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## **CIMC Vehicles (Group) Co., Ltd.**

### **中集車輛（集團）股份有限公司**

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

**(Stock Code: 1839)**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RULES OF PROCEDURE FOR THE GENERAL MEETING**

This announcement is made by CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Pursuant to the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders' Meetings by Overseas Listed Companies (Guo Han [2019] No.97)(《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), requirements related to the notice period, proposal rights of shareholders and procedures for convening general meetings of joint stock companies established in the PRC that are listed overseas shall be collectively governed by the relevant provisions under the Companies Law of the PRC, and the requirements under articles 20 to 22 of the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) shall no longer be applicable.

On this basis, the board of directors (the “**Board**”) of the Company proposed to adjust and amend relevant clauses of the Articles of Association (the “**Articles of Association**”) of the Company accordingly (“**Proposed Amendments to the Articles of Association**”) at the 2020 1st Board meeting held on 25 March 2020, particulars of which are as follows:

No.	Existing Articles of Association	Amended Articles of Association
1.	<p>Article 1 The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), Securities Law of the People’s Republic of China (中華人民共和國證券法) (the “Securities Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “Mandatory Provisions”), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函，Zheng Jian Hai Han 1995 No.1), Opinions on Further Standardizing Operations and Intensifying Reforms of Companies Listed Overseas (關於進一步促進境外上市公司規範運作和深化改革的意見，Guo Jing Mao Qi Gai 1999 No. 230), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including relevant appendix, the “Stock Exchange Listing Rules”) and other relevant provisions to safeguard the legitimate rights and interests of CIMC Vehicles (Group) Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</p>	<p>Article 1 The Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “Company Law”), Securities Law of the People’s Republic of China (中華人民共和國證券法) (the “Securities Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the “Special Provisions”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the “Mandatory Provisions”), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函，Zheng Jian Hai Han 1995 No.1), Opinions on Further Standardizing Operations and Intensifying Reforms of Companies Listed Overseas (關於進一步促進境外上市公司規範運作和深化改革的意見，Guo Jing Mao Qi Gai 1999 No. 230), <b><u>the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies (Guo Han [2019] No.97)</u></b> (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆(國函[2019]97號)), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including relevant appendix, the “Stock Exchange Listing Rules”) and other relevant provisions to safeguard the legitimate rights and interests of CIMC Vehicles (Group) Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</p>

No.	Existing Articles of Association	Amended Articles of Association
2.	<p>Article 5 After completion of the overseas-listed Foreign Shares (H shares) under the Company's initial public offering as mentioned in Article 18 herein and <b>if no over-allotment option is exercised</b>, the registered capital of the Company is RMB1,765,000,000; <b>if the over-allotment option is fully exercised, the registered capital of the Company is RMB1,804,750,000.</b></p>	<p>Article 5 After the completion of the initial public offering of overseas-listed Foreign Shares (H shares) of the Company as mentioned in Article 18, the registered capital of the Company is RMB1,765,000,000.</p>

No.	Existing Articles of Association	Amended Articles of Association
3.	<p>Article 18 With the approval by way of special resolution at the shareholder's general meeting, and the approval of CSRC and the Hong Kong Stock Exchange, the Company makes an initial public offering of no more than 383,801,955 overseas-listed Foreign Shares (H shares), which are all ordinary shares at par value of RMB1 for each share and will be listed on the Main Board of the Hong Kong Stock Exchange.</p> <p>Upon the completion of the overseas-listed Foreign Shares (H shares) issuance as above and <b>if no over-allotment option is exercised</b>, the shareholding structure of the Company is as follows: there are 1,765,000,000 ordinary shares; and among the shares, there are 1,201,080,000 Domestic Shares, accounting for 68.05% of the total number of ordinary shares of the Company in issue; 664,950,000 Domestic Shares, 252,330,000 Domestic Shares, 23,160,000 Domestic Shares, 23,160,000 Domestic Shares, 161,602,500 Domestic Shares and 75,877,500 Domestic Shares are respectively held by China International Marine Containers (Group) Co., Ltd., Shanghai Tai Fu Xiang Zhong Equity Investment Fund Partnership (Limited Partnership), Shenzhen Long Yuan Gang Cheng Enterprise Management Centre (Limited Partnership), Shenzhen Nan Shan Da Cheng New Material Investment Partnership (Limited Partnership), Taizhou Tai Fu Xiang Yun Equity Investment Partnership (Limited Partnership) and Xiang Shan Hua Jin <b>Equity</b> Investment Partnership (Limited Partnership); and there are 563,920,000 overseas-listed Foreign Shares, accounting for 31.95% of the total number of ordinary shares of the Company in issue; 284,985,000 Foreign Shares and 13,935,000 Foreign Shares are respectively held by China International Marine Containers (Hong Kong) Limited and Sumitomo Corporation, and there are 265,000,000 newly issued H shares.</p>	<p>Article 18 With the approval by way of special resolution at the shareholder's general meeting, and the approval of CSRC and the Hong Kong Stock Exchange, the Company makes an initial public offering of no more than 383,801,955 overseas-listed Foreign Shares (H shares), which are all ordinary shares at par value of RMB1 for each share and will be listed on the Main Board of the Hong Kong Stock Exchange.</p> <p>Upon the completion of the overseas-listed Foreign Shares (H shares) issuance as above, the shareholding structure of the Company is as follows: there are 1,765,000,000 ordinary shares, of which, there are 1,201,080,000 Domestic Shares, accounting for 68.05% of the total number of ordinary shares of the Company in issue; 664,950,000 Domestic Shares, 252,330,000 Domestic Shares, 23,160,000 Domestic Shares, 23,160,000 Domestic Shares, 161,602,500 Domestic Shares and 75,877,500 Domestic Shares are respectively held by China International Marine Containers (Group) Co., Ltd., Shanghai Tai Fu Xiang Zhong Equity Investment Fund Partnership (Limited Partnership), Shenzhen Long Yuan Gang Cheng Enterprise Management Centre (Limited Partnership), Shenzhen Nan Shan Da Cheng New Material Investment Partnership (Limited Partnership), Taizhou Tai Fu Xiang Yun Equity Investment Partnership (Limited Partnership) and Xiang Shan Hua Jin <b>Industrial</b> Investment Partnership (Limited Partnership) (<u>previously known as Xiang Shan Hua Jin Equity Investment Partnership (Limited Partnership)</u>); and there are 563,920,000 overseas-listed Foreign Shares, accounting for 31.95% of the total number of ordinary shares of the Company in issue; 284,985,000 Foreign Shares and 13,935,000 Foreign Shares are respectively held by China International Marine Containers (Hong Kong) Limited and Sumitomo Corporation, and there are 265,000,000 newly issued H shares.</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p><b>If the over-allotment option is fully exercised, the shareholding structure of the Company is as follows: there are 1,804,750,000 ordinary shares; and among the shares, there are 1,201,080,000 Domestic Shares, accounting for 66.55% of the total number of ordinary shares of the Company in issue; 664,950,000 Domestic Shares, 252,330,000 Domestic Shares, 23,160,000 Domestic Shares, 23,160,000 Domestic Shares, 161,602,500 Domestic Shares and 75,877,500 Domestic Shares are respectively held by China International Marine Containers (Group) Co., Ltd., Shanghai Tai Fu Xiang Zhong Equity Investment Fund Partnership (Limited Partnership), Shenzhen Long Yuan Gang Cheng Enterprise Management Centre (Limited Partnership), Shenzhen Nan Shan Da Cheng New Material Investment Partnership (Limited Partnership), Taizhou Tai Fu Xiang Yun Equity Investment Partnership (Limited Partnership) and Xiang Shan Hua Jin Equity Investment Partnership (Limited Partnership); and there are 603,670,000 overseas-listed Foreign Shares, accounting for 33.45% of the total number of ordinary shares of the Company in issue; 284,985,000 Foreign Shares and 13,935,000 Foreign Shares are respectively held by China International Marine Containers (Hong Kong) Limited and Sumitomo Corporation, and there are 304,750,000 newly issued H shares.</b></p>	

No.	Existing Articles of Association	Amended Articles of Association
4.	<p>Article 37 Subject to the Articles of Association and all other applicable regulations, upon the transfer of shares of the Company, the transferee shall be treated as a holder of the shares, whose name shall be listed in the register of shareholders. No alteration of the register of shareholders due to the transfer of shares shall be registered within <b>thirty (30)</b> days before the convention of shareholders' general meetings or five (5) days before the base day of which the Company decides to distribute dividends. If there are other regulations of the securities regulatory authorities at the place where the shares of the Company are listed, such regulations shall prevail.</p>	<p>Article 37 Subject to the Articles of Association and all other applicable regulations, upon the transfer of shares of the Company, the transferee shall be treated as a holder of the shares, whose name shall be listed in the register of shareholders. No alteration of the register of shareholders due to the transfer of shares shall be registered within <b>twenty (20)</b> days before the convention of shareholders' general meetings or five (5) days before the base day of which the Company decides to distribute dividends. If there are other regulations of the securities regulatory authorities at the place where the shares of the Company are listed, such regulations shall prevail.</p>
5.	<p>Article 72 Where a shareholders' general meeting is convened by the Company, it shall issue a written notice <b>45 days</b> prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. <b>Shareholders who intend to attend the shareholders' general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</b></p>	<p>Article 72 Where <b><u>an annual</u></b> general meeting is convened by the Company, it shall issue a written notice <b><u>at least 20 clear business</u></b> days prior to the meeting, <b><u>and in the case of an extraordinary general meeting, it shall issue a written notice at least 10 clear business days or 15 days (whichever is longer) prior to the meeting,</u></b> to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting.</p> <p><b><u>For the purpose of determining the starting date of the notice period, the issue date of such notice and the date of the meeting shall be excluded. Business day in the Article refers to any day on which the Hong Kong Stock Exchange is open for the business of dealing in securities.</u></b></p> <p><b><u>Where the laws and regulations and other regulatory documents provide otherwise, such provisions shall prevail.</u></b></p>

No.	Existing Articles of Association	Amended Articles of Association
6.	<p>Article 73 <b>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the shareholders' general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the shareholders' general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the shareholders' general meeting.</b></p> <p>An <b>extraordinary</b> general meeting shall not decide on matters that have not been stated in the notice of the meeting.</p>	<p>Article 73 A <b>shareholders' general meeting</b> shall not decide on matters that have not been stated in the notice of the meeting.</p>
7.	<p>Article 75 The notice of a shareholders' general meeting shall be served on shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of Domestic Shares, the notice of a shareholders' general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.</p>	<p>Article 75 The notice of a shareholders' general meeting shall be served on shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of Domestic Shares, the notice of a shareholders' general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>The announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by CSRC <b>within a period of 45 to 50 days before convening the meeting.</b> Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in relation to the shareholders' general meeting. For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H Shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders.</p>	<p>The announcement referred to in the preceding paragraph <b>shall</b> be published in one or more national newspapers designated by CSRC. Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in relation to the shareholders' general meeting. For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H Shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders.</p>
8.	<p>Article 114 When the Company is to hold a class shareholders' meeting, it shall issue a written notice <b>45 days</b> prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. <b>Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</b></p> <p><b>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class shareholders' meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of an announcement. Upon notification by an announcement, the Company may hold the class shareholders' meeting.</b></p>	<p>Article 114 When the Company is to hold a class shareholders' meeting, it shall issue a written notice <b><u>in accordance with the notice period requirements in relation to convening a general meeting under Article 72 of the Articles of Association</u></b> informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting.</p>



No.	Existing Articles of Association	Amended Articles of Association
9.	Article 273 The Articles of Association shall be considered and passed by a special resolution at a shareholders' general meeting of the Company, and <b>shall take effect from the date when the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange.</b>	Article 273 <b><u>The Articles of Association shall take effect from the date when considered and passed by a special resolution at a shareholders' general meeting of the Company.</u></b>

Save for the proposed amendments to the Articles of Association as mentioned above, other articles of the Articles of Association will remain unchanged.

### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING OF THE COMPANY**

At the 2020 1st Board meeting held on 25 March 2020, the Board also proposed to make the corresponding adjustments and amendments (the “**Proposed Amendments to the Rules of Procedure for the General Meeting**”) to the articles of the Rules of Procedure for the General Meeting of the Company (the “**Rules of Procedure for the General Meeting**”), of which are as follows:

No.	Original Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
1.	<p>Article 1 In order to determine the duties and permissions of a general meeting, regulate their organization and behavior, ensure that a general meeting exercise their powers by law, improve the efficiency of a general meeting, ensure the effectiveness and legality of procedures and resolutions of general meeting, and safeguard the legal rights and interests of all shareholders. The Company formulates these rules of procedure in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (including relevant appendices, hereinafter referred to as the “Stock Exchange Listing Rules”) and other relevant laws, regulations, regulatory documents and the Articles of Association of CIMC Vehicles (Group) Co., Ltd.” (which will be applicable after the listing of H Shares, hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to determine the duties and permissions of a general meeting, regulate their organization and behavior, ensure that a general meeting exercise their powers by law, improve the efficiency of a general meeting, ensure the effectiveness and legality of procedures and resolutions of general meeting, and safeguard the legal rights and interests of all shareholders. The Company formulates these rules of procedure in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies, <b><u>the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies</u></b>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (including relevant appendices, hereinafter referred to as the “Stock Exchange Listing Rules”) and other relevant laws, regulations, regulatory documents and the Articles of Association of CIMC Vehicles (Group) Co., Ltd.” (which will be applicable after the listing of H Shares, hereinafter referred to as the “Articles of Association”).</p>

No.	Original Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
2.	<p>Article 20 Where a shareholders' general meeting is convened by the Company, it shall issue a written notice <b>45 days</b> prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. <b>Shareholders who intend to attend the shareholders' general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</b></p>	<p>Article 20 Where <b><u>an annual</u></b> general meeting is convened by the Company, it shall issue a written notice <b><u>at least 20 clear business</u></b> days prior to the meeting, <b><u>and in the case of an extraordinary general meeting, it shall issue a written notice at least 10 clear business days or 15 days (whichever is longer) prior to the meeting,</u></b> to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting.</p> <p><b><u>For the purpose of determining the starting date of the notice period, the issue date of such notice and the date of the meeting shall be excluded. Business day in the Rules refers to any day on which the Hong Kong Stock Exchange is open for the business of the dealing in securities.</u></b></p> <p><b><u>Where the laws and regulations and other regulatory documents provide otherwise, such provisions shall prevail.</u></b></p>

No.	Original Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
3.	<p>Article 21 <b>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the shareholders' general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the shareholders' general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the shareholders' general meeting.</b></p> <p>An <b>extraordinary</b> general meeting shall not decide on matters that have not been stated in the notice of the meeting.</p>	<p>Article 21 <b><u>A shareholders' general meeting</u></b> shall not decide on matters that have not been stated in the notice of the meeting.</p>

No.	Original Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
4.	<p>Article 24 The notice of a shareholders' general meeting shall be served on shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of Domestic Shares, the notice of a shareholders' general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by CSRC within <b>a period of 45 to 50 days before convening the meeting</b>. Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in relation to the shareholders' general meeting. For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H Shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders.</p>	<p>Article 24 The notice of a shareholders' general meeting shall be served on shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of Domestic Shares, the notice of a shareholders' general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.</p> <p>The announcement referred to in the preceding paragraph <b>shall</b> be published in one or more national newspapers designated by CSRC. Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in relation to the shareholders' general meeting. For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H Shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders.</p>

No.	Original Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
5.	<p>Article 86 When the Company is to hold a class shareholders' meeting, it shall issue a written notice <b>45 days</b> prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. <b>Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</b></p> <p><b>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class shareholders' meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of an announcement. Upon notification by an announcement, the Company may hold the class shareholders' meeting.</b></p>	<p>Article 86 When the Company is to hold a class shareholders' meeting, it shall issue a written notice <b><u>in accordance with the notice period requirements in relation to convening a general meeting under Article 20 of the Rules</u></b> informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting.</p>
6.	<p>Article 100 The Rules shall be considered and passed at a general meeting, <b>and shall take effect from the date when the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange.</b></p>	<p>Article 100 <b><u>The Rules shall be take effect from the date when it is considered and passed at a general meeting.</u></b></p>

Save for the above Proposed Amendments to the Rules of Procedure for the General Meeting, the other articles of the Rules of Procedure for the General Meeting will remain unchanged.

The Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedure for the General Meeting are subject to the approval by the Shareholders by way of a special resolution at the annual general meeting to be held by the Company on 22 June 2020 as well as the approval by Shareholders at the H Shareholders' class meeting and the domestic Shareholders' class meeting respectively.

The Company will despatch a circular containing, among others, the details of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedure for the General Meeting to the Shareholders in due course. Prior to the passing of the resolutions of the Proposed Amendments, the prevailing Articles of Association and the Rules of Procedure for the General Meeting shall remain valid and effective.

The Rules of Procedure for the General Meeting and the proposed amendments thereto are prepared in Chinese and there is no formal English version. Therefore, any relevant English translation are only for illustrative purpose. If there is any inconsistency, the Chinese version shall prevail.

By order of the Board  
**CIMC Vehicles (Group) Co., Ltd.**  
**Li Guiping**  
*Executive Director*

Hong Kong, 25 March 2020

*As at the date of this announcement, the Board comprises nine members, being Mr. Mai Boliang\*\*, Mr. Li Guiping\*, Ms. Zeng Beihua\*\*, Mr. Wang Yu\*\*, Mr. Liu Dong\*\*, Mr. Chen Bo\*\*, Mr. Feng Jinhua\*\*\*, Mr. Fan Zhaoping\*\*\* and Mr. Cheng Hok Kai Frederick\*\*\*.*

\* *Executive Director*

\*\* *Non-executive Directors*

\*\*\* *Independent non-executive Directors*