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## **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)**

### **SUPPLEMENTAL NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2020**

**Reference is made** to the notice of the First H Shareholders' Class Meeting of 2020 ( **First H Shareholders' Class Meeting of 2020** ) of CIMC Vehicles (Group) Co., Ltd. (the **Company** ) dated 28 April 2020 ( **Notice of the Class Meeting** ). The First H Shareholders' Class Meeting of 2020 the **Company** will be held at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shen hen, Guangdong, the People's Republic of China (the **PRC** ) on Monday, 22 June 2020 or immediately after the conclusion of the First Domestic Share Class Meeting of 2020.

The Board of Directors (the **Board** or **Board of Directors** ) of the **Company** had approved the relevant proposal in relation to the A share offering and listing ( **A Share Offering** or **A Share Offering and Listing** ) on the ChiNext Market of the Shen hen Stock Exchange ( **ChiNext Market** ) on 6 May 2020 and 15 May 2020. On 15 May 2020, the Board received the Letter in Relation to Submitting the Interim Proposals to the General Meeting and Class Meetings of the **Company** from shareholder Xiang Shan Hua Jin Industrial Investment Partnership (Limited Partnership) (holding approximately 4.3% of the total issued share capital of the **Company** ), who, as a shareholder individually holding more than 3% of the shares of the **Company** , proposed the additional submission of the following interim proposals at the First H Shareholders' Class Meeting of 2020: (1) the proposal on the plan for the A Share Offering and Listing on the ChiNext Market; (2) the proposal on the use of proceeds from A Share Offering and feasibility analysis on projects funded therefrom; (3) the proposal on grant of authori ation by the general meeting for the Board to handle matters in relation to the A Share Offering and Listing on the ChiNext Market; (4) the proposal on the plan of distribution of accumulated profits prior to A Share Offering; (5) the proposal on the engagement of intermediaries for the A Share Offering and Listing on the ChiNext Market; (6) the proposal on the profit distribution policy and shareholder return plan for the next three years following the A Share Offering and Listing on the ChiNext Market; (7) the proposal on the plan of stabili ation of the A Share price within three years following the A Share Offering and Listing on the ChiNext Market; (8) the proposal on dilution of current return as a result of A Share Offering and remedial measures; (9) the proposal on undertakings as to the A Share Offering and Listing on the ChiNext Market and restriction measures; (10) the proposal on the formulation of the Articles of Association (Draft) and appendixes thereto to be effective upon the A Share Offering and Listing on the ChiNext Market; and (11) the proposal on amendments to the Connected Transaction Management Rules. The Board believes that the above interim proposals comply with the requirements of relevant laws, regulations and the Articles of Association, and agrees to submit it at the First H Shareholders' Class Meeting of 2020 for consideration.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the First H Shareholders' Class Meeting of 2020 will be held as scheduled, at which the abovementioned additional resolutions will be considered, and if thought fit, approved, in addition to the resolutions set out in the Notice of the Class Meeting. The details are as follows. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 28 April 2020 and the supplemental circular dated 3 June 2020.

The following resolutions will be considered and, if thought fit, approved by the H Shareholders at the First H Shareholders' Class Meeting of 2020:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the proposal on the engagement of intermediaries for the A Share Offering and Listing on the ChiNext Market:
  - 1.1 Proposed engagement of Haitong Securities Co., Ltd. as sponsor and lead underwriter for the A Share Offering and Listing of the Company;
  - 1.2 Proposed engagement of PricewaterhouseCoopers Zhong Tian LLP as auditor for the A Share Offering and Listing of the Company;
  - 1.3 Proposed engagement of Shu Jin Law Firm as the PRC lawyer of the issuer for the A Share Offering and Listing of the Company; and
  - 1.4 Proposed engagement of Jia Yuan Law Office as the PRC lawyer of the sponsor (lead underwriter) for the A Share Offering and Listing of the Company.
2. To consider and approve the proposal on undertakings as to the A Share Offering and Listing on the ChiNext Market and restriction measures;
3. To consider and approve the proposal on amendments to the Connected Transaction Management Rules of CIMC Vehicles (Group) Co., Ltd..

### **SPECIAL RESOLUTIONS**

4. To consider and, if thought fit, to approve the amendments to the Articles of Association as specified in the circular of the Company dated 28 April 2020;
5. To consider and, if thought fit, to approve the amendments to the rules of procedure for the general meeting as specified in the circular of the Company dated 28 April 2020;
6. To consider and approve the proposal on the plan for the A Share Offering and Listing on the ChiNext Market:
  - 6.1 Class of shares;
  - 6.2 Nominal value of share;
  - 6.3 Offering size;

- 6.4 Target subscribers;
  - 6.5 Offering price;
  - 6.6 Method of offering;
  - 6.7 Method of underwriting;
  - 6.8 Timing of the offering and listing;
  - 6.9 Proposed place of listing;
  - 6.10 Validity period of the resolution; and
  - 6.11 Rights of the shareholders of A Share.
7. To consider and approve the proposal on the use of proceeds from A Share Offering and feasibility analysis on projects funded therefrom;
  8. To consider and approve the proposal on grant of authorisation by the general meeting for the Board to handle matters in relation to the A Share Offering and Listing on the ChiNext Market;
  9. To consider and approve the proposal on the plan of distribution of accumulated profits prior to the A Share Offering;
  10. To consider and approve the proposal on the profit distribution policy and shareholder return plan for the next three years following the A Share Offering and Listing on the ChiNext Market;
  11. To consider and approve the proposal on the plan of stabilisation of the A Share price within three years following the A Share Offering and Listing on the ChiNext Market;
  12. To consider and approve the proposal on dilution of current return as a result of A Share Offering and remedial measures;
  13. To consider and approve the proposal on the Articles of Association (Draft) and appendixes thereto which become effective upon the A Share Offering and Listing on the ChiNext Market.

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

Shenzhen, the PRC  
 3 June 2020

*Notes:*

1. This supplemental notice shall be read in conjunction with the relevant announcements of the Company dated 6 May 2020 and 15 May 2020, the relevant circular of the Company dated 28 April 2020 and the supplemental circular of the Company dated 3 June 2020.
  2. Since the proxy form (the **First Proxy Form**) sent together with the announcement of the Company dated 28 April 2020 in relation to the notice of the First H Shareholders' Class Meeting of 2020 does not contain the proposed additional resolutions as set out in this supplemental notice, a new proxy form (the **Second Proxy Form**) has been prepared and is enclosed with the supplemental notice of Class Meeting and the supplemental circular of the Company dated 3 June 2020.
  3. The Second Proxy Form for use at the First H Shareholders' Class Meeting of 2020 is enclosed with this supplemental notice and is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cimvehiclesgroup.com>). Whether or not you intend to attend the First H Shareholders' Class Meeting of 2020, you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon no later than 24 hours before the time fixed for holding the First H Shareholders' Class Meeting of 2020 or any adjournment thereof (as the case may be).
  4. **IMPORTANT:** H Shareholder(s) who has already lodged the First Proxy Form with the Company should note that:
    - (i) If no Second Proxy Form is lodged with the Company's H Share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the H Shareholder(s) will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly proposed at the Class Meeting (including, if properly proposed, the resolution as set out in this supplemental notice) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
    - (ii) If the Second Proxy Form is lodged with the Company's H Share registrar 24 hours prior to the time fixed for holding the First H Shareholders' Class Meeting of 2020 or any adjournment thereof (the **Closing Time**), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the H Shareholder(s).
    - (iii) If the Second Proxy Form is lodged with Company's H Share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the H Shareholder(s) under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's H Share registrar. Accordingly, H Shareholder(s) are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's H Share registrar before the Closing Time.
- Completion and return of the First Proxy Form or the Second Proxy Form will not preclude you from attending and voting at the First H Shareholders' Class Meeting of 2020 if you so wish.
5. For the purpose of holding the First H Shareholders' Class Meeting of 2020, the register of members of Shares will be closed from Saturday, 23 May 2020 to Monday, 22 June 2020 (both days inclusive), during which period no transfer of H Shares will be registered.
- In order to be qualified to attend and vote at the First H Shareholders' Class Meeting of 2020, 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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 22 May 2020.
- The H Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 22 May 2020 are entitled to attend and vote at the First H Shareholders' Class Meeting of 2020.- 6. Votes on the resolutions to be proposed at the First H Shareholders' Class Meeting of 2020 shall be taken by way of poll.
- 7. H Shareholders who are entitled to attend and vote at the First H Shareholders' Class Meeting of 2020 may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.

