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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)**

## **CHANGE OF SECRETARY OF THE BOARD AND JOINT COMPANY SECRETARY; AND WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES OF THE HONG KONG STOCK EXCHANGE**

### **Change of the Secretary of the Board and the Joint Company Secretary**

The board (the “**Board**”) of directors (the “**Director(s)**”) of CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) announces that Ms. Li Zhimin, the vice president, the secretary of the Board (the “**Secretary of the Board**”) and the joint company secretary (the “**Joint Company Secretary**”) of the Company, has tendered her written resignation as the Secretary of the Board and the Joint Company Secretary to the Board due to repositioning with effect from 8 July 2022.

Ms. Li Zhimin serves as the Secretary of the Board and the Joint Company Secretary for a term originally commencing from 29 September 2021 to 28 September 2022. As at the date of this announcement, Ms. Li Zhimin indirectly holds approximately 1,783,000 A shares of the Company through Shenzhen Long Yuan Gang Cheng Enterprise Management Center (Limited Partnership) (深圳市龍源港城企業管理中心(有限合夥)) (“**Shenzhen Longyuan**”). After resignation as the Secretary of the Board and the Joint Company Secretary, Ms. Li Zhimin still serves the Company. Ms. Li Zhimin will strictly comply with the laws and regulations including the Rules on the Administration of Shares held by Directors, Supervisors and Senior Management of Listed Companies and the Changes of Such Shares, the Self-Regulatory Supervision Guidelines for Company Listed on the Shenzhen Stock Exchange No. 10 – Share Change Management (深圳證券交易所上市公司自律監管指引第10號－股份變動管理), and the Implementation Rules on Reduction of Shares held by the Shareholders, Directors, Supervisors and Senior Management of Company listed on the Shenzhen Stock Exchange, and the shares lock-up undertakings as disclosed in the Prospectus for the Initial Public Offering and Listing of Shares of CIMC Vehicles (Group) Co., Ltd. on the ChiNext Market published by the Company on 5 July 2021.

Ms. Li Zhimin confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Hong Kong Stock Exchange and the shareholders of the Company. The Company would like to take this opportunity to express its gratitude to Ms. Li Zhimin for her valuable contribution to the Company during her tenure of service as the Secretary of the Board and the Joint Company Secretary.

As examined by the nomination committee under the Board, the Company convened the sixth meeting of the second session of the Board in 2022 on 8 July 2022 and agreed to appoint Ms. Mao Yi as the Secretary of the Board and the Joint Company Secretary for a term of three years, with effect from the date of passing the resolution at the sixth meeting of the second session of the Board in 2022. Biographical details of Ms. Mao Yi are set out as follows:

Ms. Mao Yi (毛弋), aged 47, born in 1975, with Chinese nationality and without the right of permanent residency abroad. Ms. Mao Yi obtained a master's degree in business administration at the University of Hong Kong and qualification certificate of the secretary of the board of Shenzhen Stock Exchange.

Prior to joining the Company, Ms. Mao Yi served as a secretary to the general manager of Shenzhen Qianhai Co., Ltd. (深圳前海股份有限公司) from July 1996 to June 1997; and a business assistant in the strategic development department and the container operation department at China International Marine Containers (Group) Co., Ltd. ("CIMC") from July 1997 to January 2002. Ms. Mao Yi formally joined the Company in January 2002 and has held various positions in the Company. Ms. Mao Yi served as a sales assistant and an administrative assistant to the general manager of the Company from January 2002 to September 2010 and participated in the preparation of the establishment of the business of the Company; Ms. Mao Yi worked as the manager of the human resources department at the Company from September 2010 to April 2018; Ms. Mao Yi worked as the director of human resources from April 2018 to February 2022; Ms. Mao Yi acted as the assistant president of the Company from September 2019 to January 2022. Ms. Mao Yi is serving as the vice president of the Company from January 2022 to the date of this announcement.

Ms. Mao Yi currently works as the chairman of Shenzhen CIMC Vehicles Park Investment and Management Co., Ltd. (深圳中集車輛園投資管理有限公司), Shaanxi CIMC Vehicle Industrial Park Investment and Development Co., Ltd. (陝西中集車輛產業園投資開發有限公司), Shaanxi CIMC Vehicle Industrial Park Property Management Co., Ltd. (陝西中集車輛產業園經營管理有限公司), Chengdu CIMC Traffic Equipment Manufacturing Co., Ltd. (成都中集交通裝備製造有限公司), Shenyang CIMC Industrial Park Investment and Development Co., Ltd. (瀋陽中集產業園投資開發有限公司), Chengdu CIMC Industrial Park Investment and Development Co., Ltd. (成都中集產業園投資開發有限公司), and Chengdu CIMC Industrial Park Management Co., Ltd. (成都中集產業園經營管理有限公司), which are subsidiaries of CIMC; the chairman and general manager of Shenzhen Shuxiang Technology Co., Ltd. (深圳數翔科技有限公司), an associate of the Company; the supervisor of Shenzhen Chuangyuan Enterprise Management Co., Ltd. (深圳市創源企業管理有限責任公司), Shenzhen Qiyuan Enterprise Management Center Co., Ltd. (深圳市啟源企業管理中心有限責任公司) and Shenzhen Long Yuan Gang Cheng Investment and Development Co., Ltd. (深圳市龍源港城投資發展有限責任公司).

As at the date of this announcement and save as disclosed above, Ms. Mao Yi (i) indirectly holds approximately 2,456,700 A shares of the Company through Shenzhen Longyuan; (ii) did not hold any other position as director or supervisor in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any Directors, supervisors, senior management, shareholders holding more than 5% of shares or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Listing Rules of the Hong Kong Stock Exchange**")) of the Company; (iv) has not been penalised by China Securities Regulatory Commission and other competent authorities nor been disciplined by the stock exchanges or investigated by judicial authorities or the China Securities Regulatory Commission and has not

been prohibited from market participation or declared disqualification to hold the office for a term that has yet to expire; and (v) after enquiry, Ms. Mao Yi is not a dishonest person subject to enforcement. She meets the qualification for appointment required by relevant laws, administrative regulations, departmental rules, normative documents, the Guide on Self-supervision of Companies Listed on the Shenzhen Stock Exchange No.2 – Standard Operation of Companies Listed on ChiNext Market and other relevant regulations.

### **Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules of the Hong Kong Stock Exchange**

Pursuant to the Rules 3.28 and 8.17 of the Listing Rules of the Hong Kong Stock Exchange, the issuer must appoint as its company secretary an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Exchange, capable of discharging the functions of company secretary.

The current another Joint Company Secretary, Ms. Au Wai Ching is a manager of SWCS Corporate Services Group (Hong Kong) Limited with over 10 years of experience in corporate secretarial services. Ms. Au Wai Ching obtained a bachelor's degree in business administration and a master's degree in professional accounting and corporate governance from City University of Hong Kong. Ms. Au Wai Ching is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and therefore fully meets the qualification requirement stipulated under Note 1 to Rule 3.28 of the Listing Rules.

Although Ms. Mao Yi currently does not possess the specific qualifications that are considered to be acceptable under Note 1 to Rule 3.28 of the Listing Rules of the Hong Kong Stock Exchange, the Company considers that Ms. Mao Yi, by virtue of her background and experience in corporate governance, investor relationship, capital operation and administrative management as well as her thorough understanding of the business and operations of the Company, and with the support to be rendered by Ms. Au Wai Ching, would be capable of discharging her duty as a Joint Company Secretary. Currently, Ms. Mao Yi is the vice president of the Company and in charge of the office of the board secretary, department of investor relationship, investment management office, legal and internal control department and human resource department of the Company.

Ms. Mao Yi has also played a leading role in the each of the listing of the H shares of the Company on the Main Board of the Stock Exchange and listing of the A shares of the Company on the ChiNext Market of the Shenzhen Stock Exchange during the preparatory period. She has acquired extensive knowledge of the Listing Rules of the Hong Kong Stock Exchange and relevant law requirements during the listing preparation process.

Further, given that the Company's head office is situated in Shenzhen, the PRC and the core business operations are principally conducted in the PRC, the Company believes that it is in the best interest of the Company and its corporate governance to have Ms. Mao Yi with the relevant background and experience in the PRC to act as the Joint Company Secretary.

Lastly, considering the Company also appoints her to act as the Secretary of the Board under the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange, the Company considers that having the same person to assist the Company and its directors in complying with the Listing Rules of the Hong Kong Stock Exchange and other applicable regulations would be beneficial to the Company and its shareholders as a whole.

Therefore, the Company has applied to the Hong Kong Stock Exchange and the Hong Kong Stock Exchange has granted the waiver from strict compliance with rules 3.28 and 8.17 of the Listing Rules of the Hong Kong Stock Exchange to the Company (the “**Waiver**”) for a term of three years in relation to the appointment of Ms. Mao Yi as one of the Joint Company Secretary, with effect from the date of appointment (the “**Waiver Period**”). The Waiver is granted on the following conditions:

- (i) Ms. Mao Yi must be assisted by Ms. Au Wai Ching during the Waiver Period; and
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules of the Hong Kong Stock Exchange by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the Hong Kong Stock Exchange’s confirmation that Ms. Mao Yi, having had the benefit of Ms. Au Wai Ching’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules of the Hong Kong Stock Exchange such that a further waiver will not be necessary. The Waiver applies to Ms. Au Wai Ching’s continuing serving as the Joint Company Secretary only. The Hong Kong Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

The Company would like to warmly welcome Ms. Mao Yi on her new appointment to the Company.

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

Hong Kong, 11 July 2022

*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\*\*, Mr. Huang Haicheng\*\*, Mr. Feng Jinhua\*\*\*, Mr. Fan Zhaoping\*\*\* and Mr. Cheng Hok Kai Frederick\*\*\*.*

\* *Executive Director*

\*\* *Non-executive Directors*

\*\*\* *Independent Non-executive Directors*