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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stock broker, a licensed securities dealer under the Securities and Futures Ordinance, bank manager, solicitor, accountant or other professional adviser.

If you have sold or transferred all your shares in CIMC Vehicles (Group) Co., Ltd., you should at once hand this circular together with the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED BY-ELECTION OF THE NON-EMPLOYEE  
REPRESENTATIVE SUPERVISOR OF  
THE SECOND SESSION OF THE SUPERVISORY COMMITTEE AND  
HIS PROPOSED REMUNERATION;  
AND  
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING  
FOR 2021**

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A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the EGM to be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:50 p.m. on Tuesday, 30 November 2021, is despatched to the Shareholders together with this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the appropriate proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorized in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. If the proxy form is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.

In case of joint holders of any Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the EGM, personally or by proxy, the vote of the joint shareholder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint shareholder(s).

For holders of H Shares, please return the proxy form together with any documents of authorization 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 as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. For holders of A Shares, please return the proxy form together with any documents of authorization 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 as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. Completion and return of the proxy form will not preclude you from attending and voting at the EGM, or any adjournment thereof should you so wish.

12 November 2021

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“A Share(s)”	domestic listed ordinary shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the ChiNext Market of the Shenzhen Stock Exchange
“A Share Shareholder(s)”	A Shareholder(s) of the Company
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular only, excluding the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“circular”	the circular of the Company dated 12 November 2021
“Company”	CIMC Vehicles (Group) Co., Ltd. (中集車輛(集團)股份有限公司), a joint stock company with limited liability established under the laws of the PRC on 29 August 1996, whose H Shares and A Shares are listed and traded on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, respectively
“Director(s)”	the director(s) of the Company
“EGM” or “Second Extraordinary General Meeting for 2021”	the second extraordinary general meeting for 2021 of the Company to be convened at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:50 p.m. on Tuesday, 30 November 2021, or any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the Main Board of the Hong Kong Stock Exchange

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## DEFINITIONS

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“H Share Shareholder(s)”	H Shareholder(s) of the Company
“HK\$” or “HK Dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company
“Latest Practicable Date”	9 November 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules of the Hong Kong Stock Exchange”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Shenzhen Stock Exchange”	Shenzhen Stock Exchange
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Non-executive Directors:*

Mr. Mai Boliang (*Chairman*)

Mr. Zeng Han

Mr. Wang Yu

Mr. Chen Bo

Mr. Huang Haicheng

*Registered Office:*

No. 2 Gangwan Avenue,

Shekou,

Nanshan District,

Shenzhen, Guangdong,

the PRC

*Executive Director:*

Mr. Li Guiping (*Chief Executive Officer and President*)

*Principal Place of Business*

*in Hong Kong:*

40/F, Dah Sing Financial Centre,

No. 248 Queen's Road East,

Wan Chai,

Hong Kong

*Independent Non-executive Directors:*

Mr. Feng Jinhua

Mr. Fan Zhaoping

Mr. Cheng Hok Kai Frederick

12 November 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED BY-ELECTION OF THE NON-EMPLOYEE  
REPRESENTATIVE SUPERVISOR OF  
THE SECOND SESSION OF THE SUPERVISORY COMMITTEE AND  
HIS PROPOSED REMUNERATION;  
AND  
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING  
FOR 2021**

## INTRODUCTION

The purpose of this circular is to provide you with the detailed information in relation to, among other things, the proposed by-election of the non-employee representative supervisor of the second session of the Supervisory Committee and his proposed remuneration, to enable you to make informed decisions on whether to vote for or against the following resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### I. Proposed By-Election of the Non-Employee Representative Supervisor of the Second Session of the Supervisory Committee

Reference is made to the announcement of the Company dated 8 November 2021, among others, due to repositioning, Mr. Li Xiaofu (李曉甫) tendered his written resignation as a non-employee representative Supervisor (the “**Non-employee Representative Supervisor**”) of the Company’s second session of the Supervisory Committee to the Board and the Supervisory Committee on 5 November 2021. As the resignation of Mr. Li Xiaofu as a Non-employee Representative Supervisor will result in the total number of members of the Supervisory Committee lower than the minimum requirement, the resignation of Mr. Li Xiaofu will take effect from the date of the appointment of the new Non-employee Representative Supervisor, pursuant to relevant regulations of the Company Law, the Guidelines on Compliant Operation of Listed Companies of the ChiNext Market of the Shenzhen Stock Exchange and the Articles of Association. Prior to that, Mr. Li Xiaofu will continue to perform his duties as the Supervisor.

Pursuant to the third meeting of the second session of the Supervisory Committee in 2021 held on 8 November 2021, Mr. Feng Baochun (馮寶春) was nominated as a candidate for the Non-Employee Representative Supervisor of the second session of the Supervisory Committee (the “**Proposed Appointment of the Non-Employee Representative Supervisor**”). Pursuant to the Articles of Association, the Supervisory Committee will submit an ordinary resolution to the Shareholders for consideration and approval at the EGM of the Proposed Appointment of the Non-employee Representative Supervisor. The biographical details of Mr. Feng Baochun are set out as follows:

Mr. Feng Baochun (馮寶春), aged 52, born in May 1969, holds a college degree, with Chinese nationality but without permanent residency abroad.

Mr. Feng Baochun joined Zhaoyuan Tire Factory (招遠縣輪胎廠) in 1988. From November 1991 to July 1993, he acted as the deputy section chief of general affairs section and equipment section at Yantai Tire Factory (煙台輪胎廠). From August 1993 to October 2003, he worked as deputy head of technical transformation division and head of development division of Zhaoyuan Rubber Group Company (招遠橡膠集團公司). From November 2003 to June 2009, he served as deputy manager and manager of the sales company of Shandong Linglong Rubber Group Co., Ltd. (山東玲瓏橡膠集團有限公司). From July 2009 to July 2019, he served as assistant general manager and head of domestic supporting department, and deputy general manager of Shandong Linglong Tire Co., Ltd. (山東玲瓏輪胎股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 601966)). Since July 2019, he has served as the vice president of Shandong Linglong Tire Co., Ltd.. Mr. Feng Baochun is also the supervisor of Linglong Group Co., Ltd. (玲瓏集團有限公司).

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Mr. Feng Baochun indirectly holds approximately 36,100 H Shares of the Company by indirectly holding approximately 0.085% interests in Hong Kong Tiancheng Investment & Trading Co. Limited. Mr. Feng Baochun is not deemed to have any interests in the Company under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval of the resolution on the Proposed Appointment of the Non-employee Representative Supervisor at the EGM, the Company will enter into a service contract with Mr. Feng Baochun for a term commencing from the date of approval at the EGM to the expiry date of the term of office for the second session of the Supervisory Committee.

As at the Latest Practicable Date and save as disclosed above, Mr. Feng Baochun (i) does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (ii) did not hold any directorships or supervisorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not hold any other position within the Group; (iv) does not have any relationship with any Directors, Supervisors, senior management, Shareholders holding more than 5% of shares, Controlling Shareholders (as defined in the Listing Rules of the Hong Kong Stock Exchange) of the Company; (v) has not been penalised by China Securities Regulatory Commission and other competent authorities nor been disciplined by any stock exchanges or investigated by judicial authorities or the China Securities Regulatory Commission; (vi) after enquiry, Mr. Feng Baochun is not a dishonest person subject to enforcement, and he meets the qualification specified by relevant laws, administrative regulations, departmental rules, normative documents, the Rules Governing Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange and other relevant regulations; and (vii) there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules of the Hong Kong Stock Exchange, and there are no other matters that need to be brought to the attention of the Shareholders.

An ordinary resolution will be proposed at the EGM to approve the Proposed Appointment of the Non-employee Representative Supervisor.

## **II. Proposed Remuneration of the Candidate for the Non-employee Representative Supervisor of the Second Session of the Supervisory Committee**

Mr. Feng Baochun will not receive any remuneration from the Company for his services as a Non-employee Representative Supervisor.

An ordinary resolution will be proposed at the EGM to approve the remuneration of Mr. Feng Baochun as the candidate for the Non-employee Representative Supervisor of the second session of the Supervisory Committee.

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## **LETTER FROM THE BOARD**

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### **NOTICE OF THE EGM**

The EGM will be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:50 p.m. on Tuesday, 30 November 2021. Notice of the EGM is set out on pages 8 to 10 of this circular.

### **VOTING BY POLL AT THE EGM**

Pursuant to Rule 13.39(4) of the Listing Rules of the Hong Kong Stock Exchange, all resolutions as set out in the notice of the EGM must be taken by poll.

Save as disclosed above, to the best knowledge of the Directors, as at the Latest Practicable Date, no other Shareholders is required to abstain from voting in respect of ordinary resolutions at the EGM.

### **PROXY FORMS**

Shareholders who intend to attend the EGM by proxy are required to complete and return the proxy form(s), in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of EGM or any adjournment thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting in person at such meeting(s) or any adjournment thereof should you so wish.

For H Share Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for holding the EGM in order for such documents to be valid. For A Share Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered 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 in order for such documents to be valid.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine the entitlement to attend and vote at the EGM, the register of members of Shares of the Company will be closed from Thursday, 25 November 2021 to Tuesday, 30 November 2021 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members on Thursday, 25 November 2021 are entitled to attend and vote at the EGM.



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## LETTER FROM THE BOARD

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In order to be eligible to attend and vote at the EGM, all transfer documents together with the relevant share certificates shall be lodged to 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 Wednesday, 24 November 2021.

You are urged to complete the proxy form whether or not you intend to attend the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM should you wish to do so.

### **RECOMMENDATION**

The Directors (including the Independent Non-executive Directors) consider that the resolutions set out in the notice of the EGM for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2021

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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 SECOND EXTRAORDINARY GENERAL MEETING FOR 2021

**NOTICE IS HEREBY GIVEN** that the second 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 Tuesday, 30 November 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 12 November 2021.

#### ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the by-election of Mr. Feng Baochun as the Non-employee Representative Supervisor of the second session of the Supervisory Committee; and
2. To consider and approve the resolution in relation to the remuneration of Mr. Feng Baochun as the Non-employee Representative Supervisor of the second session of the Supervisory Committee.

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

Shenzhen, the PRC  
12 November 2021

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2021

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*Notes:*

1. For the purpose of holding the EGM, the register of members of Shares of the Company will be closed from Thursday, 25 November 2021 to Tuesday, 30 November 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 H Share Shareholders) 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, 24 November 2021.

The Shareholders whose names appear on the register of members of the Company on Thursday, 25 November 2021 are entitled to attend and vote at the EGM.

2. Votes on the resolutions to be proposed at the EGM of shall be taken by way of poll.
3. 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.
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 the H Share Shareholders, 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 the A Share Shareholders, 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.
6. 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.
7. The EGM is expected to take for less than half a day. Shareholders or their proxies attending the EGM 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, Wan Chai, Hong Kong  
Telephone: (+852) 2862 8628  
Fax No.: (+852) 2865 0990

9. 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

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2021

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*As at the date of this notice, the Board comprises nine members, being Mr. Mai Boliang\*\*, Mr. Li Guiping\*, Mr. Zeng Han\*\*, 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*