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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) will be held at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the People’s Republic of China (the “**PRC**”) at 2:30 p.m. on Monday, 22 June 2020 for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular (the “**Circular**”) of the Company dated 28 April 2020.

ORDINARY RESOLUTIONS

1. To consider and approve the Company’s final financial accounts for the year ended 31 December 2019;
2. To consider and approve the Company’s report for financial budget for the year ending 31 December 2020;
3. To consider and approve the Company’s proposal of investment budget for the year ending 31 December 2020;
4. To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.45 per share (tax inclusive) in an aggregate amount of approximately RMB794.3 million for the year ended 31 December 2019;
5. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the Company’s domestic auditor and PricewaterhouseCoopers as the Company’s overseas auditor with a term until the next annual general meeting of the Company to be held in 2021, and to authorize the board of directors of the Company to determine their remuneration;
6. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2019;

7. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2019;
8. To approve, confirm and ratify the continuing connected transaction contemplated under the Deposit Service Framework Agreement and the proposed annual caps for the years ending 31 December 2020 and 2021; and that any of the directors of the Company be and is hereby authorized to make any amendment to the Deposit Service Framework Agreement as he/she thinks desirable or necessary and to do all such further acts, execute such further documents and take all such steps which in his/her opinion may be necessary, desirable or appropriate to implement and/or give effect to the terms of such transactions;

SPECIAL RESOLUTIONS

9. To consider and approve the external guarantee scheme for 2020;
10. To consider and, if thought fit, to approve the amendments to the Articles of Association as specified in the Circular;
11. To consider and, if thought fit, to approve the amendments to the Rules of Procedures for the General Meeting as specified in the Circular;
12. To consider and, if thought fit, to approve the grant of a general mandate to the Board to allot or issue, either separately or concurrently, (1) additional Domestic Shares not exceeding 20% of the aggregate number of the Domestic Shares in issue on the date of passing this resolution; and (2) additional H Shares not exceeding 20% of the aggregate number of the H Shares in issue on the date of passing this resolution, and to authorize the Board to make such corresponding amendments the provisions of the Articles of Association as it think fit so as to reflect the new share capital structure upon the allotment or issue of the Shares:

“THAT

- A. (i) subject to paragraph 12(A)(ii) of this resolution and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (defined as below) of all the powers of the Company to allot or issue, generally and unconditionally either separately or concurrently, additional Domestic Shares and H Shares;
- (ii) each of the aggregate number of Domestic Shares and H Shares allotted or issued by the Board pursuant to the approval granted in paragraph 12(A)(i) of this resolution shall not exceed 20% of each of the aggregate number of Domestic Shares and/or H Shares, respectively, in issue on the date of passing this resolution; and

for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiry of the 12-month period from the date of passing of this resolution by way of a special resolution at the AGM of the Company; or
 - (c) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution of the Company in a general meeting.
- B. Contingent on the Board’s resolving to issue shares pursuant to 12(A)(i) of this resolution, the Board be authorized to 1) depending on the actual market conditions, determine the method of issuance, the target for issuance as well as the amount and proportion of issuance to such target, pricing mechanism and/or issue price (including price range), the opening and closing time of the issuance, the listing time, use of proceeds and others; 2) engage necessary professional agencies and sign relevant engagement agreements or contracts; 3) sign the underwriting agreement, sponsors agreement, listing agreement and all other documents as considered necessary for executing the general mandate to issue shares on behalf of the Company; 4) handle the issues on registration of share capital and change in registered share capital in a timely manner in accordance with the method, class and number of issued shares and the actual share capital structure of the Company upon completion of the share issuance; 5) apply for approval, registration, filing and other procedures in connection with the share issuance and listing of such shares to relevant authorities on behalf of the Company; 6) determine and pay up the listing fee or application fee; 7) amend the Articles of Association of the Company from time to time according to the method, class and number of the issued shares and the actual capital structure of the Company upon completion of the share issuance and arrange necessary registration and filing process, and register shares with the relevant registration authorities in accordance with relevant domestic and overseas laws, regulations and normative documents; 8) all other procedures and issues as the Board may consider necessary in connection with the general mandate to issue shares.

On behalf of the Board
CIMC Vehicles (Group) Co., Ltd.
Li Guiping
Executive Director

Shenzhen, the PRC
28 April 2020

Notes:

1. For the purpose of holding the AGM, 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 Shares will be registered.

In order to be qualified to attend and vote at the AGM, 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 holders of H Shares) at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, or to the registered office of the Company in PRC (for holders of Domestic Shares) at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC no later than 4:30 p.m. on Friday, 22 May 2020.

The 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 AGM.

2. Votes on the resolutions to be proposed at the AGM shall be taken by way of poll.
3. Shareholders who are entitled to attend and vote at the AGM 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 holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited or for holders of Domestic Shares, to the registered office of the Company in the PRC not less than 24 hours before the time appointed for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time to the same place as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.
6. Shareholders shall produce their identity documents and supporting documents in respect of the shares held when attending the AGM. If corporate shareholders appoint authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
7. Holders of H Shares who intend to attend the AGM should complete the reply slip and return it to the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited by hand, by post or by fax on or before Tuesday, June 2, 2020.
8. Domestic Shareholders who intend to attend the AGM should complete the reply slip and return it to the registered office of the Company in the PRC by hand, by post or by fax on or before Tuesday, June 2, 2020.
9. The AGM is expected to take for less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
10. Contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone: (+852) 2862 8628
Fax No.: (+852) 2865 0990
11. Contact details of the registered office of the Company in the PRC are as follows:

Address: No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC
Telephone No.: (0755) 2669 1130
Email: ir_vehicles@cimc.com

*As at the date of this notice, the Board comprises nine members, being Mr. Mai Boliang**, Mr. Li Guiping*, Ms. Zeng Beihua**, Mr. Wang Yu**, Mr. Liu Dong**, Mr. Chen Bo**, Mr. Feng Jinhua***, Mr. Fan Zhaoping*** and Mr. Cheng Hok Kai Frederick***.*

* *Executive Director*

** *Non-executive Directors*

*** *Independent non-executive Directors*