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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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2020 (“**EGM**” or “**First Extraordinary General Meeting of 2020**”) of CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) will be held at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the People’s Republic of China (the “**PRC**”) at 2:30 p.m. on Wednesday, 30 September 2020, to consider, and if thought fit, approve the following resolutions. Unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 14 September 2020.

ORDINARY RESOLUTIONS

1. To consider and approve the proposal on formulation of the Terms of Reference for the Independent Non-executive Directors of CIMC Vehicles (Group) Co., Ltd.;
2. To consider and approve the proposal on formulation of the Administrative Policies for External Investment of CIMC Vehicles (Group) Co., Ltd.;
3. To consider and approve the proposal on formulation of the Administrative Policies for External Guarantees of CIMC Vehicles (Group) Co., Ltd.;
4. To consider and approve the proposal on formulation of the Administrative Policies for Raised Funds of CIMC Vehicles (Group) Co., Ltd.;
5. To consider and approve the proposal on amendments to the Connected Transaction Management Rules of CIMC Vehicles (Group) Co., Ltd.;
6. To consider and approve the proposal on adjustment of Remuneration of Independent Non-executive Directors; and

SPECIAL RESOLUTION

7. To consider and approve the proposal on amendments to the Articles of Association (Draft) and appendixes thereto which become effective upon the Initial Public Offering of RMB Ordinary Shares (A Shares) and Listing on the ChiNext Market of the Company.

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

Shenzhen, the PRC
14 September 2020

Notes:

1. For the purpose of holding the First Extraordinary General Meeting of 2020, the register of members of Shares of the Company will be closed from Thursday, 10 September 2020 to Wednesday, 30 September 2020 (both days inclusive), during which period no transfer of Shares will be registered.

In order to be qualified to attend and vote at the First Extraordinary General Meeting of 2020, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares) at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, or to the registered office of the Company in the PRC (for holders of Domestic Shares) at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC no later than 4:30 p.m. on Wednesday, 9 September 2020.

The Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 9 September 2020 are entitled to attend and vote at the First Extraordinary General Meeting of 2020.

2. Votes on the resolutions to be proposed at the First Extraordinary General Meeting of 2020 shall be taken by way of poll.
3. Shareholders who are entitled to attend and vote at the First Extraordinary General Meeting of 2020 may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly, authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its Director or other attorney duly authorised to sign the same.
5. In order to be valid, the proxy form must be deposited, for holders of H Shares, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited or for holders of Domestic Shares, to the registered office of the Company in the PRC not less than 24 hours before the time appointed for holding the First Extraordinary General Meeting of 2020. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time to the same place as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the First Extraordinary General Meeting of 2020 or any adjourned meetings should they so wish.

6. Shareholders shall produce their identity documents and supporting documents in respect of the shares held when attending the First Extraordinary General Meeting of 2020. If corporate shareholders appoint authorised representative to attend the First Extraordinary General Meeting of 2020, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the Board of Directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the First Extraordinary General Meeting of 2020.
7. The First Extraordinary General Meeting of 2020 is expected to take for less than half a day. Shareholders attending the First Extraordinary General Meeting of 2020 shall be responsible for their own travel and accommodation expenses.
8. Contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone: (+852) 2862 8628
Fax No.: (+852) 2865 0990
9. Contact details of the registered office of the Company in the PRC are as follows:

Address: No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC
Telephone No.: (0755) 2669 1130
Email: ir_vehicles@cimc.com

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

* *Executive Director*

** *Non-executive Directors*

*** *Independent non-executive Directors*