

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.

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(A joint stock company incorporated in the People's Republic of China, with its principal office at Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:50 p.m. on Tuesday, 30 November 2010, 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 must be produced to the company.

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DEFINITIONS

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. (奇 摩 托 车 集 团 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

“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

CIMC VEHICLES

CIMC Vehicles (Group) Co., Ltd.

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(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.

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 (李筱夫) tendered his written resignation as a non-employee representative Supervisor (非-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

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).

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

LETTER FROM THE BOARD

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

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2021

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CIMC Vehicles (Group) Co., Ltd.

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(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

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

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2021

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