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If you have sold or transferred all your shares in China Automotive Interior Decoration Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



中國汽車內飾集團有限公司

CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8321)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES AND
ISSUE NEW SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an AGM of China Automotive Interior Decoration Holdings Limited to be held at Ramada Hong Kong Hotel (Jasmine Room 3/F), 308 Des Voeux Road West, Hong Kong at 2:30 p.m., on 20 May 2013, Monday is set out on pages 17 to 22 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of China Automotive Interior Decoration Holdings Limited in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

15 April 2013

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“AGM”	the annual general meeting of the Company to be held at Ramada Hong Kong Hotel (Jasmine Room 3/F), 308 Des Voeux Road West, Hong Kong at 2:30 p.m. on 20 May 2013, Monday, the notice of which is set out on pages 17 to 22 of this circular
“Articles of Association”	the articles of association of the Company adopted on 13 September 2010, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Automotive Interior Decoration Holdings Limited, an exempted company incorporated in Cayman Islands with limited liability, the issued Shares of which are listed on the GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the resolution approving such mandate

DEFINITIONS

“Latest Practicable Date”	11 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	29 September 2010, being the date of the listing of the Company on the GEM
“Option(s)”	the option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Share Option Scheme or any other share option scheme of the Company
“PRC”	the People’s Republic of China which, for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the resolution approving such mandate
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit so that the Company may grant new Options to subscribe for new Shares representing in aggregate up to 10% of its issued share capital as at the date of the AGM
“Scheme Mandate Limit”	the maximum number of Options that may be granted by the Company pursuant to the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 13 September 2010
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



中國汽車內飾集團有限公司

CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8321)

Executive Directors:

Mr. Zhuang Yuejin
Mr. Pak Ping
Ms. Ruan Bixia
Mr. Wong Ho Yin

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Mak Wai Ho
Dr. Tang Yanfei
Mr. Feng Xueben

Hong Kong Principal Place of Business:

Workshop Nos. 22-23,
6/F Corporation Park,
11 On Lai Street,
Shatin, Hong Kong

15 April 2013

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES AND
ISSUE NEW SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM relating to (i) the re-election of Directors due to

LETTER FROM THE BOARD

retire at the AGM; (ii) the appointment of the auditors; (iii) the granting of the Repurchase Mandate to the Directors to repurchase fully paid up Shares by the Company; (iv) the granting of the Issue Mandate to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares; (v) the extension of the Issue Mandate by an amount representing the aggregate nominal amount of any Shares repurchased under the Repurchase Mandate; and (vi) details of the Refreshment of Scheme Mandate Limit of the Share Option Scheme.

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Zhuang Yuejin, Mr. Pak Ping, Ms. Ruan Bixia, Mr. Wong Ho Yin, Mr. Mak Wai Ho, Dr. Tang Yanfei and Mr. Feng Xueben.

Pursuant to Article 84(1) of the Articles of Association, Ms. Ruan Bixia, Mr. Wong Ho Yin and Dr. Tang Yanfei shall retire by rotation at the AGM. All the retiring Directors are eligible for re-elections.

Dr. Tang Yanfei have confirmed his independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. Having considered the requirements and obligations of independent non-executive Directors, including the factors to be taken into account in assessing his independence under Rule 5.09 of the GEM Listing Rules, the Board believes that Dr. Tang Yanfei continues to be independent.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

APPOINTMENT OF THE AUDITORS

The Company's auditors, HLB Hodgson Impey Cheng, shall retire from office at the conclusion of the AGM. In March 2012, the practice of HLB Hodgson Impey Cheng was reorganised as HLB Hodgson Impey Cheng Limited. The Board considers that it is in the interests of the Company and the Shareholders as a whole if the auditors can continue to serve the Company. As such, the Board proposes to appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year at the AGM.

HLB Hodgson Impey Cheng has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

REPURCHASE MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 31 May 2012, resolution was passed giving a general mandate to the Directors to exercise the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,000,000 Shares. The maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing of the resolution approving the Repurchase Mandate will be 108,000,000 Shares. The Repurchase Mandate will end on (i) the conclusion of the next annual general meeting of the Company following the passing of the Repurchase Mandate; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 31 May 2012, resolution was passed giving a general mandate to the Directors to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed to approve the granting of the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,000,000 Shares. Subject to the passing of ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of the resolution approving the Issue Mandate, the Company will be allowed to issue a maximum of 216,000,000 Shares. The Directors have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

LETTER FROM THE BOARD

Subject to the passing of the aforesaid ordinary resolutions in relation to the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue and allot Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issue Mandate and its extension will end on (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue Mandate; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of the Issue Mandate by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

REFRESHMENT OF SCHEME MANDATE LIMIT

Pursuant to the Share Option Scheme and the GEM Listing Rules, the total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme and any other schemes of the Company must not exceed 10% of the Shares in issue as at the Listing Date. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the rules of the Share Option Scheme.

The Share Option Scheme was approved and adopted by the Shareholders of the Company on 13 September 2010. Subsequent to the adoption of the Share Option Scheme, the Scheme Mandate Limit was refreshed once at the extraordinary general meeting on 10 August 2012 and the maximum number of Shares which may be issued upon exercise of all Options to be granted will be 36,000,000 Shares. No Options had been granted since the adoption of the Share Option Scheme. Accordingly, as at the Latest Practicable Date, no Options had been exercised, lapsed, cancelled or outstanding.

As at the Latest Practicable Date, the total number of Shares in issue is 1,080,000,000. If the Scheme Mandate Limit is refreshed and assuming that no further issue or repurchase of Share and any other change in the issued share capital of the Company prior to the AGM, the maximum number of Shares which may be issued upon exercise of all Options to be granted according to the refreshed Scheme Mandate Limit will be 108,000,000 Shares, being 10% of the Shares in issue as at the Latest Practicable Date. Currently, the Directors have no intention to grant any Options under the Share Option Scheme.

As the issued share capital of the Company has been increased substantially because of Shares issued by way of open offer on 12 September 2012, the Directors consider that the Refreshment of Scheme Mandate Limit is in the interests of the Company and the

LETTER FROM THE BOARD

Shareholders as a whole as it provides incentives or rewards to employees and other selected grantees for their contribution to the Group and provides the Company with the flexibility of granting Options under the Share Option Scheme.

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time must not exceed 30% of the Shares in issue from time to time. No Options shall be granted under any scheme(s) of the Company and any other share option scheme(s) if this will result in the 30% limit being exceeded.

The total number of Shares which may be issued upon exercise of the refreshed Scheme Mandate Limit of 108,000,000 Shares together with all outstanding Options as at the Latest Practicable Date amounts to an aggregate of 108,000,000 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date, and is within the said 30% limit.

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to approve the Refreshment of Scheme Mandate Limit.

The Refreshment of Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Refreshment of Scheme Mandate Limit at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Options that may be granted pursuant to the Share Option Scheme under the Refreshment of Scheme Mandate Limit up to 10% of the number of Shares in issue as at the date of approval of the Refreshment of Scheme Mandate Limit by the Shareholders.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of the Options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for

LETTER FROM THE BOARD

the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 17 to 22 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the AGM. Such form of proxy for use at the AGM is also published on the websites of the Company and the Stock Exchange. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

PROCEDURES FOR VOTING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders.

RECOMMENDATION

The Directors consider that the proposed resolutions for (i) the re-election of Directors, (ii) the appointment of the auditors, (iii) the granting of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate and (iv) the Refreshment of Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

By Order of the Board of
China Automotive Interior Decoration Holdings Limited
Zhuang Yuejin
Chairman

The following are the particulars of the Directors proposed to be re-elected at the AGM:

1. Ms. Ruan Bixia (阮碧霞), aged 48

Ms. Ruan Bixia, was appointed as an executive Director on 12 April 2010. She has over 10 years of experience in the nonwoven textile industry. She is primarily responsible for supervising the delivery of customer service and the Group's expansion within the PRC. Ms. Ruan graduated from Fujian Chemical Industry School in July 1989. Ms. Ruan is the spouse of Mr. Zhuang Yuejin, an executive Director.

Ms. Ruan has entered into a service agreement with the Company for a term of one year and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. Her emoluments are determined with reference to her duties and responsibilities with the Company and the Company's remuneration policy. Ms. Ruan is entitled to receive a salary of HK\$120,000 per annum subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Ms. Ruan has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Ms. Ruan is deemed to be interested in 359,370,000 Shares held by Mr. Zhuang Yuejin. Save as disclosed above, Ms. Ruan has no interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Ruan is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Ms. Ruan and there are no other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

2. Mr. Wong Ho Yin (黃浩然), aged 43

Mr. Wong Ho Yin was appointed as executive Director and company secretary on 30 June 2011. He graduated from Hong Kong Polytechnic University with a Master of Corporate Governance Degree and a Bachelor of Arts Degree in Accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants and a member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Prior to joining the Group, Mr. Wong was the financial controller and company secretary of a company listed on the Main Board of the Stock Exchange, namely Ching Hing (Holdings) Limited (currently known as China Household Holdings Limited) (Stock Code: 692), from September 2006 to October 2010. He has extensive experience in accounting and corporate compliance.

Mr. Wong has entered into a service agreement with the Company for a term of one year and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Wong is entitled to receive a salary of HK\$360,000 per annum subject to review by the remuneration committee of the Company with reference to his performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Mr. Wong has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Wong has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Mr. Wong and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

3. Dr. Tang Yanfei (湯炎非), aged 49

Dr. Tang Yanfei was appointed as an independent non-executive Director on 12 April 2010. Dr. Tang graduated from Wuhan University of Technology with a bachelor's degree in engineering in 1984. He further obtained from Wuhan University a master's degree and a doctor's degree in Economics respectively in 1987 and 1997.

Dr. Tang was appointed as the president assistant and the manager of the development department of Shenzhen Overseas Chinese Town Holding Company (Stock Code: 000069), a PRC incorporated company listed on the Shenzhen Stock Exchange, in 1998. From 2003 to 2004, he took office as the president assistant and the general manager of the investment management department of China Oceanwide Holdings Group, a PRC incorporated company and the holding company of Oceanwide Real Estate Group Co., Ltd. (Stock Code: 000046), a company listed on the Shenzhen Stock Exchange. Dr. Tang is currently a professor and the dean of the Faculty of Business Administration of Haikou College of Economics.

Dr. Tang has entered into an appointment letter with the Company for a term of one year and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. Dr. Tang is entitled to receive a director's fee of HK\$60,000 per annum subject to review by the remuneration committee of the Company with reference to his performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Dr. Tang has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Dr. Tang has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Dr. Tang and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,000,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 108,000,000 Shares, being 10% of the Shares in issue as at the Latest Practicable Date.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2012). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date are as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2012		
April	0.135*	0.118*
May	0.135*	0.117*
June	0.127*	0.113*
July	0.121*	0.097*
August	0.120*	0.092*
September	0.156	0.096
October	0.196	0.132
November	0.214	0.186
December	0.202	0.190
2013		
January	0.255	0.192
February	0.230	0.203
March	0.232	0.200
April (up to the Latest Practicable Date)	0.216	0.185

* Prices of the Shares of the Company have been adjusted as a result of the issue of Shares on 14 May 2012 and 12 September 2012.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the Articles of Association and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

7. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Mr. Zhuang Yuejin is beneficially interested in an aggregate of approximately 33.28% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the shareholding in the Company held by him would be increased to approximately 36.97% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent as a result of such repurchase, the number of Shares held by the public would fall below 25% of the total number of Shares in issue. The Directors do not have any present intention (i) to repurchase Shares to an extent which will result in the amount of Shares held by the public being reduced to less than 25% and (ii) to trigger any event under the Takeovers Code.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the 6 months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



中國汽車內飾集團有限公司

CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8321)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of China Automotive Interior Decoration Holdings Limited (the “Company”) will be held at Ramada Hong Kong Hotel (Jasmine Room 3/F), 308 Des Voeux Road West, Hong Kong at 2:30 p.m. on 20 May 2013, Monday to consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

AS ORDINARY BUSINESS

1. To consider and approve the audited consolidated financial statements of the Company together with its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2012.
2. (A) To re-elect Ms. Ruan Bixia as an executive Director;
(B) To re-elect Mr. Wong Ho Yin as an executive Director;
(C) To re-elect Dr. Tang Yanfei as an independent non-executive Director; and
(D) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2013.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

Ordinary Resolutions

4. (A) **“THAT**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as amended from time to time) (the “GEM Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or

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issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution: “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission (“SFC”) for this purpose, subject to and in accordance with all applicable rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and are applicable laws in this regard be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which are authorized to be purchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution: “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

(C) “**THAT**

conditional upon the passing of the resolutions set out in paragraphs 4(A) and 4(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 4(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 4(B) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

5. “**THAT**

subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the Shares to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below), the refreshment of the existing limit in respect of the grant of options to subscribe for Shares under the share option scheme adopted by the Company on 13 September 2010 (the “Share Option Scheme”) be and is hereby approved provided that the aggregate nominal amount of share capital of the Company which may be allotted or issued pursuant to the exercise of options granted under the Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme or such other scheme(s) of the Company) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the “Scheme Mandate Limit”) and the Directors be and are hereby authorised to grant options under the Share Option Scheme up to the Scheme Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

By Order of the Board of
China Automotive Interior Decoration Holdings Limited
Zhuang Yuejin
Chairman

Hong Kong, 15 April 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for the AGM is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which the form is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Completion and delivery of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
- (5) A circular containing, among others things, an explanatory statement relating to the proposed resolution no. 4(B) above has been despatched to the shareholders of the Company.
- (6) As at the date of this notice, Mr. Zhuang Yuejin is an executive Director and the chairman of the board of Directors; Mr. Pak Ping, Ms. Ruan Bixia and Mr. Wong Ho Yin are the executive Directors; Dr. Tang Yanfei, Mr. Mak Wai Ho and Mr. Feng Xueben are the independent non-executive Directors.