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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)**

**NO CHANGE IN THE ADVICE OF  
THE INDEPENDENT FINANCIAL ADVISER IN RELATION TO  
(1) CONDITIONAL CASH OFFER BY UBS ON BEHALF OF  
CIMC VEHICLES (GROUP) CO., LTD. TO BUY-BACK ALL THE ISSUED  
H SHARES (OTHER THAN THOSE HELD BY CIMC GROUP AND ITS  
CONCERT PARTIES) AT HK\$7.5 PER H SHARE; AND  
(2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H  
SHARES OF CIMC VEHICLES (GROUP) CO., LTD. FROM  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Financial Adviser to CIMC Vehicles (Group) Co., Ltd.**



**Independent Financial Adviser to the Independent H Shareholders**



Reference is made to (i) the announcement issued by CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) dated 11 March 2024 pursuant to Rule 3.5 of the Takeovers Code; (ii) the offer document dated 27 March 2024 despatched by the Company (the “**Offer Document**”) together with the notices and proxy forms of the EGM and the H Shareholders Class Meeting and the Form of Acceptance, in relation to, among other things, the H Share Buy-back Offer and the Voluntary Withdrawal of Listing; and (iii) the first quarterly report for the three months ended 31 March 2024 dated 26 April 2024 published by the Company (the “**2024 First Quarterly Report**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

## **NO CHANGE IN THE ADVICE OF THE INDEPENDENT FINANCIAL ADVISER IN RELATION TO THE H SHARE BUY-BACK OFFER AND THE VOLUNTARY WITHDRAWAL OF LISTING**

As disclosed in the Offer Document, the Company has appointed Somerley as the Independent Financial Adviser to advise the Independent H Shareholders in connection with the H Share Buy-back Offer and the Voluntary Withdrawal of Listing and, in particular, among other things, as to whether the H Share Buy-back Offer is fair and reasonable and acceptance of the H Share Buy-back Offer. Somerley has considered that (1) the H Share Buy-back Offer (including the Offer Price) is fair and reasonable so far as the Independent H Shareholders are concerned, (2) the terms of the Voluntary Withdrawal of Listing are fair and reasonable, and the Voluntary Withdrawal of Listing is in the interest of the Company and the Shareholders as a whole, and (3) the Voluntary Withdrawal of Listing is in the interest of the Independent H Shareholders. Accordingly, Somerley has recommended the Independent H Shareholders to accept the H Share Buy-back Offer.

The Independent Financial Adviser has confirmed to the Company that the information in the 2024 First Quarterly Report does not affect their advice in relation to the H Share Buy-back Offer and the Voluntary Withdrawal of Listing as set out in the “Letter from Somerley” in the Offer Document. As such, there is no change to their advice and recommendation.

### **WARNING**

**H Shareholders and potential investors of the Company should note that the H Share Buy-back Offer is subject to the satisfaction of the Conditions in all respects. Accordingly, the H Share Buy-back Offer may or may not become unconditional. H Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

**Shareholders are reminded to read the Offer Document (including but not limited to the letter from the Independent Financial Adviser) carefully before deciding on whether to accept the H Share Buy-back Offer.**

**Independent H Shareholders are reminded that if they do not accept the H Share Buy-back Offer, and if the H Share Buy-back Offer subsequently becomes unconditional in all respects and the H Shares are delisted from the Hong Kong Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code**

and the Share Buy-backs Code (depending on whether it remains as a public company in Hong Kong under the Takeovers Code and the Share Buy-backs Code) after the completion of the H Share Buy-back Offer, and the rights of Independent H Shareholders to certain information of the Company will be reduced.

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

Hong Kong, 30 April 2024

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

\* *Executive Director*

\*\* *Non-executive Directors*

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

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*