

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

**CIMC VEHICLES**  
**CIMC Vehicles (Group) Co., Ltd.**  
**中集車輛(集團)股份有限公司**  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1839)**

**POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2021;  
APPOINTMENT OF THE DIRECTORS OF THE SECOND SESSION OF  
THE BOARD AND RETIREMENT OF A NON-EXECUTIVE DIRECTOR;  
APPOINTMENT OF THE SUPERVISORS OF THE SECOND SESSION OF  
THE SUPERVISORY COMMITTEE AND RETIREMENT OF SUPERVISORS;  
APPOINTMENT OF THE CHAIRMAN, THE SECRETARY OF THE BOARD AND  
THE CHAIRMAN OF THE SUPERVISORY COMMITTEE;  
CHANGES IN THE COMPOSITION OF SPECIAL COMMITTEES UNDER THE BOARD;  
AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
ALIGNMENT IN ADOPTION OF CHINA ACCOUNTING STANDARDS FOR BUSINESS  
ENTERPRISES**

References are made to the notice of the First Extraordinary General Meeting for 2021 dated 13 September 2021 (the “**Notice**”), and the circular dated 13 September 2021 (the “**Circular**”) of CIMC Vehicles (Group) Co., Ltd. (the “**Company**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Notice and the Circular.

**Poll Results of the First Extraordinary General Meeting for 2021**

The Board is pleased to announce that the First Extraordinary General Meeting for 2021 was held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC on Wednesday, 29 September 2021 at 2:50 p.m. and all resolutions contained in the Notice were duly passed by way of poll. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed as the vote counting agent and the scrutineer at the First Extraordinary General Meeting for 2021. Two representatives from the Shareholders, a Supervisor and two representative lawyers of Guangdong Shu Jin Law Firm (“**Guangdong Shu Jin**”), being the Company’s PRC legal advisor, also participated in vote-taking and scrutineering at the First Extraordinary General Meeting for 2021.

As at the date of the First Extraordinary General Meeting for 2021, the total number of issued Shares of the Company was 2,017,600,000 Shares, comprising 1,453,680,000 A Shares and 563,920,000 H Shares. These Shares entitle the Shareholders to attend and vote for or against or abstain from voting on the resolutions at the First Extraordinary General Meeting for 2021. The Shareholders holding an aggregate of 1,573,502,556 Shares with voting rights, representing approximately 77.988826% of the total number of issued Shares of the Company with voting rights, attended the First Extraordinary General Meeting for 2021 either in person or by proxies. Among them, A Share Shareholders holding an aggregate of 1,228,234,596 A Shares with voting rights, representing approximately 60.876021% of the total number of issued Shares of the Company with voting rights, attended the First Extraordinary General Meeting for 2021 either in person or by proxies. H Share Shareholders holding an aggregate of 345,267,960 H Shares with voting rights, representing approximately 17.112805% of the total number of issued Shares of the Company with voting rights, attended the First Extraordinary General Meeting for 2021 either in person or by proxies. As at the record date for A Shares (i.e. 23 September 2021) and the record date for H Shares (i.e. 9 September 2021) of the First Extraordinary General Meeting for 2021, except that each of CIMC (holding 728,443,475 A Shares), the controlling Shareholder of the Company, and its associate, China International Marine Containers (Hong Kong) Limited (holding 284,985,000 H Shares), shall be required to abstain from voting on the resolutions numbered (8), numbered (10) and numbered (11) proposed at the First Extraordinary General Meeting for 2021, and Shenzhen Longyuan (holding 23,160,000 A Shares) shall be required to abstain from voting on the resolution numbered (9) proposed at the First Extraordinary General Meeting for 2021, no Shareholder was required under the Listing Rules of the Hong Kong Stock Exchange and the Shenzhen Stock Exchange to abstain from voting on any resolution and no Shareholder was entitled to attend and abstain from voting in favour of any resolution at the First Extraordinary General Meeting for 2021 pursuant to Rule 13.40 of the Listing Rules of the Hong Kong Stock Exchange. No Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any of the resolutions at the First Extraordinary General Meeting for 2021.

The poll results in respect of each resolution of the First Extraordinary General Meeting for 2021 were as follows:

ORDINARY RESOLUTIONS			No. of Votes (%) <i>(Note 1)</i>		
			For	Against	Abstain
1.	To consider and approve the plan regarding interim special dividend distribution for 2021.	A Shares:	1,228,217,996 (99.998648%)	16,600 (0.001352%)	0 (0.000000%)
		H Shares:	345,267,960 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total:	1,573,485,956 (99.998945%)	16,600 (0.001055%)	0 (0.000000%)
2.	To consider and approve the changes in the use of Proceeds from H Shares.	A Shares:	1,228,217,696 (99.998624%)	16,900 (0.001376%)	0 (0.000000%)
		H Shares:	345,267,960 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total:	1,573,485,656 (99.998926%)	16,900 (0.001074%)	0 (0.000000%)

ORDINARY RESOLUTIONS VOTED BY CUMULATIVE VOTING SYSTEM			Cumulative Voting (%) <i>(Note 1)</i>
3.	To consider and approve the election of Non-independent Directors of the second session of the Board:		
	3.1 To elect Mr. Li Guiping as the executive Director of the second session of the Board;	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,267,960 (100.000000%)
		Total:	1,546,350,827 (98.274440%)
	3.2 To elect Mr. Mai Boliang as the non-executive Director of the second session of the Board;	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	336,356,306 (97.418917%)
		Total:	1,537,439,173 (97.708082%)
	3.3 To elect Mr. Wang Yu as the non-executive Director of the second session of the Board;	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,267,960 (100.000000%)
		Total:	1,546,350,827 (98.274440%)
	3.4 To elect Mr. Huang Haicheng as the non-executive Director of the second session of the Board;	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,267,960 (100.000000%)
		Total:	1,546,350,827 (98.274440%)
	3.5 To elect Mr. Chen Bo as the non-executive Director of the second session of the Board;	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,267,960 (100.000000%)
		Total:	1,546,350,827 (98.274440%)
	3.6 To elect Mr. Zeng Han as the non-executive Director of the second session of the Board.	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,267,960 (100.000000%)
		Total:	1,546,350,827 (98.274440%)

ORDINARY RESOLUTIONS VOTED BY CUMULATIVE VOTING SYSTEM			Cumulative Voting (%) <i>(Note 1)</i>
4.	To consider and approve the election of the Independent Directors of the second session of the Board:		
	4.1 To elect Mr. Cheng Hok Kai Frederick as the Independent Non-executive Director of the second session of the Board;	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,159,460 (99.968575%)
		Total:	1,546,242,327 (98.267545%)
	4.2 To elect Mr. Feng Jinhua as the Independent non-executive Director of the second session of the Board;	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	344,413,960 (99.752656%)
		Total:	1,545,496,827 (98.220166%)
	4.3 To elect Mr. Fan Zhaoping as the Independent non-executive Director of the second session of the Board.	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,267,960 (100.000000%)
		Total:	1,546,350,827 (98.274440%)
5.	To consider and approve the election of the non-employee representative Supervisors of the second session of the Supervisory Committee:		
	5.1 To elect Ms. Wang Jinghua as the non-employee representative Supervisor of the second session of the Supervisory Committee;	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,267,960 (100.000000%)
		Total:	1,546,350,827 (98.274440%)
	5.2 To elect Mr. Li Xiaofu as the non-employee representative Supervisor of the second session of the Supervisory Committee.	A Shares:	1,201,082,867 (97.789369%)
		H Shares:	345,159,460 (99.968575%)
		Total:	1,546,242,327 (98.267545%)

ORDINARY RESOLUTIONS			No. of Votes (%) <i>(Notes 1 and 2)</i>		
			For	Against	Abstain
6.	To consider and approve the remuneration of the members of the second session of the Board.	A Shares:	1,228,217,196 (99.998583%)	17,400 (0.001417%)	0 (0.000000%)
		H Shares:	345,267,960 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total:	1,573,485,156 (99.998894%)	17,400 (0.001106%)	0 (0.000000%)
7.	To consider and approve the remuneration of the members of the second session of the Supervisory Committee.	A Shares:	1,228,217,196 (99.998583%)	17,400 (0.001417%)	0 (0.000000%)
		H Shares:	345,267,960 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total:	1,573,485,156 (99.998894%)	17,400 (0.001106%)	0 (0.000000%)
8.	To consider and approve the estimated continuing connected transactions/ordinary related party transactions with CIMC and its connected parties/related parties for years of 2022-2024.	A Shares:	499,774,221 (99.996619%)	16,900 (0.003381%)	0 (0.000000%)
		H Shares:	60,282,960 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total:	560,057,181 (99.996983%)	16,900 (0.003017%)	0 (0.000000%)
9.	To consider and approve the estimated ordinary related party transactions with Jiangsu Wanjing for years of 2022-2024.	A Shares:	1,205,057,696 (99.998598%)	16,900 (0.001402%)	0 (0.000000%)
		H Shares:	345,267,960 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total:	1,550,325,656 (99.998910%)	16,900 (0.001090%)	0 (0.000000%)
10.	To consider and approve the proposed entering into of the financial guarantees and performance bond framework agreement and the continuing connected/related party transactions.	A Shares:	499,774,221 (99.996619%)	16,900 (0.003381%)	0 (0.000000%)
		H Shares:	54,824,460 (90.945202%)	5,458,500 (9.054798%)	0 (0.000000%)
		Total:	554,598,681 (99.022379%)	5,475,400 (0.977621%)	0 (0.000000%)

ORDINARY RESOLUTIONS			No. of Votes (%) <i>(Notes 1 and 2)</i>		
			For	Against	Abstain
11.	To consider and approve the proposed entering into of the deposit service framework agreement and the estimated connected/related party transactions.	A Shares:	499,774,221 (99.996619%)	16,900 (0.003381%)	0 (0.000000%)
		H Shares:	6,811,000 (11.298383%)	15,806,654 (26.220766%)	37,665,306 (62.480850%)
		Total:	506,585,221 (90.449681%)	15,823,554 (2.825261%)	37,665,306 (6.725058%)

SPECIAL RESOLUTION			No. of Votes (%) <i>(Note 1)</i>		
			For	Against	Abstain
12.	To consider and approve the amendments to the Articles of Association of the Company.	A Shares:	1,228,217,696 (99.998624%)	16,900 (0.001376%)	0 (0.000000%)
		H Shares:	345,267,960 (100.000000%)	0 (0.000000%)	0 (0.000000%)
		Total:	1,573,485,656 (99.998926%)	16,900 (0.001074%)	0 (0.000000%)

*Notes:*

- The number of votes and the percentages are calculated on the total number of Shares with voting rights represented by the Shareholders attending the First Extraordinary General Meeting for 2021 in person or by proxy.*
- Abstaining from voting shall be disregarded as Shares with voting rights for the purpose of calculating the total number of votes.*

As more than 50% of the votes were cast in favour of the above ordinary resolutions numbered (1) to (11) at the First Extraordinary General Meeting for 2021, all of the above resolutions were duly passed as ordinary resolutions of the Company. As more than two-thirds of the votes were cast in favour of the above special resolution numbered (12) at the First Extraordinary General Meeting for 2021, the above special resolution was duly passed.

Guangdong Shu Jin issued legal opinions in respect of the First Extraordinary General Meeting for 2021, which certified that the convening and convocation procedures of the First Extraordinary General Meeting for 2021 were in compliance with the requirements of relevant laws, regulations and regulatory documents including the Company Law of the People's Republic of China, the Rules of General Meeting of Shareholders of Listed Companies and the Articles of Association, the qualifications of the attendees and convener were both lawful and valid, and the procedures and results of voting of the First Extraordinary General Meeting for 2021 were both lawful and valid.

## **Appointment of the Directors of the Second Session of the Board and Retirement of a Non-executive Director**

According to the poll results of the First Extraordinary General Meeting for 2021, the Company is pleased to announce that Mr. Li Guiping was appointed as the executive Director of the second session of the Board; Mr. Mai Boliang, Mr. Zeng Han, Mr. Wang Yu, Mr. Huang Haicheng and Mr. Chen Bo were appointed as the non-executive Directors of the second session of the Board; Mr. Feng Jinhua, Mr. Fan Zhaoping and Mr. Cheng Hok Kai Frederick were appointed as the Independent Non-executive Directors of the second session of the Board. Their terms of office are three years from the date of passing the resolution at the First Extraordinary General Meeting for 2021. The biographical details of the Directors of the second session of the Board and the information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of the Hong Kong Stock Exchange have been set out in the Company's announcement dated 25 August 2021 and the Circular. As at the date of this announcement, there is no change in such information. Mr. Cheng Hok Kai Frederick, Mr. Feng Jinhua and Mr. Fan Zhaoping meet the independence criteria as set out in Rule 3.13 of the Listing Rules of the Hong Kong Stock Exchange.

The Directors of the second session of the Board meet the qualifications of Directors of listed companies as required by relevant laws, regulations and regulatory documents. There are no circumstances under which they are not allowed to be Directors of the Company in accordance with the Company Law of the People's Republic of China, the Guidelines on Compliant Operation of Listed Companies of the ChiNext Market of the Shenzhen Stock Exchange and the Articles of Association, nor are there circumstances under which they are prohibited to participate in the market by the China Securities Regulatory Commission or such prohibition has not been lifted. In the past three years, they have not been penalised by the China Securities Regulatory Commission and other competent authorities, or disciplined by any stock exchanges, or investigated by judicial authorities or the China Securities Regulatory Commission, or listed as dishonest person subject to enforcement. The qualifications and independence of the Independent Non-executive Directors have been filed with, reviewed and agreed by the Shenzhen Stock Exchange prior to the First Extraordinary General Meeting for 2021. The number of Directors concurrently serving as senior management did not exceed one-half of the total number of Directors, and the number of Independent Non-executive Directors is not less than one-third of the total number of Directors.

The Company will respectively enter into service contracts with each of the Directors. Mr. Li Guiping (apart from the remuneration received for his services at the administrative position of the Company) will not receive any remuneration from the Company for his services as an executive Director. Mr. Mai Boliang, Mr. Zeng Han, Mr. Wang Yu, Mr. Huang Haicheng and Mr. Chen Bo (apart from the remuneration received for their services at the administrative position of the Company) will not receive any remuneration from the Company for their services as non-executive Directors. The annual remuneration (pre-tax) of Mr. Feng Jinhua, Mr. Fan Zhaoping and Mr. Cheng Hok Kai Frederick is RMB200,000. Directors of the second session of the Board can be paid for reasonable out-of-pocket expenses (including travel expenses) incurred in conducting the Company's affairs, but they must provide evidence of expenses in a compliant form.



Ms. Zeng Beihua has retired as a non-executive Director of the first session of the Board upon the conclusion of the First Extraordinary General Meeting for 2021 and ceased to serve as a member of the Remuneration Committee and the Strategy and Investment Committee of the Company, as she has reached statutory retirement age. Ms. Zeng Beihua currently still serves as a director of China Jiangsu Vanguard Trailer Rental Co., Ltd. (江蘇掛車幫租賃有限公司), a subsidiary of the Company. Ms. Zeng Beihua indirectly holds approximately 10,117,300 A Shares through Xiangshan Huajin and shall, upon her retirement, strictly adhere to laws and regulations including the Rules on the Administration of Shares held by Directors, Supervisors and Senior Management of Listed Companies and the Changes of Such Shares and fulfill the shares lock-up undertakings as disclosed in the overseas regulatory announcement of the Company dated 5 July 2021 which set out the Prospectus for the Initial Public Offering and Listing of Shares of CIMC Vehicles (Group) Co., Ltd. on the ChiNext Market (the “**A Share Prospectus**”). Ms. Zeng Beihua has confirmed that she has no disagreement with the Board and that there are no other matters relating to her retirement that need to be brought to the attention of the Shareholders. The Company would like to take this opportunity to express its heartfelt thanks to Ms. Zeng Beihua for her contribution to the development of the Company during her term of office. At the same time, the Company would like to warmly welcome Mr. Zeng Han to join the Board.

### **Appointment of the Supervisors of the Second Session of the Supervisory Committee and Retirement of Supervisors**

According to the poll results of the First Extraordinary General Meeting for 2021, the Company is pleased to announce that Ms. Wang Jinghua and Mr. Li Xiaofu were appointed as the non-employee representative Supervisors of the second session of the Supervisory Committee. Their terms of office are three years from the date of passing the resolution at the First Extraordinary General Meeting for 2021. The biographical details of the non-employee representative Supervisors of the second session of the Supervisory Committee and the information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of the Hong Kong Stock Exchange have been set out in the Company’s announcement dated 25 August 2021 and the Circular. As at the date of this announcement, there is no change in such information.

At the employee representatives’ meeting of the Company held on 29 September 2021, Mr. Song Yanwen (宋延文) was elected as the employee representative Supervisor of the second session of the Supervisory Committee. His term of office is three years from the date of passing the resolution at the employee representatives’ meeting of the Company. The biographical





The Supervisors of the second session of the Supervisory Committee meet the qualifications of Supervisors of listed companies as required by relevant laws, regulations and regulatory documents. There are no circumstances under which they are not allowed to be Supervisors in accordance with the Company Law of the People's Republic of China, the Guidelines on Compliant Operation of Listed Companies of the ChiNext Market of the Shenzhen Stock Exchange and the Articles of Association, nor are there circumstances under which they are prohibited to participate in the market by the China Securities Regulatory Commission or such prohibition has not been lifted. In the past three years, they have not been penalised by the China Securities Regulatory Commission and other competent authorities, or disciplined by any stock exchanges, or investigated by judicial authorities or the China Securities Regulatory Commission, or listed as dishonest person subject to enforcement. The proportion of employee representative Supervisors is not less than one-third of the total number of Supervisors.

The Company will respectively enter into service contracts with each of the Supervisors. Ms. Wang Jinghua, Mr. Li Xiaofu and Mr. Song Yanwen (apart from the remuneration received for their services at the current positions of the Company) will not receive any remuneration from the Company for their services as Supervisors.

Ms. Li Zhimin worked with Tianqin Accounting Firm (天勤會計師事務所) from July 2000 to November 2001; and as the manager of audit department of Tianjian Xinde Accounting Firm (天健信德會計師事務所) from October 2001 to April 2005.

Since April 2005, Ms. Li Zhimin joined the Group and held various positions such as the finance manager, the head of finance department of the Company, the assistant to general manager of the Company and the deputy general manager.

Ms. Li Zhimin graduated from school of management science and engineering from Wuhan University of Technology (武漢工業大學) in the PRC with a major in industrial management engineering in June 1991. Ms. Li Zhimin obtained the qualification of accountant from the Ministry of Finance in May 1997 and the qualification of certified public accountant from Hubei Institute of Certified Public Accountants on September 5, 1997.

As at the date of this announcement, Ms. Li Zhimin indirectly holds approximately 1,783,000 A Shares through Shenzhen Longyuan. Ms. Li Zhimin does not have any connected relationship with the controlling Shareholders of the Company, Shareholders holding more than 5% of Shares, other Directors, Supervisors and senior management of the Company. Ms. Li Zhimin has not been penalised by China Securities Regulatory Commission and other competent authorities, nor has she been disciplined by any stock exchanges or been investigated by any judicial authorities and China Securities Regulatory Commission. Ms. Li Zhimin has obtained the certificate of board secretary qualifications issued by the Shenzhen Stock Exchange. Upon enquiry, Ms. Li Zhimin is not a dishonest person subject to enforcement. Ms. Li Zhimin meets the qualification specified by relevant laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules of the Shenzhen Stock Exchange and other relevant regulations.

### **Appointment of the Chairman of the Supervisory Committee**

The Supervisory Committee is pleased to announce that, at the first meeting of the second session of the Supervisory Committee held immediately following the First Extraordinary General Meeting for 2021, Ms. Wang Jinghua has been appointed as the chairman of the second session of the Supervisory Committee for a term of three years from the date of the resolution passed at the first meeting of the second session of the Supervisory Committee.

### **Changes in the Composition of Special Committees under the Board**

The Board is pleased to announce that, at the first meeting of the second session of the Board held immediately following the First Extraordinary General Meeting for 2021, the Board resolved to appoint the following chairmen or members of special committees under the second session of the Board:

#### ***Audit Committee***

Mr. Cheng Hok Kai Frederick (chairman), Mr. Feng Jinhua, Mr. Fan Zhaoping

#### ***Strategy and Investment Committee***

Mr. Huang Haicheng (chairman), Mr. Wang Yu, Mr. Zeng Han, Mr. Fan Zhaoping

### ***Remuneration Committee***

Mr. Fan Zhaoping (chairman), Mr. Zeng Han, Mr. Feng Jinhua

### ***Nomination Committee***

Mr. Feng Jinhua (chairman), Mr. Mai Boliang, Mr. Fan Zhaoping

Each chairman and member of special committees under the Board has been appointed for a term of three years from the date of the resolution passed at the first meeting of the second session of the Board.

### **Amendments to the Articles of Association and Alignment in Adoption of China Accounting Standards for Business Enterprises**

Reference is made to the announcement of the Company dated 25 August 2021 and the Circular, in relation to the Proposed Alignment in Adoption of China Accounting Standards for Business Enterprises and the Proposed Amendments to the Articles of Association. The Board announces that the special resolution on the Proposed Amendments to the Article of Association was approved by Shareholders at the First Extraordinary General Meeting for 2021 with effect from 29 September 2021. The full text of the amended Articles of Association has been published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cimcvehiclesgroup.com](http://www.cimcvehiclesgroup.com)), respectively.

Immediately following the approval of the resolution on the Proposed Amendments to the Article of Association, the Company will align the preparation of its financial reports in accordance with the China Accounting Standards for Business Enterprises and disclose corresponding financial information in the future.

By Order of the Board  
**CIMC Vehicles (Group) Co., Ltd.**  
**Li Guiping**  
*Executive Director*

Hong Kong, 29 September 2021

*As at the date of this announcement, the Board comprises nine members, being Mr. Mai Boliang\*\*, Mr. Li Guiping\*, Mr. Zeng Han\*\*, Mr. Wang Yu\*\*, Mr. Chen Bo\*\*, Mr. Huang Haicheng\*\*, Mr. Feng Jinhua\*\*\*, Mr. Fan Zhaoping\*\*\* and Mr. Cheng Hok Kai Frederick\*\*\*.*

\* *Executive Director*

\*\* *Non-executive Directors*

\*\*\* *Independent Non-executive Directors*