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**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: 0048)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 3 JUNE 2024;  
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND  
NON-COMPLIANCE LISTING RULES**

Reference is made to the circular (the “**Circular**”) of China Automotive Interior Decoration Holdings Limited (the “**Company**”) dated 30 April 2024 with the inclusion of the notice (the “**Notice**”) of the annual general meeting of the Company to be held on 3 June 2024 (the “**AGM**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

At the AGM, the proposed resolutions as set out in the Notice were taken by poll. The Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the AGM was 175,115,104, representing the entire issued share capital of the Company at the date of the AGM. There was no Share entitling any Shareholders to attend and vote only against any resolutions at the AGM. No Shareholders have stated their intention in the Circular to vote against any resolutions at the AGM. There were no restrictions on the Shareholders casting votes on any of the proposed resolutions at the AGM and there were no Shareholders required to abstain from voting at the AGM.

The Directors, namely Mr. Zhuang Yuejin, Mr. Ng Chung Ho, Ms. Xiao Suni, Ms. Ng Li La, Adeline and Ms. Zhu Chunyan attended the AGM except for Mr. Mak Wai Ho due to his other business arrangement.

The Board is pleased to announce that the poll results in respect of the respective resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)	
		For	Against
1.	To consider and approve the audited consolidated financial statements of the Company together with its subsidiaries and the reports of the Directors and the auditors of the Company for the year ended 31 December 2023.	39,977,084 (84.31%)	7,440,000 (15.69%)
2.	(A) To re-elect Mr. Ng Chung Ho as an executive Director.	32,357,084 (68.24%)	15,060,000 (31.76%)
	(B) To re-elect Mr. Mak Wai Ho as an independent non-executive Director.	17,840,668 (37.62%)	29,576,416 (62.38%)
	(C) To re-elect Ms. Ng Li La Adeline as an independent non-executive Director.	29,515,036 (62.25%)	17,902,048 (37.75%)
3.	Authorize the Board to fix the remuneration of the Directors.	34,953,468 (73.71%)	12,463,616 (26.29%)
4.	To re-appoint Elite Partners CPA Limited as the Company's auditors and authorize the Board to fix their remuneration for the year ending 31 December 2024.	39,977,084 (84.31%)	7,440,000 (15.69%)
5.	(A) To grant the Issue Mandate to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with the new shares of the Company.	39,977,084 (84.31%)	7,440,000 (15.69%)
	(B) To grant the Repurchase Mandate to the Directors to repurchase shares of the Company.	39,977,084 (84.31%)	7,440,000 (15.69%)
	(C) To extend the Issue Mandate by a number representing the total number of any shares of the Company repurchased under the Repurchase Mandate.	39,977,084 (84.31%)	7,440,000 (15.69%)

\* *The full descriptions of the resolutions proposed to be considered and approved at the AGM are set out in the Notice.*

As more than 50% of the votes were cast in favour of all proposed resolutions at the AGM (except for resolution no. 2(B)), these resolutions were duly passed as ordinary resolutions of the Company.

As a majority of votes was cast against resolution no. 2(B), such resolution was not passed as ordinary resolution. As a result, Mr. Mak Wai Ho (“**Mr. Mak**”) retired as an independent non-executive Director after the AGM (the “**Retirement**”). Upon the Retirement, Mr. Mak ceased to be the chairman of audit committee of the Company (the “**Audit Committee**”), the chairman of remuneration committee of the Company (the “**Remuneration Committee**”) and a member of nomination committee of the Company (the “**Nomination Committee**”).

Following the Retirement, the Company failed to meet the following requirements that:

- (i) a listed issuer shall have at least three independent non-executive directors, and at least one of them shall possess appropriate professional qualifications or accounting or related financial management expertise pursuant to the requirement under the Rules 3.10(1) and 3.10(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
- (ii) the audit committee of a listed issuer shall have at least three members, at least one of whom shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise, and must be chaired by an independent non-executive director pursuant to the requirement under the Rule 3.21 of the Listing Rules.
- (iii) the remuneration committee of a listed issuer must be chaired by an independent non-executive director and shall comprise a majority of independent non-executive directors pursuant to the requirement under the Rule 3.25 of the Listing Rules.
- (iv) the nomination committee of a listed issuer shall comprise a majority of independent non-executive directors pursuant to the requirement under the Rule 3.27A of the Listing Rules.

In view of the above, the Company will make its best endeavors to identify a suitable candidate to act as an independent non-executive Director, the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee to meet the requirements set out in Rules 3.10(1), 3.10(2), 3.21, 3.25 and 3.27A of the Listing Rules as soon as practicable, and in any event within three months as required under Rules 3.11, 3.23 and 3.27 of the Listing Rules, and will make further announcement as and when appropriate.

The Board is not aware of any disagreement with Mr. Mak or any matters relating to his retirement that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to the contributions of Mr. Mak to the Company during his tenure of office.

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

Hong Kong, 3 June 2024

*As at the date hereof, the executive directors are Mr. Zhuang Yuejin, Mr. Ng Chung Ho and Ms. Xiao Suni, and the independent non-executive directors are Ms. Ng Li La, Adeline and Ms. Zhu Chunyan.*