hong Kong Investor Service Limited for establishing the temporary register of H-share holders at H-share Registrar the Company set up in Hong Kong and China.
3. Approved and authorized H-share Registrar to affix or print Securities Seal of the Company and plug the Securities Seal on shares by print and to establish and reserve the register of H-share holders in Hong Kong.
4. Proposed, confirmed and approved Service Agreement of Registration of H Shares; authorized the listing of H shares, authorized directors (refer to the 12<sup>th</sup> Article of Proposal Six) or secretary of the Company to make proper rectification on its content. If he/she sign up the Service Agreement of Registration of H Shares on behalf of the Company, that means he/she approves and confirms the rectification of the mentioned rectification. Authorized any directors of the Company or secretary of the Company to sign up the proposal (and affix the seal of the Company if needed) and any documents that relevant to the establishment and maintain of the Register of H-share Holders in Hong Kong independently, so as make payment of expenses relevant to the Register.
5. Approved the Company to apply for the qualified securities that granted by HKEX for its H shares, and to apply for the storage, clearing and settlement of H shares issued by the Company as well as to apply for its entering into CCASS. Approved

Application Form for Clearing in Hong Kong and relevant documents, authorized any directors of the Company or secretary of the Company to sign up the application form and relevant documents independently and take all necessary procedures of the said application for the acceptance of CCASS.

6. Approved certificate sample of H shares of the Company and approved the print signature of the Presidents on shares. Approved stock sample, standard Form of Stock Transfer and authorized any directors of the Company or secretary of the Company to make rectification on the stock sample before the approval of mass printing.

7. Approved that the Company will adopt standard Form of Stock Transfer that adopted by SEHK at times.

8. Approved that the Company will accept printed standard Form of Stock Transfer that submitted; and the Company will urge H-share Registrar (or its successor) to accept the transfer documents that with print signature by HKSCC Nominees Limited (and its successor), which acts as a transfer or transferee. In the meanwhile, the print signature should be submitted at times with HKSCC Nominees Limited (and its successor), and matches the signature form reserved in HKSCC Nominees Limited (and its successor).

9. Proposed the approval, confirm and subsequent confirm of the application of ESS to SEHK. Approved and authorized any directors, secretary of the Company and/or his/her assigned representative to sign up application document of ESS and submit users' materials, so as to accept operation rules on ESS stipulated by SEHK.

8 yes-votes; 0 no-votes; 0 abstentions.

(IV) Reviewed and approved Proposal on Relevant Issues Concerning Directors, Supervisors and Other Company Staff

1. Assigned and confirmed that (i) Yu Yuqun takes post of the secretary, Zhang Shaohui takes post of assistant secretary (with a term of three years since the first trading date of H-share on SEHK); (ii) Li Jianhong, Xu Minjie, Mai Boliang, Wang Hong, Wang Xingru, Ding Huiping, Jin Qingjun and Xu Jing'an act as director of the Company; (iii) Lv Shijie, Huang Qianru, Feng Wanguang act as supervisor of the Company; (iv) Li Jianghong acts as the legal representative of the Company; (v) Guotai Junan Financial Co., Ltd. Acts as compliance adviser; and Mai Boliang and Yu Yuqun act as authorized representatives to communicate with SEHK and Zhang Shaohui acts as an alternative; in the meanwhile, the Company authorized all directors to communicate with SEHK on the Company's behalf (including interviews with all staff of SEHK). Of which, the session doesn't involve any change or newly engagement of directors, supervisors and senior management.

2. Proposed the approval and confirmation of the signature of Responsibility Letter, Letter of Authorization, Statement on Interest, Form H and Form I signed up by all directors and supervisors (for specific circumstances) in terms of the issuance of H-shares.

3. Approved Service Contract and authorized all directors to sign it up on the Company's behalf (but the mentioned director isn't able to sign up his/her own Service Contract on the Company's behalf, in the meanwhile each director shall not vote and approve his/her Service Agreement) (and stamped with the Company Seal if needed).

4. Approved and submitted Form AR and authorized any directors or secretary of the Company to sign it up on the Company's behalf.

5. In accordance with the 19A.13(2) of Listing Rules and the six paragraph of Attachment 1A, the Company assigned Mr. Xiao Guoqiang and Mr. Zhang Shaohui to act as authorizer of the Company according to the Part 11 of Hong Kong Company

Formation. They will accept the arrived written process documents and advice note etc. on the Company's behalf.

8 yes-votes; 0 no-votes; 0 abstentions.

(V) Reviewed and approved Proposal on Relevant Issues Concerning Documents of SEHK and Continuing Obligation

1. Adopts Transactions Code for securities transaction of directors

8 yes-votes; 0 no-votes; 0 abstentions.

(VI) Reviewed and approved Proposal on Other Issues Concerning the Listing

1. Confirmed that all facts (the Company provided to domestic lawyers) stated on Domestic Legal Opinion Letter and all significant facets of other facts mentioned are of truthfulness, completeness and not misleading.

2. Agreed to submit Domestic Legal Opinion Letter to SEHK and other relevant agents issued by domestic legal advisers.

3. Approved all letters communicate with relevant websites of SEHK and all letters sign up by persons whom authorized the Company to accept the code of ESS in accordance of Listing Rules of SEHK.

4. Authorized all directors or secretary of the Company or all intermediaries to provide all documents and materials to SEHK, Sponsor, H-share Registrar, relevant regulatory or registration department of domestic and Hong Kong or it is required by listing authorized directors (see the 12<sup>th</sup> Article of Proposal Six) or secretary.

5. Authorized the Company to provide free reference documents stated in Attachment X of listing documents and copies of documents that required for reference in Listing Rules after some proper charges on Paul Hastings located at 22/F Bank of China Tower, 1 Garden Road Central Hong Kong or other site that listing authorized directors (see the 12<sup>th</sup> Article of Proposal Six) or secretary consented according to Listing Rules.

6. Confirmed and approved significant contracts that submitted; authorized and approved Paul Hastings to form or assist in forming certified copy of significant contracts.

7. Confirmed Commitment Letter of Related Parties submitted.

8. As for the Company's issue regarding listing location change and listing & trading of domestically listed foreign shares on the main market of The Stock Exchange of Hong Kong Ltd., it approved, confirmed and recognized retroactively to appoint Paul Hastings as the Company's Hong Kong legal adviser, appoint Commerce & Finance Law Offices as the Company's domestic legal adviser, appoint Guotai Junan Financing Co., Ltd. as the Company's sponsor and domestic financial adviser for the listing, appoint China Merchants Securities (HK) Co., Ltd. as the Company's Hong Kong financial adviser, appoint PricewaterhouseCoopers as the Company's independent auditor and concurrently reporting accountant, appoint Ione Financial Press Limited as the Company's printing company for the listing document; as well as approved, confirmed and recognized retroactively the appointment agreements signed between the Company and the above each party. It approved the sponsor to appoint the Hong Kong legal adviser with the sponsor of Woo Kwan Lee & Lo and the domestic legal adviser with the sponsor of Jingtian& Gongcheng Lawyers.

9. Approved and subsequent confirmed that the Company applied to register as a non-HK company and submits Form N5 after the listing to Companies Registry in accordance of Hong Kong Part 11 of Hong Kong Company Formation; approved that the Company's office address is Room 3101-3102 Infinitus Plaza, 199 Des Voeux Road Central Sheung Wan.

10. Approved all directors or secretary of the Company to deal with the signature of documents and independently to sign up, plug or sign up and affix company seal on the Company's behalf in terms of this listing events as required by government agencies or other organizations.

11. Confirmed that all documents of other application is reviewed; confirmed and approved these documents, including but not limited to Form H, Form I, documents that submitted to SEHK etc.. In terms of documents that is not completed, the Company authorized the listing authorized directors (see the 12<sup>th</sup> Article of Proposal Six) or secretary or his/her authorizer approves for rectification and any directors of the Company to sign up independently on the Company's behalf.

12. It approved and authorized Mr. Mai Boliang, executive director, to be the director authorized to handle listing affairs. Mr. Mai was authorized to perform the Company's duties and execute the board's powers regarding H-share issuance according to resolutions of this board session, which included (but were not limited to) the said matters designated by the resolutions of this board session to be handled by the director authorized to handle listing affairs; to amend the said papers regarding H-share issuance (include but not limited to papers submitted to SEHK); to approve all amendments to any of the aforesaid papers (when the relevant director signs on the said documents, it means that he approves the documents); and at the same time to authorize any of the Company's directors to, on behalf of the Company, sign, stamp or sign & stamp with the Company's seal or securities seal and deliver any of the aforesaid papers, and approve and authorize any action, matter or issue that he thinks necessary or helpful for the listing.

13. Confirmed and subsequent confirmed the letter of reply and all attachments are of accuracy, truthfulness to submit to SEHK, Securities & Futures Commission of Hong Kong and CSRC in terms of the issuance events of H-share.

8 yes-votes; 0 no-votes; 0 abstentions

**Board of Directors**

**China International Marine Containers (Group) Co., Ltd.**

12 December 2012