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# **CIMC VEHICLES**

**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 FOR 2021**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting for 2021 (“**EGM**”) of CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) will be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the People’s Republic of China (the “**PRC**”) at 2:50 p.m. on Wednesday, 29 September 2021, 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 13 September 2021.

### **ORDINARY RESOLUTIONS**

1. To consider and approve the plan regarding interim special dividend distribution for 2021;
2. To consider and approve the changes in the use of Proceeds from H Shares;
3. To consider and approve the election of Non-independent Directors of the second session of the Board (as a cumulative voting resolution)
  - 3.1 To elect Mr. Li Guiping as the executive Director of the second session of the Board;
  - 3.2 To elect Mr. Mai Boliang as the non-executive Director of the second session of the Board;
  - 3.3 To elect Mr. Wang Yu as the non-executive Director of the second session of the Board;
  - 3.4 To elect Mr. Huang Haicheng as the non-executive Director of the second session of the Board;
  - 3.5 To elect Mr. Chen Bo as the non-executive Director of the second session of the Board;
  - 3.6 To elect Mr. Zeng Han as the non-executive Director of the second session of the Board;

4. To consider and approve the election of the Independent Directors of the second session of the Board (as a cumulative voting resolution)
  - 4.1 To elect Mr. Cheng Hok Kai Frederick as the Independent Non-executive Director of the second session of the Board;
  - 4.2 To elect Mr. Feng Jinhua as the Independent Non-executive Director of the second session of the Board;
  - 4.3 To elect Mr. Fan Zhaoping as the Independent Non-executive Director of the second session of the Board;
5. To consider and approve the election of the non-employee representative Supervisors of the second session of the Supervisory Committee (as a cumulative voting resolution)
  - 5.1 To elect Ms. Wang Jinghua as the non-employee representative Supervisor of the second session of the Supervisory Committee;
  - 5.2 To elect Mr. Li Xiaofu as the non-employee representative Supervisor of the second session of the Supervisory Committee;
6. To consider and approve the remuneration of the members of the second session of the Board;
7. To consider and approve the remuneration of the members of the second session of the Supervisory Committee;
8. To consider and approve the estimated continuing connected transactions/ordinary related party transactions with CIMC and its connected parties/related parties for years of 2022-2024;
9. To consider and approve the estimated ordinary related party transactions with Jiangsu Wanjing for years of 2022-2024;
10. To consider and approve the proposed entering into of the financial guarantees and performance bond framework agreement and the continuing connected/related party transactions; and
11. To consider and approve the proposed entering into of the deposit service framework agreement and the estimated continuing connected/related party transactions.

**SPECIAL RESOLUTION**

12. To consider and approve the amendments to the Articles of Association of the Company.

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

Shenzhen, the PRC  
13 September 2021

*Notes:*

1. For the purpose of holding the EGM, the register of members of Shares of the Company will be closed from Thursday, 9 September 2021 to Wednesday, 29 September 2021 (both days inclusive), during which period no transfer of Shares will be registered.

In order to be qualified to attend and vote at the EGM, 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, the PRC no later than 4:30 p.m. on Wednesday, 8 September 2021.

The Shareholders whose names appear on the register of members of the Company on Thursday, 9 September 2021 are entitled to attend and vote at the EGM.

In order to ascertain the entitlement of a proposed interim special dividend, the register of members of Shares will be closed from Wednesday, 6 October 2021 to Sunday, 10 October 2021 (both days inclusive), during which no transfer of Shares will be registered. To be eligible to receive the aforesaid cash dividend, the transfer documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for H Share Shareholders no later than 4:30 p.m. on Tuesday, 5 October 2021 (subject to the approval by the Shareholders at the EGM).

2. Votes on the resolutions to be proposed at the EGM of shall be taken by way of poll.
3. Resolutions (3) to (5) shall adopt cumulative voting system, i.e. the number of votes entitled for each Share held by the Shareholders equals to the number of proposed Directors/Supervisors and a Shareholder may cast all his/her votes for a single candidate of the Directors/Supervisors or cast by splitting his/her votes to certain candidates of the Directors/Supervisors. In particular, the number of votes that each Shareholder shall be entitled to cast equals to the number of Shares held by him/her multiplied by the number of the Directors/Supervisors upon whom he/she can vote, when electing the Directors/Supervisors. Such votes may only be voted for the candidates for the Directors/Supervisors of the Company, and the candidates who have the most votes shall be appointed. However, the number of votes casted by each Shareholder for the election shall not exceed the highest number of cumulative votes. No ballot will be cast under "for", "against" or "abstain" in cumulative voting. If Shareholders do not agree with a candidate, they may vote nil on the candidate.
4. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.
5. 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.
6. 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 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, or for holders of A Shares, to the registered office of the Company in the PRC at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC or the office of Investor Relations Department of the Company at Unit 1804, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC, not less than 24 hours before the time appointed for holding the EGM. 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 EGM or any adjourned meetings should they so wish.
7. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, 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 EGM.
8. The EGM is expected to take for less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

9. 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, Wan Chai, Hong Kong  
Telephone: (+852) 2862 8628  
Fax No.: (+852) 2865 0990

10. Contact details of the registered office of the Company in the PRC and the office of Investor Relations Department of the Company are as follows:

Address: No. 2 Gangwan Avenue, Shekou,  
Nanshan District, Shenzhen, Guangdong, the PRC  
or  
Unit 1804, Prince Plaza, 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. Huang Haicheng\*\*, Mr. Chen Bo\*\*, Mr. Feng Jinhua\*\*\*, Mr. Fan Zhaoping\*\*\* and Mr. Cheng Hok Kai Frederick\*\*\*.*

\* *Executive Director*

\*\* *Non-executive Directors*

\*\*\* *Independent Non-executive Directors*