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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 stockbroker, other 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-EXECUTIVE DIRECTOR OF THE SECOND SESSION  
OF THE BOARD AND HER PROPOSED REMUNERATION;  
AND  
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING  
FOR 2022**

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A letter from the Board is set out on pages 3 to 6 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 Friday, 30 September 2022, 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, shall 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 H Shareholders, please return the proxy form together with any documents of authority to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the registered office of the Company in the PRC at No. 2 Gangwan Avenue, 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.

14 September 2022

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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
“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 14 September 2022
“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 2022”	the second extraordinary general meeting for 2022 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 Friday, 30 September 2022, or any adjournment thereof
“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
“H Share Shareholder(s)”	H Shareholder(s) of the Company
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	8 September 2022, 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
“Non-executive Director(s)”	the non-executive Director(s) of the Company
“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
“%”	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)**

***Executive Director:***

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

***Non-executive Directors:***

Mr. Mai Boliang (*Chairman*)

Mr. Zeng Han

Mr. Wang Yu

Mr. He Jin

***Independent Non-executive Directors:***

Mr. Feng Jinhua

Mr. Fan Zhaoping

Mr. Cheng Hok Kai Frederick

***Registered Office:***

No. 2 Gangwan Avenue, Shekou  
Nanshan District, Shenzhen  
Guangdong, the PRC

***Principal Place of Business***

***in Hong Kong:***

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

14 September 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED BY-ELECTION OF THE  
NON-EXECUTIVE DIRECTOR OF THE SECOND SESSION  
OF THE BOARD AND HER PROPOSED REMUNERATION;  
AND  
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING  
FOR 2022**

**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-executive Director of the second session of the Board and her 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-executive Director of the Second Session of the Board and Her Proposed Remuneration

Reference is made to the announcement of the Company dated 8 September 2022 in relation to, among others, the Board received a letter of resignation from Mr. Huang Haicheng who tendered his resignation as a Non-executive Director of the second session of the Board and chairman of the Strategy and Investment Committee due to changes in work arrangement, and as nominated by Ping An Capital Co., Ltd. – Taizhou Tai Fu Xiang Yun Equity Investment Partnership (Limited Partnership) (平安資本有限責任公司–台州太富祥雲股權投資合夥企業(有限合夥)) (a Shareholder of the Company) and the qualification examined by the nomination committee under the Board, the Board agreed to nominate Ms. Lin Qing (林清) (“**Ms. Lin**”) as the candidate for the Non-executive Director of the second session of the Board (the “**Proposed By-election of the Non-executive Director**”) for a term commencing from the date of approval at the EGM to the expiry of the term of office for the second session of the Board. The biographical details of Ms. Lin are set out as follows:

Ms. Lin Qing, aged 42, born in November 1980, with Chinese nationality but without permanent residency abroad.

Ms. Lin obtained a Master of Economics degree from Shanghai University of International Business and Economics in March 2006 and a Master of Science in Finance degree from London Business School in September 2012. Ms. Lin served as the investment manager at Riemann Investment Co., Ltd. (黎曼投資有限公司) from 2006 to 2007, the senior manager at Ashland Partners & Company LLP. from 2007 to 2011, and joined the direct investment department of Ping An Trust Co., Ltd. (平安信託有限責任公司) in September 2012. Ms. Lin currently serves as the deputy investment director of Ping An Capital Co., Ltd.. From February 2019 to present, she has served as an independent director of Shanghai Aladdin Biochemical Technology Co., Ltd. (上海阿拉丁生化科技股份有限公司).

Ms. Lin currently serves as the deputy investment director of Ping An Capital Co., Ltd.. Ping An Capital Co., Ltd. – Shanghai Tai Fu Xiang Zhong Equity Investment Fund Partnership (Limited Partnership) (平安資本有限責任公司–上海太富祥中股權投資基金合夥企業(有限合夥)) and Ping An Capital Co., Ltd. – Taizhou Tai Fu Xiang Yun Equity Investment Partnership (Limited Partnership) (平安資本有限責任公司–台州太富祥雲股權投資合夥企業(有限合夥)) are the Shareholders holding more than 5% of the shares in the Company, and both of the fund managers are Ping An Capital Co., Ltd..

As at the Latest Practicable Date and save as disclosed above, Ms. Lin (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 with the Group; (iv) does not have any relationship with any Directors, supervisors, senior management, other Shareholders holding more than 5% of shares of the

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## LETTER FROM THE BOARD

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Company, controlling shareholders (as defined in the Listing Rules of the Hong Kong Stock Exchange) of the Company; (v) has not been penalized 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, Ms. Lin is not a dishonest person subject to enforcement. She meets the qualification specified by relevant laws, administrative regulations, departmental rules, normative documents, the Guide on Self-supervision of Companies Listed on the Shenzhen Stock Exchange No. 2 – Standard Operation of Companies Listed on ChiNext Market 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.

Ms. Lin will not receive any remuneration from the Company for her service as a Non-executive Director of the second session of the Board. However, Ms. Lin can be paid for reasonable out-of-pocket expenses (including travel expenses) incurred in conducting the Company's affairs, but she must provide evidence of expenses in a compliant form.

An ordinary resolution will be proposed at the EGM to approve the Proposed By-Election of the Non-executive Director of the Second Session of the Board and Her Proposed Remuneration. The Company will enter into service contract with Ms. Lin upon approval by the Shareholders.

### **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 Friday, 30 September 2022. Notice of the EGM is set out on pages 7 to 9 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, the resolution as set out in the notice of the EGM must be taken by poll.

To the best knowledge of the Directors, as at the Latest Practicable Date, no Shareholders is required to abstain from voting in respect of the ordinary resolution at the EGM.

### **PROXY FORM**

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 the 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.

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## LETTER FROM THE BOARD

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For H 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, Wanchai, Hong Kong, or the registered office of the Company in the PRC at No. 2 Gangwan Avenue, 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 OF H SHARES**

In order to determine the entitlement to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of H Shares at the close of business on Tuesday, 27 September 2022 are entitled to attend and vote at the EGM.

In order to determine the identity of Shareholders who are entitled to attend and vote at the EGM, all H Share transfers accompanied by the relevant share certificates 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, Wanchai, Hong Kong (for H Shareholders), not later than 4:30 p.m. on Monday, 26 September 2022.

You are urged to complete and return 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 (or any subsequent meetings following the adjournments thereof) should you wish to do so.

### **RECOMMENDATION**

The Directors (including the independent Non-executive Directors) consider that the resolution set out in the notice of EGM for Shareholders' consideration and approval is 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 resolution 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 2022

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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 2022

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting for 2022 (the “**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 Friday, 30 September 2022 for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular (the “**Circular**”) of the Company dated 14 September 2022.

### **ORDINARY RESOLUTION**

1. To consider and approve the proposal of By-election of the Non-executive Director of the Second Session of the Board and her proposed remuneration.

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

Shenzhen, the PRC  
14 September 2022

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2022

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*Notes:*

1. For the purpose of holding the EGM, the register of members of H Shares of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022 (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, for H Shareholders, 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 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 26 September 2022.

The Shareholders whose names appear on the register of members of the Company on Tuesday, 27 September 2022 are entitled to attend and vote at the EGM.

2. Votes on the resolution to be proposed at the EGM 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 the instrument shall be affixed with the seal of the legal person or signed by its legal representative or the proxy authorized by a resolution of its Board or other decision-making bodies.
5. In order to be valid, the proxy form must be deposited, for H 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, Wanchai, Hong Kong or to the registered office of the Company in the PRC at No. 2 Gangwan Avenue, 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 in Hong Kong, Computershare Hong Kong Investor Services Limited, are as follows:  
  
Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
Telephone: (852) 2862 5555  
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.: (86) 0755 2669 1130  
Email: ir\_vehicles@cimc.com

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2022

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*As at the date of this notice, the Board comprises eight members, being Mr. Mai Boliang\*\*, Mr. Li Guiping\*, Mr. Zeng Han\*\*, Mr. Wang Yu\*\*, Mr. He Jin\*\*, Mr. Feng Jinhua\*\*\*, Mr. Fan Zhaoping\*\*\* and Mr. Cheng Hok Kai Frederick\*\*\*.*

\* *Executive Director*

\*\* *Non-executive Directors*

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