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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)**

#### **ANNOUNCEMENT**

- (1) UNCONDITIONAL 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;**
- (2) CLOSING AND RESULTS OF THE H SHARE BUY-BACK OFFER; AND**
- (3) 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; (iii) the announcement issued by the Company dated 18 April 2024 in relation to the poll results of the EGM, the H Shareholders Class Meeting and the A Shareholders Class Meeting held on 18 April 2024 on the Hong Kong Stock Exchange; (iv) the announcement issued by the Company dated 30 April 2024 in relation to no change in the advice of the

Independent Financial Adviser; (v) the announcement issued by the Company dated 2 May 2024 in relation to the H Share Buy-back Offer having become unconditional as to acceptance and in all respects; and (vi) the announcement of the Company dated 20 May 2024 in relation to the H Share Buy-back Offer and the last day of trading of the H Shares. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

## **CLOSING OF THE H SHARE BUY-BACK OFFER**

The H Share Buy-back Offer made by UBS on behalf of the Company was closed at 4:00 p.m. (Hong Kong time) on Thursday, 30 May 2024. The Company has not further extended the H Share Buy-back Offer.

## **RESULTS OF THE H SHARE BUY-BACK OFFER**

As at 4:00 p.m. (Hong Kong time) on Thursday, 30 May 2024, being the latest time and date for acceptance of the H Share Buy-back Offer, valid acceptances of the H Share Buy-back Offer had been received in respect of 143,475,580 H Shares (representing approximately 25.443% of all the issued H Shares and approximately 7.111% of the total issued share capital of the Company), including 142,035,080 H Shares held by the Independent H Shareholders (representing approximately 97.760% of all the H Shares held by the Independent H Shareholders, approximately 25.187% of all the issued H Shares and 7.040% of the total issued share capital of the Company).

As at the date of this announcement, save for the (i) 417,190,600 H Shares held by CIMC HK (representing approximately 73.98% of all the issued H Shares and approximately 20.68% of the total issued share capital of the Company), (ii) 818,167,875 A Shares held by CIMC Group, Xiangshan Huajin, Hainan Longyuan Gangcheng, Mr. He Jin (through his spouse) and the Phase I Employee Stock Ownership Scheme (2023-2027) on behalf of a total of 25 participating employees in aggregate (representing approximately 56.28% of all the issued A Shares and approximately 40.55% of the total issued share capital of the Company), and (iii) 1,440,500 H Shares held by Mr. Li Guiping and Ms. Mao Yi in aggregate (representing approximately 0.26% of all the issued H Shares and approximately 0.07% of the total issued share capital of the Company) in respect of which acceptances of the H Share Buy-back Offer have been received, the Company, the Directors and parties acting in concert with any of them do not hold, own, control or have direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Immediately prior to the commencement of the Offer Period on 28 November 2023, the Company, the Directors and parties acting in concert with any of them held 418,631,100 H Shares (representing approximately 74.24% of all the issued H Shares and approximately 20.75% of the total issued share capital of the Company) and 818,167,875 A Shares (representing approximately 56.28% of all the issued A Shares and approximately 40.55% of the total issued share capital of the Company). Save for the H Shares acquired or to be acquired under the H Share Buy-back Offer, during the Offer Period and up to the date of this announcement, none of the Company, the Directors and parties acting in concert with any of them has (i) acquired or agreed to acquire any Shares or the rights over Shares; or (ii) borrowed or lent any Shares of the Company.

## **SETTLEMENT OF THE H SHARE BUY-BACK OFFER**

Provided that the accompanying Form of Acceptance for the Offer Shares, together with the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are valid, complete and in good order and have been received by the H Share Registrar no later than 4:00 p.m. on the Final Closing Date, a cheque for the amount due to each of the accepting holders of the Offer Shares in respect of the Offer Shares tendered for acceptance under the H Share Buy-back Offer (less seller's Hong Kong ad valorem stamp duty payable by him/her/it) will be despatched to the accepting holders of the Offer Shares by ordinary post at his/her/its own risk as soon as possible but in any event within seven (7) Business Days from the date of receipt of all relevant documents to render such acceptance complete and valid by the H Share Registrar in accordance with the Takeovers Code.

Settlement of the consideration to which any accepting holder of the Offer Shares is entitled under the H Share Buy-back Offer will be paid by the Company in full in accordance with the terms of the H Share Buy-back Offer (save in respect of the payment of seller's Hong Kong ad valorem stamp duty, as the case may be) set out in the Offer Document (including Appendix I thereto) and the accompanying Form of Acceptance, without regard to any lien, right of set-off, counter claim or other analogous right to which the Company may otherwise be, or claim to be, entitled against such holder of the Offer Shares.

For any enquiries, the Independent H Shareholders may contact the responsible persons from the Company:

Name: Ms. Mao Yi (Secretary to the Board)/  
Ms. Xiong Dan (Representative of Securities Affairs)

E-mail: ir\_vehicles@cimc.com

Telephone: (86)0755-26802598

## **WITHDRAWAL OF LISTING OF THE H SHARES**

The Hong Kong Stock Exchange has approved the withdrawal of listing of the H Shares from the Hong Kong Stock Exchange pursuant to Rule 6.15 of the Listing Rules. The listing of the H Shares on the Hong Kong Stock Exchange will be withdrawn with effect from 4:00 p.m. on Monday, 3 June 2024.

## NO RIGHT OF COMPULSORY ACQUISITION

The Company has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Buy-back Offer. Accordingly, Independent H Shareholders are reminded that if they had not accepted the H Share Buy-back Offer, and when 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 May 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.*