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HARMONY AUTO

和諧汽車

China Harmony Auto Holding Limited

中國和諧汽車控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03836)

MAJOR AND CONNECTED TRANSACTION SUPPLEMENTAL AGREEMENT IN RELATION TO THE DISPOSAL OF 45% EQUITY INTERESTS IN THE DISPOSAL COMPANY AND SHAREHOLDER'S LOANS OWING BY THE DISPOSAL GROUP

Reference is made to the announcement of China Harmony Auto Holding Limited (the "**Company**") dated 23 May 2025 (the "**Announcement**") in relation to, among other things, the Agreement and the transactions contemplated thereunder. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

The Board wishes to announce that on 22 July 2025 (after trading hours), the Company, EGL and Mr. Feng entered into a supplemental agreement (the "**Supplemental Agreement**") to the Agreement to revise certain terms in the Agreement.

Principal terms of the Supplemental Agreement are set out below:

THE SUPPLEMENTAL AGREEMENT

Date

22 July 2025 (after trading hours)

Parties

(i) The Company, as vendor

(ii) EGL, as purchaser; and

(iii) Mr. Feng, as purchaser's guarantor

Amendment to the Conditions precedent to Disposal Completion

Pursuant to the terms and conditions of the Supplemental Agreement, the original Condition (iv) for Disposal Completion as disclosed in the Announcement will be substituted by the following:

"(iv) the Independent Shareholders passing at the EGM an ordinary resolution approving, among others, the entering into, execution, delivery and performance of the Agreement and the transactions and arrangements contemplated thereunder, including without limitation the Disposal and the Capital Restructuring comprising the Preferred Loans".

Additional undertaking and no Possible Deemed Disposal or Possible Acquisition

Each of the Company and EGL has irrevocably and unconditionally undertaken that, following Disposal Completion, in the event that each of them exercises any part of its conversion rights attaching to their respective Convertible Notes, the other one must exercise its conversion rights attaching to its respective Convertible Notes to the same extent, such that upon exercise of the conversion rights by each of the Company and EGL under their respective Convertible Notes, the respective equity interests of the Company and EGL in the Disposal Company shall remain as 55% and 45%, respectively.

Accordingly, the exercise of conversion rights under the Convertible Notes by the Company and EGL will not constitute the Possible Deemed Disposal or the Possible Acquisition.

The Supplemental Agreement shall become effective and binding on the parties on the date of the Supplemental Agreement. Save as amended by the Supplemental Agreement, all other terms and Conditions as set forth in the Agreement shall remain unchanged and continue in full force and effect.

As the Disposal is subject to the fulfilment or waiver (as the case may be) of the Conditions, the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
China Harmony Auto Holding Limited
LIU Fenglei
CEO and Executive Director

Zhengzhou, PRC, 22 July 2025

As of the date of this announcement, the executive Directors are Mr. Feng Changge, Mr. Feng Shaolun, Mr. Liu Fenglei, Ms. Ma Lintao and Mr. Cheng Junqiang; and the independent non-executive Directors are Mr. Wang Nengguang, Mr. Lau Kwok Fan and Mr. Sung Ka Woon.