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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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 iMotion Automotive Technology (Suzhou) Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or other transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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### **iMotion Automotive Technology (Suzhou) Co., Ltd.** **知行汽車科技(蘇州)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1274)**

#### **(1) PROPOSED CHANGE OF AUDITOR; (2) PROPOSED AUTHORISATION TO THE BOARD TO ISSUE DEBT FINANCING INSTRUMENTS; AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at Conference Room, 20F, Building G2, 88 Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC at 10:00 a.m. on Monday, November 25, 2024 is set out on pages 8 to 11 of this circular. Form of proxy for use at the meeting is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.imotion.ai](http://www.imotion.ai)).

Whether or not you are able to attend the meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon. For holders of H Shares, you are required to return the form of proxy to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, you are required to return the form of proxy to the principal place of business of the Company at 19F and 20F, Building G2, 88 Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC. Whether you are holders of H Shares or Domestic Shares, you are required to return the form of proxy as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Sunday, November 24, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the EGM.

References to time and dates in this circular are to Hong Kong time and dates.

November 5, 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise required, the following terms and expressions shall have the following meanings when used herein.*

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular and for geographical reference only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Company”	iMotion Automotive Technology (Suzhou) Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1274)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	unlisted domestic share(s) issued by the Company, with a nominal value of RMB1.0 each
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at Conference Room, 20F, Building G2, 88 Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC at 10:00 a.m. on Monday, November 25, 2024
“Group”	the Company and its subsidiaries, from time to time
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	November 4, 2024, being the latest practicable date for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the issued share capital of the Company, with a nominal value of RMB1.00 each
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“US\$” or “US dollar”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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## LETTER FROM THE BOARD

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### **iMotion Automotive Technology (Suzhou) Co., Ltd.** **知行汽車科技(蘇州)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1274)**

*Executive Directors:*

Mr. SONG Yang (*Chairman*)

Mr. LU Yukun

Mr. LI Shuangjiang

*Non-executive Directors:*

Mr. LI Chengsheng

Mr. TAO Zhixin

Mr. YANG Yuankui

*Independent Non-executive Directors:*

Dr. ZHANG Weigong

Mr. LIU Yong

Ms. XUE, Rui Shirley

*Headquarters, Registered Office and*

*Principal Place of Business in PRC:*

19/F and 20/F

Building G2

88 Jinji Lake Avenue

Suzhou Industrial Park

Suzhou, Jiangsu Province

PRC

*Principal Place of Business in Hong Kong:*

40/F

Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

November 5, 2024

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF AUDITOR;**  
**(2) PROPOSED AUTHORISATION TO THE BOARD TO**  
**ISSUE DEBT FINANCING INSTRUMENTS;**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **I. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

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## LETTER FROM THE BOARD

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Resolutions to be proposed at the EGM for the Shareholders' consideration and approval by way of ordinary resolutions include: (1) proposed change of auditor, and (2) proposed authorisation to the Board to issue debt financing instruments.

Details of the matters to be resolved at the EGM are set out in the notice of the EGM on pages 8 to 11 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the EGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular.

### II. DETAILS OF THE RESOLUTIONS

#### ORDINARY RESOLUTIONS

##### (1) Proposed Change of Auditor

Reference is made to the announcement (the "**Announcement**") of the Company dated November 5, 2024 relating to (i) the proposed change of auditor; and (ii) the proposed authorisation to the Board to issue debt financing instruments.

As disclosed in the Announcement, PricewaterhouseCoopers ("**PwC**") has tendered its resignation (the "**Resignation**") as the auditor of the Company with effect from November 5, 2024.

Pursuant to the Articles of Association and with the recommendation of the Audit Committee, the Board resolved to appoint KPMG as the auditor of the Company to fill the vacancy following the resignation of PwC with effect from the conclusion of the EGM and for a term ending at the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the EGM.

For the proposed appointment of KPMG as the auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) the competence and quality of KPMG including its audit experience, industry knowledge and technical competence; (ii) the service quality and commitment of KPMG by its past services track records; (iii) the audit proposal of KPMG; (iv) its independence from the Group and objectivity; (v) its resources and capabilities including size and structure of the proposed audit team; (vi) Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council (the "**AFRC**"); and (vii) Guidance Notes on Change of Auditors published by the AFRC.

In view of the above, the Board and the Audit Committee considered that KPMG would be fit and suitable to act as the auditor of the Company, and the Board and the Audit Committee are of the view that the appointment of KPMG as the auditor of the Company is in the interest of the Company and the Shareholders as a whole.

The proposed appointment of KPMG as the auditor of the Company will be put forward for approval by Shareholders by way of an ordinary resolution at the EGM.

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## LETTER FROM THE BOARD

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### (2) Proposed Authorisation to the Board to Issue Debt Financing Instruments

As disclosed in the Announcement, it is proposed to the Shareholders for considering and, if thought fit, approving (i) to grant authority to the Board to issue debt financing instruments (i.e. domestic and/or foreign short-term financing bonds, medium-term bonds, corporate bonds (including convertible bonds), overseas US dollar bonds, and/or other debt financing instruments) in a total amount not exceeding US\$200 million (the “**Debt Financing Instruments**”) to provide flexibility to the Board to arrange issue of Debt Financing Instruments to raise funds when it is appropriate; and (ii) to grant authority to the Board and its authorised persons (the “**Authorisation**”) to decide at their full discretion on the specific plan for issue of Debt Financing Instruments and deal with all matters relating thereto in accordance with applicable laws, regulations and the policies of regulatory authorities, the Listing Rules, the Articles of Association, the market conditions, and the needs of the Group’s operation and capital expenditures. The Authorisation shall include but not limited to:

- (i) determine the amount and type of Debt Financing Instruments to be issued, interest rates and pricing basis, terms of such Debt Financing Instruments, timing of issue, use of proceeds raised from such issuance of Debt Financing Instruments, subscription methods, listing of such Debt Financing Instruments (if necessary), and all other matters regarding the specific plan for such issuance;
- (ii) prepare, submit, modify and execute all documents required under applicable laws and regulations, and arrange submission and disclosure of all necessary documents and applications; and
- (iii) make corresponding revisions to the Articles of Association where appropriate to reflect the new capital structure after the issuance (if applicable).

The proposed authorisation to the Board to issue Debt Financing Instruments and further authorisation to the Board and its authorised persons to decide at their full discretion on the specific plan for issue of Debt Financing Instruments and deal with all matters related thereto is subject to approval by the Shareholders by an ordinary resolution at the EGM.

### III. EGM, FORM OF PROXY AND CLOSURE OF REGISTER OF MEMBERS

The notice convening the EGM at Conference Room, 20F, Building G2, 88 Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC at 10:00 a.m. on Monday, November 25, 2024 is set out on pages 8 to 11 in this circular. The proxy form for use at the EGM is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.imotion.ai](http://www.imotion.ai)).

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## LETTER FROM THE BOARD

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If you intend to attend the EGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the EGM by proxy are required to duly complete the proxy form and return the same to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's office at 19F and 20F, Building G2, 88 Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC (for holders of Domestic Shares) as soon as practicable but in any event no later than 24 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Sunday, November 24, 2024), or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM.

The register of members of H Shares will be closed from Wednesday, November 20, 2024 to Monday, November 25, 2024, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the holders of the H Shares who are entitled to attend and vote at the forthcoming EGM. To be eligible to attend and vote at the EGM, all transfer documents together with the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, November 19, 2024 for registration. All Shareholders whose names appear on the register of members of the Company on Monday, November 25, 2024 are entitled to attend and vote at the EGM.

#### **IV. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, 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. The Company shall publish an announcement in respect of the poll results of the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, no Shareholders are required to abstain from voting at the EGM.

#### **V. RECOMMENDATIONS**

The Directors consider that all resolutions set out in the notice of EGM for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the EGM.



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## LETTER FROM THE BOARD

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### VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in 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.

Yours faithfully,

By order of the Board

**iMotion Automotive Technology (Suzhou) Co., Ltd.**

**SONG Yang**

*Chairman of the Board and executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **iMotion Automotive Technology (Suzhou) Co., Ltd.** **知行汽車科技(蘇州)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1274)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of iMotion Automotive Technology (Suzhou) Co., Ltd. (the “**Company**”) will be held at Conference Room, 20F, Building G2, 88 Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Monday, November 25, 2024 for the purpose of transacting the following businesses:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the appointment of auditor of the Company

It is submitted to the Shareholders for considering and approving the appointment of KPMG as the auditor of the Company to fill the vacancy following the resignation of PwC with effect from the conclusion of the EGM and for a term ending at the conclusion of the next annual general meeting of the Company, and the authorization to the Board to fix the remuneration of the auditor.

2. To consider and approve the authorisation to the board of directors of the Company (the “**Board**”) to issue debt financing instruments

It is submitted to the Shareholders for considering and approving (i) to grant authority to the Board to issue debt financing instruments (i.e. domestic and/or foreign short-term financing bonds, medium-term bonds, corporate bonds (including convertible bonds), overseas US dollar bonds, and other debt financing instruments) in a total amount not exceeding US\$200 million (the “**Debt Financing Instruments**”); and (ii) to grant authority to the Board and its authorised persons (the “**Authorisation**”) to decide at their full discretion on the specific plan for issue of Debt Financing Instruments and deal with all matters related thereto. The Authorisation shall include but not limited to:

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (i) determine the amount and type of Debt Financing Instruments to be issued, interest rates and pricing basis, term of such Debt Financing Instruments, timing of issue, use of proceeds raised from such issuance of Debt Financing Instruments, subscription methods, listing of such Debt Financing Instruments (if necessary), and all other matters regarding the specific plan for such issuance;
- (ii) prepare, submit, modify and execute all documents required under applicable laws and regulations, and arrange submission and disclosure of all necessary documents and applications; and
- (iii) make corresponding revisions to the Articles of Association where appropriate to reflect the new capital structure after the issuance (if applicable).

By order of the Board  
**iMotion Automotive Technology (Suzhou) Co., Ltd.**  
**SONG Yang**  
*Chairman of the Board and Executive Director*

Hong Kong  
November 5, 2024

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him/her. For the avoidance of doubt, holders of treasury shares of the Company (if any) shall abstain from voting at the EGM in connection to such treasury shares. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
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 notarially certified copy of such power or authority, must be deposited with Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares) or the Company’s office at 19F and 20F, Building G2, 88 Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC (for holders of domestic shares) as soon as practicable but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Sunday, November 24, 2024), or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. In case of joint Shareholders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. For the purpose of determining the H Shareholders of the Company entitled to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Wednesday, November 20, 2024 to Monday, November 25, 2024 (both days inclusive). The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Monday, November 25, 2024. In order to qualify for the entitlement to attend and vote at the above EGM, H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, November 19, 2024.
7. Shareholders shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate shareholders appoint authorised representative to attend the EGM, 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 Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
8. The EGM is expected to take no more than half a day. Shareholders (or their proxies) attending the EGM shall be responsible for their own travel and accommodation expenses.
9. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.imotion.ai](http://www.imotion.ai)) in accordance with the Listing Rules.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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10. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM but before it has commenced, the EGM will be postponed. The Company will publish an announcement on the websites of the Company ([www.imotion.ai](http://www.imotion.ai)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the Shareholders of the date, time and place of the rescheduled meeting.
11. All times refer to Hong Kong local time, except as otherwise stated.
12. If there are any enquiries, please contact Ms. Liu Fang at (86 512) 6520 1286.

*As of the date of this notice, the Board comprises Mr. SONG Yang as chairman of the Board and executive director; Mr. LU Yukun and Mr. LI Shuangjiang as executive directors; Mr. LI Chengsheng, Mr. TAO Zhixin and Mr. YANG Yuankui as non-executive directors; and Dr. ZHANG Weigong, Mr. LIU Yong and Ms. XUE, Rui Shirley as independent non-executive directors.*