
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huazhong In-Vehicle Holdings Company Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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HUAZHONG IN-VEHICLE HOLDINGS COMPANY LIMITED

華眾車載控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6830)

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF THE ISSUE MANDATE,
DECLARATION OF FINAL DIVIDEND,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 中國浙江省寧波市高新區清水橋路595號25號樓二樓會議室 (Meeting Room, 2/F., Building No. 25, No. 595, Qingshuiqiao Road, Gaoxin District, Ningbo City, Zhejiang Province, China*) on Monday, 3 June 2024 at 2:30 p.m. is set out on pages 14 to 18 of this circular.

A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.cn-huazhong.com>).

Whether or not you are able to attend the annual general meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting if they so wish.

29 April 2024

* The English translation is for reference only

DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at 中國浙江省寧波市高新區清水橋路595號25號樓二樓會議室 (Meeting Room, 2/F., Building No. 25, No. 595, Qingshuiqiao Road, Gaoxin District, Ningbo City, Zhejiang Province, China*) on Monday, 3 June 2024 at 2:30 p.m., the notice of which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Business Day(s)”	any day on which the Stock Exchange is open for the business of dealing in securities
“Company”	Huazhong In-Vehicle Holdings Company Limited (華眾車載控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “HK cent(s)”	Hong Kong dollars and cent(s), respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	has the same meaning as defined in paragraph 3(a) of the letter from the Board which is set out on page 5 of this circular
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	12 January 2012, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	has the same meaning as defined in paragraph 3(b) of the letter from the Board which is set out on page 5 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

** The English translation is for reference only*

LETTER FROM THE BOARD

HUAZHONG IN-VEHICLE HOLDINGS COMPANY LIMITED

華眾車載控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6830)

Executive Director:

Mr. Zhou Minfeng (*Chairman and Chief Executive*)

Non-executive Directors:

Ms. Lai Cairong

Mr. Guan Xin

Mr. Yu Zhuoping

Independent Non-executive Directors:

Mr. Wong Luen Cheung Andrew (*Vice-chairman*)

Mr. Wang Dongchen

Mr. Xu Jiali

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of

Business in Hong Kong:

Room 907B, 9th Floor

Empire Centre

68 Mody Road

Tsim Sha Tsui

Kowloon

Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF THE ISSUE MANDATE,
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of Directors; (ii) the granting of the Issue Mandate to the Directors; (iii) the granting of the Repurchase Mandate to the Directors; (iv) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (v) the declaration of final dividend.

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2. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised of Mr. Zhou Minfeng as executive Director, Ms. Lai Cairong, Mr. Guan Xin and Mr. Yu Zhuoping as non-executive Directors and Mr. Wong Luen Cheung Andrew, Mr. Wang Dongchen and Mr. Xu Jiali as independent non-executive Directors.

Pursuant to Article 83(3) of the Articles of Association, Mr. Wang Dongchen, who was appointed as an independent non-executive Director on 1 July 2023, will hold office only until or subject to re-election at the Annual General Meeting, being eligible, will offer himself for re-election at the Annual General Meeting.

Pursuant to Articles 84(1) and 84(2) of the Articles of Association, Mr. Zhou Minfeng and Ms. Lai Cairong shall retire from office at the Annual General Meeting, being eligible, will offer themselves for re-election at the Annual General Meeting.

Each of Mr. Wong Luen Cheung Andrew, Mr. Wang Dongchen and Mr. Xu Jiali has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that each of Mr. Wong Luen Cheung Andrew, Mr. Wang Dongchen and Mr. Xu Jiali is independent in accordance with the independence guidelines. Hence, the Company recommends Mr. Wang Dongchen to be re-elected as independent non-executive Director.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the Nomination Committee has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessing the independence of the independent non-executive Directors, being Mr. Wong Luen Cheung Andrew, Mr. Wang Dongchen and Mr. Xu Jiali and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and

LETTER FROM THE BOARD

- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Wong Luen Cheung Andrew, Mr. Wang Dongchen and Mr. Xu Jiali:
- i. fulfill the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and
 - ii. are the persons of integrity and independent in character and judgement.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered the re-election of Mr. Zhou Minfeng as an executive Director, Ms. Lai Cairong as a non-executive Director and Mr. Wang Dongchen as an independent non-executive Director, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the Annual General Meeting.

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

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 2 June 2023, ordinary resolutions were passed by the Shareholders to grant the existing general mandates to the Directors to issue and repurchase Shares respectively. Such general mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with additional Shares of up to 353,838,760 Shares, being 20% of the issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting on the basis that 1,769,193,800 Shares were in issue as at the Latest Practicable Date and no further Shares are issued or repurchased before the Annual General Meeting (the “**Issue Mandate**”);
- (b) to exercise all powers of the Company to repurchase Shares on the Stock Exchange of up to 176,919,380 Shares, being 10% of the issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting on the basis that 1,769,193,800 Shares were in issue as at the Latest Practicable Date and no further Shares are issued or repurchased before the Annual General Meeting (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by adding the amount of Shares repurchased by the Company pursuant to the Repurchase Mandate.

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With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

Each of the Issue Mandate and the Repurchase Mandate will expire at the earliest of:

- (a) the conclusion of the Company's next annual general meeting; or
- (b) the expiration of the period within which the Company is required by law or the Articles of Association to hold its next annual general meeting; or
- (c) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting.

4. FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement of the Shareholders to attend and vote at the forthcoming Annual General Meeting, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Monday, 3 June 2024, both days inclusive, during which period no transfer of Shares in the Company will be registered. In order to be eligible to attend and vote at the forthcoming Annual General Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 27 May 2024.

As stated in the announcement issued by the Company dated 28 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board recommended the payment of a final dividend of RMB0.2464 cent (equivalent to HK0.2717 cent at exchange rate of HK\$1 equals to RMB0.9071) per ordinary share for the year ended 31 December 2023 (the "2023 Final Dividend") to Shareholders whose names appear on the register of members of the Company on Friday, 14 June 2024. The proposed 2023 Final Dividend is subject to approval by the Shareholders at the Annual General Meeting and a resolution will be proposed to the Shareholders for voting at the Annual General Meeting. If the resolution for the proposed 2023 Final Dividend is passed at the Annual General Meeting, the proposed 2023 Final Dividend is expected to be paid on or before Thursday, 11 July 2024.

The register of members of the Company will also be closed from Wednesday, 12 June 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of Shares in the Company will be registered. In order to qualify for the entitlement to the proposed 2023 Final Dividend, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 11 June 2024.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cn-huazhong.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

6. VOTING BY POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions set out in the notice of the Annual General Meeting will be taken by way of poll. The chairman would explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting. No Shareholder is required to abstain from voting on the resolutions proposed at the Annual General Meeting.

7. RESPONSIBILITY STATEMENT

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

8. RECOMMENDATION

The Directors consider that the proposed resolutions are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Huazhong In-Vehicle Holdings Company Limited
Zhou Minfeng
Chairman and Chief Executive

The following are details of the Directors who will be proposed to be re-elected at the Annual General Meeting.

Mr. Zhou Minfeng (周敏峰), aged 57, was appointed as an executive Director on 3 December 2010. He is the chairman of the Board and an executive Director. He was appointed as the chief executive of the Company on 31 July 2019. He is also a member of the Remuneration Committee and the chairman of the Nomination Committee. Mr. Zhou has over 25 years of experience in the automobile body parts industry and is primarily responsible for the overall corporate strategic planning and business development of the Group. Mr. Zhou is the founder of the Group and is also a Director of all the subsidiaries of the Company. Mr. Zhou assumes several social positions, such as the vice chairman of the Ningbo Enterprise Federation (寧波企業聯合會), Ningbo Entrepreneurs Association (寧波市企業家協會) and Ningbo Federation of Industrial Economy (寧波市工業經濟聯合會) since 2009. Mr. Zhou is also a representative of the 12th and 13th Standing Committee of Ningbo Municipal People's Congress (寧波市第十二、十三屆人民代表大會常務委員會代表). Mr. Zhou received a diploma of Master Business Administration from the China Europe International Business School (中歐國際工商學院) in March 2003. Mr. Zhou is the son of Ms. Lai Cairong (賴彩絨), a non-executive Director.

Mr. Zhou has entered into a service contract with the Company for an initial fixed term of three years commencing on 12 January 2021, as an executive Director and, subject to re-election when appropriate in accordance with the Articles of Association at the annual general meeting of the Company, will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other.

As at the Latest Practicable Date, Mr. Zhou is entitled to a Director's emolument at HKD600,000 per annum which was determined upon negotiation between Mr. Zhou and the Company at arm's length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company, the amount of time to be devoted to the Company's business, the financial position of the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Zhou has interest in 1,322,000,000 Shares, of which 900,000 Shares beneficially owned and 1,100,000 Shares are interest of his spouse. Save as disclosed above, Mr. Zhou does not have any other interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Zhou has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and (iv) no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Lai Cairong (賴彩絨), aged 79, was appointed as a non-executive Director on 7 December 2011. Ms. Lai served as a Director of Ningbo Huazhong Plastic since September 1999. Since August 2008, Ms. Lai also served as the chairperson of the board of Xiangshan Huangxiang International Hotel (象山華翔國際大酒店). Ms. Lai is the mother of Mr. Zhou Minfeng, an executive Director, the chairman and the chief executive of the Company. Ms. Lai graduated from Xizhou Middle School (西周中學) in July 1961.

Ms. Lai has entered into a letter of appointment with the Company for a term of three years with effect from 27 May 2019, subject to re-election when appropriate in accordance with the Articles of Association at the annual general meeting of the Company during her tenure, unless a three-month notice in writing is served by Ms. Lai to the Company for resignation or a notice in writing is served by the Company specifying immediate termination of her position as a non-executive Director.

As at the Latest Practicable Date, Ms. Lai is entitled to a Director's emolument at HKD240,000 per annum which was determined upon negotiation between Ms. Lai and the Company at arm's length on the basis of her previous experience, professional qualifications, responsibilities to be involved in the Company, the amount of time to be devoted to the Company's business, the current financial position of the Company and the prevailing market rate.

As at the Latest Practicable Date, Ms. Lai has no interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Ms. Lai has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) she has not held any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Ms. Lai and the Company are not aware of any other matters that needs to be brought to the attention of the Shareholders, and there is no other information relating to Ms. Lai that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wang Dongchen (王東晨), aged 56, graduated from the Automobile Design Department of Jilin University of Technology (吉林工業大學) in 1992 and obtained a bachelor's degree and master's degree. Mr. Wang has over 30 years of experience in automotive technology development. From 1994 to 2015, Mr. Wang was the division chief of the engineering department, the head of the product department, the head of the technology development department and the director of FAW-Volkswagen Automotive Co., Ltd. Subsequently, Mr. Wang served as the assistant director of the FAW Group Technology Center and the head of the car department until December 2016. Mr. Wang served as the executive vice president of Aiyas Automobile Co., Ltd. from December 2016 to March 2021. Mr. Wang has served as the co-founder of Shanghai Bogan New Energy Vehicle Technology Co., Ltd. since March 2021.

Mr. Wang Dongchen has entered into a letter of appointment with the Company for an initial fixed term of 3 years commencing from 1 July 2023 and shall continue thereafter, subject to re-election when appropriate in accordance with the Articles of Association at the annual general meeting of the Company during his tenure, unless a three-month notice in writing is served by Mr. Wang to the Company for resignation or a notice in writing is served by the Company specifying immediate termination of his position as an independent non-executive Director. Under the letter of appointment, Mr. Wang will be entitled to a Director's fee of HKD20,000 per month, which has been determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wang does not have any interests or short positions in the shares or underlying shares in the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, as at the date of this circular, Mr. Wang (i) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Save as disclosed above, Mr. Wang and the Company are not aware of any other matters that needs to be brought to the attention of the Shareholders, and there is no other information relating to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued Shares of the Company are 1,769,193,800 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 176,919,380 Shares, representing 10% of the amount of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Huayou Holdings Company Limited holds 1,320,000,000 Shares, representing 74.61% of the issued Shares of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of Repurchase Mandate, then (if the present shareholdings otherwise remain the same) the interests of Huayou Holdings Company Limited would increase to approximately 82.90% of the issued Shares of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the amount of Shares held by the public to less than 25% of the total issued Shares of the Company. The Company has no present intention to repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	2.51	2.38
May	2.49	2.37
June	2.62	2.34
July	3.06	2.34
August	2.46	2.31
September	2.55	2.33
October	2.71	2.32
November	2.53	2.30
December	2.57	2.28
2024		
January	2.45	2.26
February	2.41	2.26
March	2.36	2.24
April (up to the Latest Practicable Date)	2.38	2.27

8. REPURCHASE OF SHARES MADE BY THE COMPANY

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

NOTICE OF AGM

HUAZHONG IN-VEHICLE HOLDINGS COMPANY LIMITED

華眾車載控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6830)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Huazhong In-Vehicle Holdings Company Limited (the “**Company**”) will be held at 中國浙江省寧波市高新區清水橋路595號25號樓二樓會議室 (Meeting Room, 2/F., Building No. 25, No. 595, Qingshuiqiao Road, Gaoxin District, Ningbo City, Zhejiang Province, China*) on Monday, 3 June 2024 at 2:30 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors of the Company (the “**Director(s)**”) and the auditors of the Company for the year ended 31 December 2023.
2. To approve and declare a final dividend of RMB0.2464 cent (equivalent to HK0.2717 cent at exchange rate of HK\$1 equals to RMB0.9071) per ordinary share for the year ended 31 December 2023 to the shareholders of the Company which shall be paid out of the share premium, capital reserve or retained earnings of the Company.
3. To re-elect Mr. Zhou Minfeng as an executive Director.
4. To re-elect Ms. Lai Cairong as a non-executive Director.
5. To re-elect Mr. Wang Dongchen as an independent non-executive Director.
6. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
7. To re-appoint Ernst & Young as the auditor of the Company and to authorize the Board to fix its remuneration.

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the amount of the issued shares of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required any applicable laws to be held or by the articles of association of the Company; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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“**Right Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 restrictions or obligations 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).”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in accordance with all applicable laws, rules and regulations;
- (b) the total amount of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the amount of the issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the amount of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the amount of the issued shares of the Company in issue on the date of the passing of this resolution.”

By order of the Board
Huazhong In-Vehicle Holdings Company Limited
Zhou Minfeng
Chairman and Chief Executive

Hong Kong, 29 April 2024

As at the date of this notice, the executive Director is Mr. Zhou Minfeng; the non-executive Directors are Ms. Lai Cairong, Mr. Guan Xin and Mr. Yu Zhuoping; and the independent non-executive Directors are Mr. Wong Luen Cheung Andrew, Mr. Wang Dongchen and Mr. Xu Jiali.

Notes:

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Tuesday, 28 May 2024 to Monday, 3 June 2024, both days inclusive, during which period no transfer of shares in the Company will be registered. The holders of shares whose names appear on the register of members of the Company on Monday, 3 June 2024 will be entitled to attend and

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vote at the Meeting. In order to be eligible to attend and vote at the Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 27 May 2024.

5. The register of members of the Company will also be closed from Wednesday, 12 June 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 11 June 2024.

** The English translation is for reference only*