

H.K. & E. & C. Ltd. & Co. Ltd. & Co. Ltd. H.K. & E. & C. Ltd. & Co. Ltd. & Co. Ltd.

CIMC VEHICLES

CIMC Vehicles (Group) Co., Ltd.

中集車輛(集團)股份有限公司

(A Publicly Listed Company in the People's Republic of China (Shanghai))
(Stock Code: 1839)

CONNECTED TRANSACTION WAIVER OF THE PREFERENTIAL SUBSCRIPTION RIGHT FOR THE CAPITAL INCREASE OF CIMC TONGCHUANG

WAIVER OF THE PREFERENTIAL SUBSCRIPTION RIGHT FOR THE CAPITAL INCREASE OF CIMC TONGCHUANG

On 24 March 2022 (the "Date"), the Board of Directors of CIMC Tongchuang (the "Company") (the "Board") has resolved to increase the registered capital of the Company from RMB200,000,000 to RMB362,100,500.

As at the date of the Board's resolution, CIMC Tongchuang is a wholly-owned subsidiary of CIMC Vehicles (Group) Co., Ltd. (the "Group"). CIMC Tongchuang is a public company listed on the Shanghai Stock Exchange (the "Listed Company").

On 24 March 2022, the Board has resolved to increase the registered capital of the Company from RMB200,000,000 to RMB362,100,500. The increase of the registered capital of the Company will be achieved by the Company issuing 10% of the Company's shares at a discount of 5.52% to the market price of the Company's shares on the date of the Board's resolution.

IMPLICATION UNDER THE LISTING RULES OF THE HONG KONG STOCK EXCHANGE

According to the Listing Rules of the Hong Kong Stock Exchange, CIMC (Holding) Co., Ltd. (CIMC) is deemed to be the controlling shareholder of CIMC International (Holding) Co., Ltd. (CIMC I) as CIMC I is directly or indirectly controlled by CIMC. CIMC I holds 55.50% of the issued shares of CIMC International (Holding) Co., Ltd. (CIMC I). CIMC I is also deemed to be the controlling shareholder of CIMC International Co., Ltd. (CIMC) as CIMC I is directly or indirectly controlled by CIMC. CIMC I holds 55.50% of the issued shares of CIMC International Co., Ltd. (CIMC).

According to the Listing Rules of the Hong Kong Stock Exchange, CIMC (Holding) Co., Ltd. (CIMC) is deemed to be the controlling shareholder of CIMC International (Holding) Co., Ltd. (CIMC I) as CIMC I is directly or indirectly controlled by CIMC. CIMC I holds 55.50% of the issued shares of CIMC International (Holding) Co., Ltd. (CIMC I). CIMC I is also deemed to be the controlling shareholder of CIMC International Co., Ltd. (CIMC) as CIMC I is directly or indirectly controlled by CIMC. CIMC I holds 55.50% of the issued shares of CIMC International Co., Ltd. (CIMC).

IMPLICATION UNDER THE LISTING RULES OF THE SHENZHEN STOCK EXCHANGE

According to the Listing Rules of the Shenzhen Stock Exchange, CIMC (Holding) Co., Ltd. (CIMC) is deemed to be the controlling shareholder of CIMC International (Holding) Co., Ltd. (CIMC I) as CIMC I is directly or indirectly controlled by CIMC. CIMC I holds 55.50% of the issued shares of CIMC International (Holding) Co., Ltd. (CIMC I). CIMC I is also deemed to be the controlling shareholder of CIMC International Co., Ltd. (CIMC) as CIMC I is directly or indirectly controlled by CIMC. CIMC I holds 55.50% of the issued shares of CIMC International Co., Ltd. (CIMC).

INTRODUCTION

B. On 24 March 2022 (the "Date of Completion"), CIMC International (Holding) Co., Ltd. (CIMC I) completed the acquisition of CIMC International Co., Ltd. (CIMC) from CIMC (Holding) Co., Ltd. (CIMC) for a purchase price of Q. RMB200,000,000 (approximately HK\$362,100,500).

A. On 30 November 2021, CIMC International (Holding) Co., Ltd. (CIMC I) completed the acquisition of CIMC International Co., Ltd. (CIMC) from CIMC (Holding) Co., Ltd. (CIMC) for a purchase price of Q. RMB200,000,000 (approximately HK\$362,100,500).

PRINCIPAL TERMS OF THE CAPITAL INCREASE AGREEMENT

Date: 24 March 2022 (2022年3月24日)

Parties: CIMC (招商局), CIMC I (招商局), CIMC (招商局), CIMC E (招商局), CIMC (招商局), CIMC (招商局), CIMC (招商局), CIMC (招商局)

Additional Residual Capital Subscriptions: Part of the CIMC I (招商局) ...
CIMC I (招商局) MB162,100,500
CIMC (招商局) MB187,517,500
CIMC (招商局) MB25,417,000

Director:
CIMC I (招商局) MB148,428,400
CIMC (招商局) MB20,118,800

CIMC T (招商局):
CIMC (招商局) MB27,920,800
CIMC (招商局) MB3,784,500

CIMC E (招商局):
CIMC E (招商局) MB11,168,300
CIMC (招商局) MB1,513,700

Basic Deposit Accounts:
CIMC (招商局) MB231,360,600
CIMC (招商局) MB1...
CIMC (招商局) MB1.16...
CIMC (招商局) ...

Interest:
CIMC (招商局) MB20,835,300
CIMC (招商局) ...

C. d. T. Ca. a. I. c. as A. Ta. E. c.

C. I. A. P. C. I. A.

Pa. Ca. a. C. b. a. d. C.

P. C. I. A. C. I. A. CIMC I. CIMC CIMC E. () CIMC 30 Jun 2022. CIMC I. CIMC CIMC E. () C. I. A.

S. a. d. S. i. c. CIMC T. c. a.

A. C. I. A. CIMC C. I. A.

	B. c. Ca. a. I. c. as		U. c. Ca. a. I. c. as	
			A. a.	
	c. b. CIMC	S. a. d. CIMC	c. b. CIMC	S. a. d. CIMC
S. a. d. s	T. c. a. (MB)	T. c. a.	T. c. a. (MB)	T. c. a.
CIMC I.	70,000,000	35%	198,309,600	54.77%
CIMC	50,000,000	25%	74,136,300	20.47%
CIMC E. ()	20,000,000	10%	29,654,600	8.19%
C.	20,000,000	10%	20,000,000	5.52%
C. F.	10,000,000	5%	10,000,000	2.76%
Q.	30,000,000	15%	30,000,000	8.29%
	200,000,000	100%	362,100,500	100.00%

I. C. I. A. CIMC 10% 5.52% CIMC

INFORMATION ON CIMC TONGCHUANG

CIMC Tongchuang (P) Co., Ltd. (A) has completed the 10% CIMC Tongchuang (P) Co., Ltd. (A) share repurchase program.

The share repurchase program was completed on December 31, 2021. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 7,250 shares of its common stock at a total cost of RMB27,025,000.00. The share repurchase program was completed on December 31, 2020. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 6,057 shares of its common stock at a total cost of RMB23,934,000.00.

	F_ a _d d 31 D c b 2020 () (MB'000)	F_ a _d d 31 D c b 2021 () (MB'000)
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N	7,250	27,025
N	6,057	23,934

A CIMC Tongchuang (P) Co., Ltd. (A) share repurchase program was completed on December 31, 2021, with a total cost of RMB263,737,327.11.

REASONS FOR AND BENEFITS OF WAIVING THE PREFERENTIAL SUBSCRIPTION RIGHT TO THE CAPITAL INCREASE OF CIMC TONGCHUANG

CIMC Tongchuang (P) Co., Ltd. (A) has completed the share repurchase program. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 7,250 shares of its common stock at a total cost of RMB27,025,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 6,057 shares of its common stock at a total cost of RMB23,934,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 7,250 shares of its common stock at a total cost of RMB27,025,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 6,057 shares of its common stock at a total cost of RMB23,934,000.00.

I CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 7,250 shares of its common stock at a total cost of RMB27,025,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 6,057 shares of its common stock at a total cost of RMB23,934,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 7,250 shares of its common stock at a total cost of RMB27,025,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 6,057 shares of its common stock at a total cost of RMB23,934,000.00.

D CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 7,250 shares of its common stock at a total cost of RMB27,025,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 6,057 shares of its common stock at a total cost of RMB23,934,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 7,250 shares of its common stock at a total cost of RMB27,025,000.00. CIMC Tongchuang (P) Co., Ltd. (A) has repurchased 6,057 shares of its common stock at a total cost of RMB23,934,000.00.

GENERAL INFORMATION

T. G.

The Group's financial performance is summarized in the following table. CIMC 55.50%

CIMC

CIMC P C H M B H K E A E CIMC G

INFORMATION ON OTHER PARTIES TO THE CAPITAL INCREASE AGREEMENT

CIMC I P C CIMC. I

CIMC P C CIMC. I

CIMC E. () P C CIMC E. (HKE : 3899). I 67.60% CIMC

C. F. - P C A B H I () A D 58.33% CIMC, 17.51%, 14.22%, 5.59%, 4.05%, 0.19%, 0.07% 0.03% E H F M. J. (江雄), C E C M P, M. C.

A 0.1% 5%, C I A 0.1% 5%, C I A 14A L H K E

IMPLICATION UNDER THE LISTING RULES OF THE SHENZHEN STOCK EXCHANGE

A CIMC 55.50% CIMC CIMC I CIMC E () C F CIMC CIMC CIMC I CIMC CIMC E () CIMC CIMC CIMC II C L E M A 《上市公司重大資產重組管理辦法》

G M M B C D C M H M (D) CIMC CIMC C I A M M B M H M A D C I A

DEFINITIONS

- I
- A B H A B H L (萃聯集團有限公司), B I
- () L H K E
- B D C
- C I CIMC CIMC I A
- C I A CIMC CIMC I CIMC E () C F Q 24 M 2022 () CIMC

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中國證券 N. 1 A M. L. P. * (長盛基金國調招商 1 號
資產管理計劃

<p>- 中國銀行</p>	<p>中國銀行(香港)有限公司(China Bank Limited) H.K. K.L. E</p>
<p>- 萃聯(深圳)消防裝備有限公司</p>	<p>Cui Lian (Shenzhen) Fire Fighting Equipment Co., Ltd.* (萃聯(深圳)消防裝備有限公司)</p>
<p>- 德信</p>	<p>德信(De Xin) Co.</p>
<p>- 德信宏</p>	<p>德信宏(De Xin Hong) Co., Ltd. H.K., L. 2020年11月5日 C.Y. I 5 M 2020</p>
<p>- 國聯</p>	<p>國聯(Guo Lian) Co.</p>
<p>- 國聯房地產</p>	<p>國聯房地產(Guo Lian Real Estate) H.K., L.</p>
<p>- 國聯資產評估</p>	<p>國聯資產評估(Guo Lian Assets Appraisal) H.K., K.L. E</p>
<p>- 國聯資產評估土地房地產估價有限公司</p>	<p>Guo Lian Land Real Estate Appraisal Co., Ltd.* (國聯資產評估土地房地產估價有限公司)</p>
<p>- 國聯房地產有限公司</p>	<p>國聯房地產有限公司(Guo Lian Real Estate Co., Ltd.) H.K., L. E</p>
<p>- 國聯房地產有限公司</p>	<p>國聯房地產有限公司(Guo Lian Real Estate Co., Ltd.) CN E</p>
<p>- 平安</p>	<p>平安(Ping An) Co., CIMC Insurance, CIMC CIMC E (平安), Cui Lian Fire Fighting Equipment Co., Ltd. Q.</p>
<p>- 平安</p>	<p>平安(Ping An) A 34 Co., Ltd. L. P. CIMC CIMC 10% CIMC</p>
<p>- MB</p>	<p>MB (Mei Bei) P C</p>
<p>- 中興</p>	<p>中興(Zhong Xing) Co.</p>
<p>- 中興(深圳)豐強投資企業(有限合伙)</p>	<p>中興(深圳)豐強投資企業(有限合伙)(Zhong Xing (Shenzhen) Feng Qiang Investment Enterprise (Limited Partnership))* (深圳豐強投資企業(有限合伙)), 2020年11月24日 P C</p>
<p>- 中興(齊力)企業管理合夥企業(有限合伙)</p>	<p>中興(齊力)企業管理合夥企業(有限合伙)(Zhong Xing (Qili) Enterprise Management Partnership (Limited Partnership))* (深圳齊力企業管理合夥企業(有限合伙))</p>

- 2022年3月31日止六個月內，本公司並無發行任何新股份。
E 2022年3月31日止六個月內，本公司並無發行任何新股份。

- 2022年3月31日止六個月內，本公司並無發行任何新股份。
R... Co., Ltd.* (煙台鐵中寶鋼鐵加工有限公司), CIMC I... 65%

- %

* F...

B... B...
CIMC V...s (G...) Co., Ltd.
L...
E... D...

H... K..., 24 March 2022

A... B... M. M. B... **,
M. L. G... *, M. H... **, M. C... B... **, M. H... H... **,
M. F... J... ***, M. F... ***, M. C... H. K. F... **.

* E... D...

** N... D...

*** I... D...