

China International Marine Containers (Group) Co., Ltd.
Suggestive Announcement on the B-share Cash Option
Implementation Plan Regarding Listing Location Change and
Listing & Trading of Domestically Listed Foreign Shares on
Main Market of the Stock Exchange of Hong Kong Limited
through Introduction

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.

Special notes:

- 1. If the listing committee of the Stock Exchange of Hong Kong (SEHK) conditionally approves the Company's application for listing location change and listing & trading of domestically listed foreign shares on the main market of SEHK through introduction, the Company will apply to Shenzhen Stock Exchange for suspending its B-share trading after it receives the official conditional approval document and discloses relevant information. The trading day before the suspension is the last trading day for the Company's B-shares. Afterwards, the cash option distribution, exercise application, clearing and settlement for the B-shares will start. And trading of the B-shares will stop.**
- 2. This suggestive announcement only explains the specific operating procedure for the Company's B-share holders to apply for exercising cash options and other relevant matters. It is not giving advice on whether to apply for exercising the cash options or not. This announcement does not yet include the specific date for exercising cash options and some other information. As the event proceeds, the Company will announce the specific date for exercising cash options and some other information in time. Investors are kindly reminded to pay attention to possible investment risks.**
- 3. As for B-share holders or relevant obligees with judicially frozen B-shares, and shareholders or obligees whose B-shares are pledged or judicially frozen due to various reasons before the cash option implementation date, they should handle the said shares in a timely and legal manner.**

On 30 Aug. 2012, the Company convened the Third Special Shareholders' General Meeting for 2012, at which the Proposal on the Plan Regarding Listing Location Change and Listing & Trading of Domestically Listed Foreign Shares on Main Market of the Stock Exchange of Hong Kong Limited through Introduction was reviewed and approved. The Company has submitted to China Securities Regulatory Commission (CSRC) the application for listing location change and listing & trading of domestically listed foreign shares on the main market of the Stock Exchange of Hong Kong Limited through introduction, and received on 24 Oct. 2012 the CSRC Notice of Accepting the Administrative Permit Application for Review (No. 121896). The Company submitted on 26 Oct. 2012 to the Stock Exchange of Hong Kong Limited (SEHK) the A1 Submission regarding listing location change and listing & trading of domestically listed foreign shares on main market of SEHK through introduction, and received the SEHK acceptance letter on 31 Oct. 2012.

On 16 Nov. 2012, SEHK notified the Company that its listing committee will debate the application on 22 Nov. 2012, reviewing the application for listing location change and listing & trading of domestically listed foreign shares on main market of SEHK through introduction. In order to ensure that investors have full rights to trade the Company's B-shares before the removal of these shares from the system of SD&C, upon application of the Company, trading of the Company's A-shares and B-shares will not be suspended during the debate period. The debate shall be held only after CSRC gives its consent to the Company's the application for listing location change and listing & trading of domestically listed foreign shares on the main market of the Stock Exchange of Hong Kong Limited through introduction.

If the listing committee of SEHK conditionally approves the Company's H-share listing application, the Company will apply to Shenzhen Stock Exchange for suspending its B-share trading after it receives the official conditional approval document and discloses relevant information. The trading day before the suspension is the last trading day for the B-shares. Afterwards, the cash option distribution, exercise application, clearing and settlement of the Company's B-shares will start. And trading of the B-shares will stop. When the cash option exercise completes, the Company will apply to Shenzhen Stock Exchange for removal of its B-shares from the system of SD&C. After it receives the official approval letter from SEHK for the Company's H-share listing, the relevant shares will be listed and traded in the form of H-shares on the main market of SEHK.

The Company will provide, by means of application via the trading system of Shenzhen Stock Exchange or manual application, B-share cash option application and exercise services for all its B-share holders other than China Merchants (CIMC) Investment Limited, COSCO Container Industries Limited and its related enterprise Long Honour Investments Limited. Relevant matters are hereby suggestively announced as follows:

Important Contents

1. If the listing committee of SEHK conditionally approves the Company's H-share listing application, the Company will apply to Shenzhen Stock Exchange for suspending its B-share trading after it receives the official conditional approval

document and discloses relevant information. The trading day before the suspension is the last trading day for the B-shares. All shareholders holding the Company's B-shares after clearing and settlement complete on the trading day before removal of B-shares from the system of SD&C have cash options. Among B-share holders, China Merchants (CIMC) Investment Limited, COSCO Container Industries Limited and its related enterprise Long Honour Investments Limited have promised to give up their cash options.

According to the Proposal on the Plan Regarding Listing Location Change and Listing & Trading of the Company's Domestically Listed Foreign Shares on Main Market of the Stock Exchange of Hong Kong Limited through Introduction, which was reviewed and approved at the Third Special Shareholders' General Meeting for 2012 of the Company, the Company's A-share holders DO NOT have cash options.

2. The cash option exercise price for the B-shares is HKD 9.83/share. Exercising the cash option means investors selling out the Company's B-shares at the price of HKD 9.83/share. Investors are kindly reminded to be aware of possible risks arising from exercising the cash option.

3. If the listing committee of SEHK conditionally approves the Company's H-share listing application, the Company will apply to Shenzhen Stock Exchange for suspending its B-share trading after it receives the official conditional approval document and discloses relevant information. The date of record for the B-share cash options is the trading day before the share trading suspension. Afterwards, the cash option distribution, exercise application, clearing and settlement of the Company's B-shares will start. During the exercise application period, trading of the Company's B-shares will be suspended.

4. There is no precedent in China's capital market for this B-share cash option implementation. According to the Notice on Doing a Good Job in Technical Preparations Regarding B-share Cash Options released by Shenzhen Stock Exchange on 17 Sept. 2012, for any B-share holder who chooses to exercise B-share cash options, the exercise and application ways are the same with the ways for A-share cash options.

B-share holders who trust the Company's B-shares with domestic securities companies can conduct cash option application and exercise via the trading system of Shenzhen Stock Exchange. For those B-share holders who DO NOT trust the Company's B-shares with domestic securities companies, they shall conduct cash option application and exercise manually upon application to the issuer.

5. If any B-share holder has any behavior that may lead to change of the trustee unit of the B-share holder's securities account (the operating division of a securities company) such as transferring the trusteeship during the period from the date of record to the application deadline for the cash options, he/she may not be able to exercise his/her cash options. Therefore, B-share holders are particularly advised not to transfer the trusteeship or conduct any other behavior that may lead to change of the trustee unit of their securities accounts during the said period.

6. This suggestive announcement only explains the specific operating procedure for the Company's B-share holders to apply for exercising cash options and other relevant

matters. It is not giving advice on whether to apply for exercising the cash options or not. For details about the listing location change and listing & trading of domestically listed foreign shares on main market of the Stock Exchange of Hong Kong Limited through introduction, please read the Plan for Listing Location Change and Listing & Trading on Main Market of The Stock Exchange Of Hong Kong Limited through Introduction of Domestic listed foreign Investment Shares of China International Marine Containers (Group) Co., Ltd. and relevant documents disclosed on www.cninfo.com.cn and www.szse.cn on 15 Aug. 2012, as well as relevant announcements to be disclosed by the Company.

I. Explanation

In this announcement, the abbreviations on the left column refer to items on the right column unless otherwise specified.

CIMC, the Company, the Listed Company	refer to	China International Marine Containers (Group) Co., Ltd.
CIMC B-shares, B-shares	refer to	Domestically listed foreign shares issued by CIMC
H-shares	refers to	Overseas listed foreign shares listed in Hong Kong
China Merchants (CIMC) Investment	refers to	China Merchants (CIMC) Investment Limited
COSCO	refers to	COSCO Container Industries Limited
Long Honour	refers to	Long Honour Investments Limited
The Shenzhen branch of SD&C	refers to	The Shenzhen branch of China Securities Depository and Clearing Co., Ltd.
SEHK	refers to	the Stock Exchange of Hong Kong Limited

II. Shareholders eligible to apply for exercising the cash options

If the listing committee of SEHK conditionally approves the Company's H-share listing application, the Company will apply to Shenzhen Stock Exchange for suspending its B-share trading after it receives the official conditional approval document and discloses relevant information. All shareholders holding the Company's B-shares after clearing and settlement complete on the trading day before removal of B-shares from the system of SD&C can apply for exercising cash options according to this announcement. Among B-share holders, China Merchants (CIMC) Investment Limited, COSCO and its related enterprise Long Honour have promised to give up their cash options.

Where a shareholder chooses to apply for exercising cash options, a third party will pay the cash consideration to the shareholder and obtain the corresponding B-shares of the Company.

According to the Proposal on the Plan Regarding Listing Location Change and Listing & Trading of the Company's Domestically Listed Foreign Shares on Main Market of the Stock Exchange of Hong Kong Limited through Introduction, which was reviewed

and approved at the Third Special Shareholders' General Meeting for 2012 of the Company, the Company's A-share holders DO NOT have cash options.

III. Basic terms for the cash option

(I) Code and abbreviation for the cash option

Code: 238001

Abbreviation: ZJP1

(II) Target securities of the cash option

Code of target securities: 200039

Short name of target securities: ZJB

(III) Distribution method of cash option

Free of charge.

(IV) Arrangement for listing of cash option

Not for listing.

(V) Distribution proportion of cash option

B-share holders of the Company will be granted a cash option for each share of B-share. The minimum unit of stock for the application of cash option is 1 share.

(VI) Exercise proportion of cash option

Holder of relevant rights is entitled to sell 1 share of CIMC B-share to the third-party for holding of an above mentioned right.

(VII) Exercise price of cash option

Exercise price of cash option is of HKD 9.83 per share.

(VIII) Distribution of cash option

1. If the securities account of an B-share holder is trusted in two or more than two trading units (operations department of securities companies) on registration date of cash option, and all with holding of B shares of the Company, then the distribution is carried out by specific number of each trading unit of the mentioned B shares holder on the registration date, sorted by size of holding and in turn. The distribution will be complete when the amount of distribution is equal to the cash option enjoyed by the mentioned B-share holder.

2.The Company will handle transfer procedure of relevant exercise to Shenzhen Branch of China Securities Depository and Clearing Corporation Limited in unite during the application period. For specific contact information, please see "VII. For contact" of this announcement, the format of entrust files refer to Attachment 1 of this announcement.

(IX) Measurement of the amount of cash option

Up until the issuing date of this announcement, total amount of B shares of the Company is 1,430,480,509. The distribution amount of cash option will be determined by total number of B-share holders excluding China Merchants (CIMC) Investment Limited, COSCO and its affiliated enterprise Long Honour after the clearance and delivery at the last trading date before final suspension of CIMC B shares.

(X) Application period of cash option

The Company will disclose the Announcement on the Implementation Plan for B-share Cash Options timely in accordance with the progress of the project, which will explain the specific application period of cash options.

(XI) Performance guarantee of cash option

Before the distribution of cash option, the third party will provide performance guarantee via specific account and maintain sufficient amount of cash.

(XII) Settlement method of cash option

Cash option will be settled by delivery of securities, that means when an holder of cash option exercises, he/she shall deliver B shares of the Company at the same time as well as acquire relevant exercise price from the third-party. With the success of exercising 1 cash option by a B-share holder, the system will deduct 1 cash option right and 1 share of CIMC B-share. In the meantime, the shareholders' cash account will acquire HKD 9.83 and deduct certain cash for relevant stock trading tax.

(XIII) Arrangement of matured unexercised right

Cash options that fail to make application and exercise will be cancelled after the application period.

IV. Application method for exercise of cash option

(I) Shareholders who trusts B shares of the Company in domestic security companies will be able to carry out application and exercise via the trading system of Shenzhen Stock Exchange

1. Exercise orders

In accordance with notes of technology system of relevant security company and cash deposit in his/her securities account, B-share holders will select an exercise code and then forward an exercise code. Exercise orders including the following content:

Exercise code: 238001

Category of operation: exercise

Entrust number: the number of B-share cash option

Entrust price: HKD 9.83/share (exercise price)

Application is carried out with exercise order as the unit. The exercise order is efficient that very day and is able to cancel that very day.

2. Issues for confirmation before the exercise

(1) The qualified B-share holders can choose to exercise their cash options totally or partially. During the application period of cash options, the tradable share holders, who have applied for exercising their cash options and it is confirmed as valid by China Securities Depository and Clearing Corporation Limited Shenzhen Branch, shall not withdraw the applied cash options totally or partially.

(2) Before the issuance of exercise orders, the B-share holders shall confirm that the entrusted amount of exercise orders doesn't exceed the amount of cash options in their securities account and there are sufficient CIMC B shares in their securities account. If the holders of frozen or pledged shares intend to exercise their cash options, they shall release such freeze or pledge before the application. If the holders of frozen or pledged shares plan to exercise their cash options, they shall release such freeze or pledge before the application. During the application period, if the amount of cash options applied to exercise by B-share holders exceeds the amount of unfrozen or unpledged shares actually held in their securities account, such exercise entrust fails; otherwise the former will be the effective application amount.

(3) Confirmation on the effective amount of multiple-applied shares

As for the multiple application of cash option with the same securities account and application code of cash option during the application period, Shenzhen Branch of China Securities Depository and Clearing Corporation Limited will add relevant application numbers according to the sequence of receiving the applications and deal with them in sequence as well as confirm the effective amount of applied shares in accordance with the procedures on applying for exercising the cash options and the stipulations of Article (2) under the provision.

(4) Except for judicial enforcement deduction, it shall not retransfer or fix any pledge or other third-party rights for the shares having applied for exercise; if it's deducted by judicial enforcement for the shares having applied for exercise, such cash options become invalid upon the occurrence of the judicial deduction.

3. The Company's stock transaction treatment during the exercise period

During the application period, the Company's B-share will stop to trade.

4. Amount of cash options, deduction of shares and acquisition of funds after the exercise

With the success of exercise on T day, exercise capital will record into relevant settlement reserves account automatically on T+1 day; in the meanwhile, it will deduct corresponding amount of cash option rights and CIMC B-share of securities account of B-share holders. Finally, relevant securities company will record relevant exercise capital into capital account of B-share holders.

5. After the expiration of the application, the unexercised cash options in the securities account of B-share holders will be written off.

6. Expenses

The B-share holders are free of charge for exercising cash option or withdrawing application via trading system of stock exchange. The transfer party and the acquisition party shall make payment of relevant taxes in accordance of relevant regulations separately when handle the certificates of stock transfer of exercising cash options and transfer procedure. If the transfer fails due to insufficient expenses, the responsible party shall account for the responsibility.

(II) Shareholders who didn't trust B-share of the Company in domestic security companies shall conduct manual application and exercise of cash option

1. Confirmation of exercise

(1) During the application period, shareholders conduct manual application and exercise of cash option shall fill in and sign up Letter of Confirmation of Investors on Manual Application for Exercise (for the format refers to Attachment 2 of this announcement).

(2) Shareholders who intend to exercise capital option shall submit the above mentioned letter of confirmation and relevant proof files (corporate shareholder: including copies of existing and efficient license of business corporate, copies of ID card of legal representative, copies of corporate securities account, copies of securities account and certificates of shareholding as at registration date; individual shareholder: including copies of ID card, copies of securities account and certificates of shareholding as at registration date) to the Company via post (for contact method refer to VII. For contact. The arrival and signature of documents by post shall within valid

application period). If there is an insufficiency of the above mentioned submission materials, the application will be invalid.

2. Items to be confirmed before the exercise

(1) The qualified B-share holders can choose to exercise their cash options totally or partially. During the period for application of cash options, the tradable share holders, who have applied for exercising their cash options and it is confirmed as effective by Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, shall not withdraw the applied cash options totally or partially.

(2) Before the application for exercise, the B-share holders shall confirm that the entrusted amount of exercise orders doesn't exceed the amount of cash options in their securities account and there is enough CIMC B-share in their securities account. If the holders of frozen or pledged shares plan to exercise their cash options, they shall release such freezing or pledge before the application. During the application period, if the amount of cash options applied to exercise by B-share holders exceeds the amount of unfrozen or unpledged shares actually held in their securities account, such exercise entrust fails; otherwise the former will be the effective application amount.

(3) Confirmation on the effective amount of multiple-applied shares

As for the multiple application of cash option with the same securities account and application code of cash option during the application period, Shenzhen Branch of China Securities Depository and Clearing Corporation Limited will add relevant application numbers according to the sequence of receiving the applications and deal with them in sequence as well as confirm the effective amount of applied shares in accordance with the procedures on applying for exercising the cash options and the stipulations of Article (2) under this provision.

(4) Except for the judicial enforcement deduction, it shall not retransfer or fix any pledge or other third-party rights for the shares having applied for exercising the cash options; if it's deducted by judicial enforcement for the shares having applied for exercising the cash options, such cash options become invalid upon the occurrence of the judicial deduction.

3. The Company's stock transaction treatment during the exercise period

During the period for application of cash options, the Company's B-share will stop to trade.

4. Amount of cash options, deduction of shares and gaining of exercise funds after the exercise

After B-share holders succeed in exercising, it will deduct relevant amount of cash options and CIMC B-share in the securities accounts of the B-share holders; within three working days since Shenzhen Branch of China Securities Depository and Clearing Corporation Limited transfers the shares involving the qualified application of cash options to the name of the third party, and the third party will pay in cash to the designated account of relevant investors that didn't trust their B-shares of the Company in domestic securities company at the price of HKD 9.83 for each cash option and meanwhile deduct relevant taxes and fares arising from the shares transfer.

5. After the expiration of the application, the unexercised cash options in the securities account of B-share holders will be written off.

6. Expenses

The B-share holders shall undertake all the expenses arising from their manual application for exercising cash options or withdrawal of application. The third party shall withhold the transfer fees of exercised shares from B-share holders in accordance with the amount of exercised shares applying for transfer.

V. Commitments made by the third party of cash options

The third party providing the cash options to CIMC B-share holders makes the commitments as follows:

“Our company’s financial status is good enough to perform the duties of the third party stipulated by the above plan; as the third party in the above plan, our company will perform the duties of the third party stipulated by the above plan, and make all necessary efforts to assist CIMC Group and Guotai Junan as well as other parties (if any) to promote the implementation of the above plan;”

Of which, “the above plan” refers to the Announcement on the Plan Regarding Listing Location Change and Listing & Trading of Domestically Listed Foreign Shares on Main Market of the Stock Exchange of Hong Kong Limited through Introduction published on 15 Aug. 2012, “Guotai Junan” refers to Guotai Junan Securities (Hongkong) Co., Ltd.

VI. Schedule on the implementation of cash options

The Company will disclose the Announcement on the Implementation Plan for B-share Cash Options timely in accordance with the progress of the project, which will explain the specific date for exercising cash options and some other information.

VII. For contact

Person for contact: Wang Xinjiu

Address: 7/F, CIMC R&D Center, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong

Zip code: 518067

Tel: 0755-26802706

Fax: 0755-26813950

Board of Directors

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

19 November 2012

Attachment 1:

Letter of Authorization Regarding the Application for B-share Cash Options of China International Marine Containers (Group) Co., Ltd.

The authorizer states that my company / I authorize China International Marine Containers (Group) Co., Ltd. (hereinafter referred to as “CIMC”) to apply for exercising the B-share cash options under the conditions of fully knowing relevant situation on the authorization of the application for exercising the B-share cash options regarding the listing location change and listing & trading of domestically

listed foreign shares on main market of the stock exchange of Hong Kong Limited through introduction of CIMC.

As a CIMC B-share holder, my company / I hereby authorize CIMC to apply for exercising the CIMC B-share cash options on behalf of my company / I to Shenzhen Stock Exchange and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, and apply for the exercise at the will of my company / I, as well as handle the registration for transfer involving CIMC B-share cash options and other procedures.

The valid period of the authorization starts from the signing date to the date of completing the implementation of CIMC B-share cash options plan.

Name of authorizer	
Shareholder's account of authorizer	
Amount of shares held by the authorizer at present	
Amount of exercised shares of the authorizer	
Exercise price of authorizer	
Opening bank and bank card No. of the authorizer for receivables (corporate shareholder shall provide the bank account No.)	
ID card No. of authorizer (corporate shareholder shall provide the legal person business license number)	
Tel. of authorizer	
Fax of authorizer	
Address of authorizer	
Authorizer (confirm by signature and the corporate shareholder shall add the corporate seal)	
Legal representative (confirm by signature, which is applicable for corporate shareholder)	
Signing date	

Attachment 2:

Letter of Confirmation of Investors on Manual Application for Exercise

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

The applicant states that I / my company authorize China International Marine Containers (Group) Co., Ltd. (hereinafter referred to as “CIMC Group”) to apply for exercising the cash options under the conditions of fully knowing relevant situation on the authorization of the application for exercising the cash options regarding the listing location change and listing & trading of domestically listed foreign shares on main market of the stock exchange of Hong Kong Limited through introduction of CIMC Group (the shift from CIMC B-share to H-share).

I / my company (ID card No. / business license No.: , Shenzhen securities account No.: and address:) is a shareholder of CIMC Group. During the shift from CIMC B-share to H-share, I / my company gains a total of cash options (code of option: and name of option:), and still hold the above cash options before the exercise.

According to the announcement published on by your company, I / my company wants to apply for exercising cash options (code of option: and name of option:) entrusted in custodian unit (name of custodian unit: and code of custodian unit:)

ID card No. of applicant (or business license No.):

Name of applicant (signature/seal):

Bank account No. of applicant for receivables:

Tel.:

Applicant (signature):

Fingerprint:

Date: