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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)

VOLUNTARY ANNOUNCEMENT IN RELATION TO THE INTRODUCTION MEETING FOR SHAREHOLDERS (1) CONDITIONAL 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; AND (2) PROPOSED 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.



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; and (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. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

Following the despatch of the Offer Document, the Company will hold an introduction meeting (the “**Introduction Meeting**”) for the H Shareholders for the purpose of introducing and explaining matters in relation to the H Share Buy-back Offer and the Voluntary Withdrawal of Listing as set out in the Offer Document, such as the terms and conditions of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing as set out in the Offer Document, what needs to be done in order to attend and/or vote at the EGM and/or the H Shareholders Class Meeting and how to accept the H Share Buy-back Offer and the timeline thereof. The financial adviser to the Company, UBS AG (acting through its Hong Kong Branch) (“**UBS**”), will be present at the Introduction Meeting to assist the Company to answer Shareholders’ enquiries (if any).

The Introduction Meeting will be held by way of telephone conference. The date, time and dial-in details of the Introduction Meeting is as follows:

Date:	Wednesday, 10 April 2024
Time:	From 4:00 p.m. to 5:00 p.m.
Hong Kong Dial-in Number:	+852-3018 3602 / +852-3008 8210 / 800 961505 / 800 931018
Mainland China Dial-in Number:	4008-063-263 / 023-6362 3333
Macau Dial-in Number:	+853-6262 1671
Singapore Dial-in Number:	+65-6622 0840 / +65-6407 5649
United Kingdom Dial-in Number:	+44-20-3761 0113 / +44-20-7097 0018
International Dial-in Number:	+86-23-62737100
Conference Code:	318513629

Shareholders may dial into the Introduction Meeting from 3:45 p.m. onwards on 10 April 2024. As Shareholders will need to input the conference code when dialing into the Introduction Meeting and will be asked to provide their names, contact information, and details of their shareholding when they dial into the Introduction Meeting, Shareholders are encouraged to dial into the Introduction Meeting earlier in order to ensure that they are able to dial into the Introduction Meeting at or before the starting time for the Introduction Meeting (being 4:00 p.m. on 10 April 2024). The purpose of collecting the foregoing information from Shareholders is for UBS and Orient Capital Pty Limited (the proxy and offer agent engaged by the Company) to follow up with Shareholders who need assistances with any issues in relation to lodging proxy form(s) for the EGM and/or the H Shareholders Class Meeting or the Form of Acceptance. The foregoing information collected from Shareholders will only be used, held and/or stored for this purpose, and will be kept confidential by the Company, UBS and Orient Capital Pty Limited.

For the avoidance of doubt, the Introduction Meeting cannot and will not provide any advice on the merits or risks of the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, or give any advice on whether the H Shareholders should accept the H Share Buy-back Offer or whether the Shareholders should vote for the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, or give any financial or legal advice. In addition, questions which are not specific to the H Share Buy-back Offer and the Voluntary Withdrawal of Listing will not be addressed in the Introduction Meeting. If you are in doubt as to any aspect of this announcement or action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

We look forward to your attendance at the Introduction Meeting.

WARNING

H Shareholders and potential investors of the Company should note that the H Share Buy-back Offer is subject to the satisfaction of the Conditions in all respects. Accordingly, the H Share Buy-back Offer may or may not become unconditional. H Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

Shareholders are reminded to read the Offer Document (including but not limited to the letter from the Independent Financial Adviser) carefully before deciding on how to vote on the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, and whether to accept the H Share Buy-back Offer.

Independent H Shareholders are reminded that if they do not accept the H Share Buy-back Offer, and if the H Share Buy-back Offer subsequently becomes unconditional in all respects and 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.

Shareholders should also note that if they do not agree to the terms of the H Share Buy-back Offer, they can vote against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, the A Shareholders Class Meeting and/or the EGM (as the case may be). If more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders are voted against the H Share Buy-back Offer and the Voluntary Withdrawal of Listing at the H Shareholders Class Meeting, the H Share Buy-back Offer would lapse and the H Shares would remain listed on the Hong Kong Stock Exchange.

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

Hong Kong, 5 April 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.