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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)**

**NOTICE OF THE FIRST H SHAREHOLDERS CLASS MEETING FOR 2024**

**NOTICE IS HEREBY GIVEN** that the first H Shareholders class meeting for 2024 (the “**H Shareholders Class Meeting**”) of CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) will be held at 2:50 p.m. on Thursday, 18 April 2024 at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC for the purposes of considering and, if thought fit, passing the following resolutions.

Save as defined herein, capitalised terms used in this notice shall have the same meanings as defined in the offer document dated 27 March 2024 issued by the Company (the “**Offer Document**”).

**RESOLUTIONS**

1. To consider and approve the resolution for approval of the H Share Buy-back Offer, the Voluntary Withdrawal of Listing, and the reduction of the registered capital of the Company
2. To consider and approve the resolution for authorising the Board and any persons authorised by the Board with full authority to take any actions in connection with the H Share Buy-back Offer and the Voluntary Withdrawal of Listing

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

Hong Kong, 27 March 2024

*Notes:*

1. For details of the resolutions, the H Share Buy-back Offer and the Voluntary Withdrawal of Listing, please refer to the Offer Document. As set out in the Offer Document, it is one of the Conditions that the resolution (1) to be proposed at the H Shareholders Class Meeting is passed, provided that (a) the resolution (1) is approved (by way of poll) by (x) at least two-thirds (2/3) of the votes attaching to all the H Shares held by the H Shareholders that are voted either in person or by proxy at the H Shareholders Class Meeting, and (y) at least 75% of the votes attaching to all the H Shares held by the Independent H Shareholders that are voted either in person or by proxy at the H Shareholders Class Meeting and (b) the number of votes cast (by way of poll) by the Independent H Shareholders present and voting either in person or by proxy at the H Shareholders Class Meeting against the resolution (1) is not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders.

2. For the purpose of holding the H Shareholders Class Meeting, the register of members of H Shares of the Company will be closed from Monday, 15 April 2024 to Thursday, 18 April 2024 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be qualified to attend and vote at the H Shareholders Class Meeting, for H Shareholders, 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 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 12 April 2024. The H Shareholders whose names appear on the register of members of the Company on Monday, 15 April 2024 are entitled to attend and vote at the H Shareholders Class Meeting.
3. Votes on the resolutions to be proposed at the H Shareholders Class Meeting shall be taken by way of poll.
4. H Shareholders who are entitled to attend and vote at the H Shareholders Class Meeting may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
5. The instrument appointing a proxy must be in writing under the hand of an H Shareholder or its/his/her attorney duly authorised in writing. If the H Shareholder is a legal person, that the instrument shall be affixed with the seal of the legal person or signed by its legal representative or the proxy authorised by a resolution of its board or other decision-making bodies.
6. In order to be valid, the proxy form must be deposited, for H Shareholders, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or to the registered office of the Company in the PRC at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC not less than 24 hours before the time appointed for holding the H Shareholders Class Meeting. 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 H Shareholders from attending and voting in person at the H Shareholders Class Meeting or any adjourned meetings should they so wish.
7. H Shareholders shall produce their identity documents and supporting documents in respect of the H Shares held when attending the H Shareholders Class Meeting. If corporate H Shareholders appoint authorised representative to attend the H Shareholders Class Meeting, 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 H Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the H Shareholders or their attorney when attending the H Shareholders Class Meeting (except for a recognised clearing house as defined by the relevant regulations of the laws of Hong Kong in effect from time to time and its proxies).
8. The H Shareholders Class Meeting is expected to take for less than half a day. H Shareholders or their proxies attending the H Shareholders Class Meeting shall be responsible for their own travel and accommodation expenses.
9. Contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong  
Telephone: (852) 2862 8555  
Fax No.: (852) 2865 0990
10. 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.: (86) 0755 2669 1130  
Email: ir\_cv@cimc.com

*As at the date of this notice, 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*