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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Harmony Auto Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.

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)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES, PROPOSED RE-APPOINTMENT OF AUDITOR, CLOSURE OF REGISTER OF MEMBERS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular. A notice convening the Annual General Meeting of China Harmony Auto Holding Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 18 June 2026 at 10:00 a.m. is set out on pages 19 to 23 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 websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.hexieauto.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 (i.e. not later than 10:00 a.m. on Tuesday, 16 June 2026) 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 or any adjournment thereof (as the case may be) if they so wish and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury Shares, if any, shall abstain from voting at the Company's general meeting.

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

27 May 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 18 June 2026, at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company currently in force
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Board Diversity Policy"	the Board diversity policy of the Company
"Cayman Companies Act"	Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"CCASS"	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC
"China" or "PRC"	the People's Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Company"	China Harmony Auto Holding Limited (stock code: 3836), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 24 September 2012, the Shares of which are listed on the Main Board of the Stock Exchange on 13 June 2013
"Director(s)"	the director(s) of the Company

"Group"	the Company and all of its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issuance Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue or deal with additional Shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares, if any) of not exceeding 20% of the total number of issued Shares (excluding any treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular
"Latest Practicable Date"	21 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Nomination Committee"	the nomination committee of the Board
"Nomination Policy"	the nomination policy of the Company
"Register"	the register of members of the Company
"Remuneration Committee"	the remuneration committee of the Board
"RMB"	Renminbi, the lawful currency of the PRC

"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the issued 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
"Share Buy-back Mandate"	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended, supplemented or otherwise modified from time to time
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

HARMONY AUTO
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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)

Executive Directors:
Mr. FENG Changge *(Chairman)*
Mr. FENG Shaolun *(Deputy Chairman)*
Mr. LIU Fenglei *(President and Chief Executive Officer)*
Ms. MA Lintao *(Vice-president)*
Mr. CHENG Junqiang *(Vice-president and Chief Operating Officer)*

Independent Non-executive Directors:
Mr. WANG Nengguang
Mr. LAU Kwok Fan
Mr. SUNG Ka Woon

Registered Office:
Vistra (Cayman) Limited
P.O. Box 31119, Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Principal Place of Business and Headquarter in the PRC:
15A, Tower A, World Trade Center Building
Shangwuneihuan Road
CBD Zhengdong New District
Zhengzhou, Henan Province
PRC

Principal Place of Business in Hong Kong:
Room 1915, 19/F, Lee Garden One
33 Hysan Avenue, Causeway Bay
Hong Kong

27 May 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES, PROPOSED RE-APPOINTMENT OF AUDITOR, CLOSURE OF REGISTER OF MEMBERS 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.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, 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. Pursuant to Article 84 of the Articles of Association, Mr. LIU Fenglei and Ms. MA Lintao, being the executive Directors, and Mr. WANG Nengguang, being the independent non-executive Director, will retire by rotation at the Annual General Meeting.

All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. The Nomination Committee and the Board have reviewed the structure and composition of the Board, and the overall contribution and service to the Company of Mr. LIU Fenglei, Ms. MA Lintao and Mr. WANG Nengguang (the "**Retiring Directors**") and their level of participation and performance on the Board. Given their respective education background, in-depth experience and practice with reference to the nomination principles and criteria set out in the Board Diversity Policy and the Nomination Policy, and the Company's corporate strategy which allow them to provide valuable and relevant insights and contribute to the diversity of the Board, the Board believes that the re-election of each of the Retiring Directors as a Director is in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to re-elect each of them as a Director at the Annual General Meeting.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of Mr. WANG Nengguang ("**Mr. Wang**") based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. WANG has confirmed (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence. During Mr. WANG's tenure as the independent non-executive Director, he has not been involved in the daily management of the Company and in any relationship or circumstances which would materially interfere with his exercise of independent judgement. The Nomination Committee and the Board have assessed the independence of Mr. WANG and is satisfied that Mr. WANG has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider him to be independent.

Details of the Retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 18 June 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular (i.e. a total of 152,326,467 Shares, based on 1,523,264,677 Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

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 granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 18 June 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares (including any sale or transfer of treasury Shares, if any) if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury Shares out of treasury, if any) of not exceeding 20% of the total number of issued Shares (excluding any treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular (i.e. a total of 304,652,935 Shares, based on 1,523,264,677 Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting). An

ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares (including to sell or transfer any treasury Shares out of the treasury, if any) pursuant to the Issuance Mandate.

If approved by the Shareholders at the Annual General Meeting, the Issuance Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; (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 to be held; or (iii) the revocation or variation of the Issuance Mandate by an ordinary resolution of the Shareholders in general meeting.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 December 2025 were audited by Beijing Xinghua Caplegend CPA Limited ("**Beijing Xinghua**") whose term of office will expire upon the conclusion of the Annual General Meeting.

Following the recommendation of the Audit Committee, the Board proposed to re-appoint Beijing Xinghua as the auditor of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the auditor. After arm's length negotiation between the Company and Beijing Xinghua, the estimated auditor's remuneration agreed with Beijing Xinghua in relation to the audit services to be provided to the Company for the year ending 31 December 2026 is expected to be in the range of approximately RMB6.8 million to RMB7.2 million, which was estimated mainly based on the size, nature and complexity of the Group's business operations, expected audit scope, audit timetable and auditor's resources required. The estimated auditor's remuneration assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the Annual General Meeting for consideration and approval by the Shareholders and to authorise the Board to fix their remuneration for the year ending 31 December 2026.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular.

There is no Shareholder who has any material interest in the proposed resolutions, therefore none of the Shareholders are required to abstain from voting at the Annual General Meeting. Separately, holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must 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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

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.hexieauto.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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 16 June 2026) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

7. CLOSURE OF REGISTER OF MEMBERS

The Register will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive) for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, during which period no transfer of Shares will be effected. The record date will be Thursday, 18 June 2026.

Shareholders are reminded that in order to be eligible to attend and vote at the Annual General Meeting, all duly completed and signed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 12 June 2026.

8. 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.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to the Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Buy-back Mandate).

10. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the Annual General Meeting 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
China Harmony Auto Holding Limited
LIU Fenglei
CEO and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. LIU Fenglei, aged 50, Executive Director

Position and Experience

Mr. LIU Fenglei ("**Mr. LIU**"), was appointed as an executive Director, president and chief executive officer of the Company on 19 October 2015. He is currently a member of the Remuneration Committee. Mr. LIU is one of the founders of the Group. He has approximately 20 years' experience in China's automobile industry. He obtained a Bachelor degree of commercial English from Zhengzhou University (鄭州大學) in 1998. He joined the Group in February 2003 and worked at Henan Zhongdebao Automobile Sales & Service Co., Ltd. (河南中德寶汽車銷售服務有限公司) as the assistant to the chairman of the board of directors. From August 2006 to April 2013, he was the general manager of Zhengzhou Yuanda Lexus Automobile Sales & Services Co., Ltd. (鄭州遠達雷克薩斯汽車銷售服務有限公司). From April 2013 to October 2015, he was the senior vice president of the Company in charge of the Group's network development and luxury passenger vehicles' business.

Save as disclosed above, Mr. LIU has not served as a director of any other companies listed on any securities market in Hong Kong or overseas and does not hold any other positions in the Company and other members of the Group over the past three years, and does not have any other major appointments and professional qualifications.

Length of service

Mr. LIU has entered into a service agreement with the Company, with a term of three years from 19 October 2024 and shall be subject to retirement and re-election at an annual general meeting of the Company at least once every 3 years pursuant to the Articles of Association.

Relationship

Mr. LIU does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. LIU was interested in 3,278,587 Shares pursuant to Part XV of the SFO. For details, please refer to the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" of the annual report 2025 of the Company.

Director's emoluments

The remuneration of Mr. LIU will be determined with reference to his relevant duties and responsibilities in the Company, his relevant experience and the prevailing market condition. The total remuneration of Mr. LIU for the year ended 31 December 2025 was approximately RMB663,000.

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. LIU involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. LIU that need to be brought to the attention of the Shareholders.

(2) Ms. MA Lintao, aged 58, Executive Director

Position and Experience

Ms. MA Lintao ("**Ms. MA**") was appointed as an executive Director on 31 January 2013 and is currently a vice-president of the Company. She is responsible for the Group's overall administrative matters and public relationships. Ms. MA graduated from Henan Institute of Finance and Economics (河南財經學院) (now known as Henan University of Economics and Law (河南財經政法大學)) with a bachelor's degree in national economic planning and statistics in June 1992. From July 1992 to December 2003, Ms. MA worked in China Construction Bank Henan branch (中國建設銀行河南分行) in various positions such as director of the credit approval committee of the Zhengzhou branch office and vice-president of the Zhengzhou futures branch office, where she was responsible for matters such as credit assessment and approval and public and retail sales. Ms. MA joined the Group in September 2006 as the chairlady of Yuanda Lexus, our wholly-owned subsidiary.

Save as disclosed above, Ms. MA has not served as a director of any other companies listed on any securities market in Hong Kong or overseas and does not hold any other positions in the Company and other members of the Group over the past three years, and does not have any other major appointments and professional qualifications.

Length of service

Ms. MA has entered into a service agreement with the Company, with a term of three years from 31 January 2025 and shall be subject to retirement and re-election at an annual general meeting of the Company at least once every 3 years pursuant to the Articles of Association.

Relationship

Ms. MA is the wife of Mr. FENG Changge, an executive Director and the chairman of the Board and a controlling Shareholder (as defined in the Listing Rules); and the mother of Mr. FENG Shaolun, the executive Director and deputy chairman of the Board of the Group. Mr. FENG Changge is also the sole shareholder and sole director of Eagle Seeker Company Limited, a controlling Shareholder (as defined in the Listing Rules). Save as disclosed, Ms. MA has no other relationship (including financial, business, family or other material/relevant relationship(s)) with any other Directors, senior management, substantial and controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Ms. MA was interested in 708,364,660 Shares. For details, please refer to the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" of the annual report 2025 of the Company.

Director's emoluments

The remuneration of Ms. MA will be determined with reference to her relevant duties and responsibilities in the Company, her relevant experience and the prevailing market condition. The total remuneration of Ms. MA for the year ended 31 December 2025 was approximately RMB1,588,000.

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Ms. MA involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Ms. MA that need to be brought to the attention of the Shareholders.

(3) Mr. WANG Nengguang, aged 67, Independent Non-executive Director

Position and Experience

Mr. WANG was appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee on 4 February 2019. Mr. WANG graduated from Party School of the Central Committee of C.P.C. (中共中央黨校) with a master's degree in economic management in July 2001. He is qualified as a senior accountant and a certified public accountant. From August 1991 to July 1992, he served as financial manager of China Record (Shenzhen) Co., Ltd. of Ministry of Broadcasting and Television (廣電部中唱深圳公司). From April 1994 to March 2001, he served as general manager of the financial department of Lenovo Group Limited (聯想集團), a company listed on the Main Board of the Stock Exchange (stock code: 992). From April 2001 to December 2003, he served as managing director and chief financial officer of Legend Capital Limited (聯想投資有限公司). From January 2004 to February 2012, he served as managing director and chief financial officer of Beijing Legend Investment Advisor Co., Ltd. (北京聯想投資顧問有限公司). From September 2012 to November 2015, he served as a non-executive Director. From April 2001 to March 2018, he served as managing director and chief financial officer of Beijing Legend Capital Management Co., Ltd. (北京君聯資本管理有限公司). From April 2018, he served as a director of Beijing Legend Capital Management Co., Ltd. (北京君聯資本管理有限公司). From May 2014 to May 2020, he served as an independent director of Digital China Information Service Company Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000555.SZ). Since September 2021, he served as an independent director of Guangdong Guanhao High-Tech Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 600433.SH). Since February 2022, he served as an independent director of Digital China Group Co., Ltd. (listed on the Shenzhen Stock Exchange (stock code: 000034.SZ).

Save as disclosed above, Mr. WANG has not served as a director of any other companies listed on any securities market in Hong Kong or overseas and does not hold any other positions in the Company and other members of the Group over the past three years, and does not have any other major appointments and professional qualifications.

Length of service

Mr. WANG was appointed as an independent non-executive Director on 4 February 2019, and entered into a service agreement with the Company, with an initial term of three years from 4 February 2025, and shall be subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every 3 years pursuant to the Articles of Association.

Relationship

Mr. WANG does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Mr. WANG was interested in 40,000 Shares. For details, please refer to the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" of the annual report 2025 of the Company.

Director's emoluments

The remuneration of Mr. WANG will be determined with reference to his relevant duties and responsibilities in the Company, his relevant experience and the prevailing market condition. The total remuneration of Mr. WANG for the year ended 31 December 2025 was approximately RMB264,000.

Other information and matters that need to be disclosed and brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. WANG involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. WANG that need to be brought to the attention of the Shareholders.

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 Share Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,523,264,677 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,523,264,677 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 152,326,467 Shares, representing 10% of the total number of Shares in issue (excluding any treasury Shares, if any) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back 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 buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

4. IMPACT OF SHARE BUY-BACK

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 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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. 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 12 months and up to and including the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
April 2025	0.71	0.50
May 2025	0.67	0.54
June 2025	0.70	0.57
July 2025	1.34	0.62
August 2025	2.54	1.10
September 2025	2.72	1.42
October 2025	1.68	1.23
November 2025	1.29	0.82
December 2025	1.18	0.85
January 2026	1.20	0.96
February 2026	1.05	0.91
March 2026	1.46	0.94
April 2026	1.25	0.99
May 2026 (up to the Latest Practicable Date)	1.04	0.74

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back 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 any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have no present intention to exercise the Share Buy-back Mandate to an extent which will result in the number of the Shares held by the public being reduced to less than 25% of the total issued share capital of the Company as required under Rule 8.08 of the Listing Rules.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. Shareholders and potential investors of the Company should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return and any relevant monthly return.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

7. TAKEOVERS CODE

If as a result of the repurchase of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. FENG Changge, the controlling Shareholder (as defined in the Listing Rules), was interested and deemed to be interested in an aggregate of 708,364,660 Shares representing approximately 46.50% of the total issued share capital of the Company. Such 708,364,660 Shares are held by Eagle Seeker Company Limited. Mr. FENG Changge is a director of Eagle Seeker Company Limited. Mr. FENG Changge is also the trusts founder of JTC Private Trust (Cayman) Limited (previously known as Cititrust Private Trust (Cayman) Limited), which indirectly holds Eagle Seeker Company Limited through Eagle Pioneer Company Limited. On the other hand, Ms. MA is Mr. FENG Changge's spouse and is therefore deemed to be interested in all the Shares in which Mr. FENG Changge is interested in, which was 708,364,660 Shares representing approximately 46.50% of the total issued share capital of the Company as at the Latest Practicable Date. Mr. FENG Shaolun, being the beneficiary, was deemed to be interested in the said 708,364,660 Shares by virtue of Eagle Seeker Company Limited being held indirectly by JTC Private Trust (Cayman) Limited through Eagle Pioneer Company Limited. He was interested in 708,364,660 Shares representing approximately 46.50% of the total issued share capital of the Company as at the Latest Practicable Date. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Mr. FENG Changge, Ms. MA and Mr. FENG Shaolun would be respectively increased to approximately 51.67% of the issued share capital of the Company.

The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Buy-back Mandate. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of China Harmony Auto Holding Limited (the "**Company**") will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 18 June 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the "**Directors**") and independent auditor of the Company for the year ended 31 December 2025.

2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. LIU Fenglei as an executive Director;

   (b) to re-elect Ms. MA Lintao as an executive Director;

   (c) to re-elect Mr. WANG Nengguang as an independent non-executive Director; and

   (d) to authorize the board of Directors (the "**Board**") to fix the respective Directors' remuneration.

3. To re-appoint Beijing Xinghua Caplegend CPA Limited as the auditor for the year ending 31 December 2026 and to authorize the Board to fix their remuneration.

4. 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 shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company (the "**Shares**") to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding any treasury Shares, which shall have the meaning ascribed to it under the Listing Rules, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 the Articles of Association of the Company or any applicable laws 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 of the Company in general meeting."

5. 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 (including any sale or transfer of treasury Shares out of treasury, if any) 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 aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) 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;

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; and

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into Shares,

shall not exceed 20% of the total number of issued Shares (excluding any treasury Shares, which shall have the meaning ascribed to it under the Listing Rules, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 by the Articles of Association of the Company or any applicable laws 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.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Directors to holders of Shares 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)."

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

"**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued (including any sale or transfer of treasury Shares out of treasury, if any) or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued Shares (excluding any treasury Shares, if any) as at the date of passing of this resolution."

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

Zhengzhou, PRC
27 May 2026

Notes:

1. All resolutions at the meeting 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at this meeting. 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. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.

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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the above meeting (i.e. not later than 10:00 a.m. on Tuesday, 16 June 2026) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a shareholder 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.

   For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date will be Thursday, 18 June 2026. In order to be eligible to attend and vote at the annual general meeting, the unregistered holders of shares of the Company shall ensure that all duly completed and signed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 June 2026. In the event that the meeting is adjourned to a date later than Thursday, 18 June 2026 due to bad weather conditions or other reasons, the period of closure of the Register of Members of the Company for determination of shareholders' entitlement to attend and vote at the above meeting will remain the same as stated above.

4. References to dates and time in this notice are to Hong Kong dates and time.

5. The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors of the Company are Mr. FENG Changge, Mr. FENG Shaolun, Mr. LIU Fenglei, Ms. MA Lintao and Mr. CHENG Junqiang; and the independent non-executive Directors of the Company are Mr. WANG Nengguang, Mr. LAU Kwok Fan and Mr. SUNG Ka Woon.