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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, other licensed securities dealer under the Securities and Futures Ordinance, bank manager, solicitor, accountant or other professional adviser.

If you have sold or transferred all your shares in CIMC Vehicles (Group) Co., Ltd., you should at once hand this circular together with the proxy form 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.

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# CIMC VEHICLES

## CIMC Vehicles (Group) Co., Ltd. 中集車輛(集團)股份有限公司

(Stock Code: 1839)

**2021 ANNUAL REPORT, THE SUMMARY OF THE ANNUAL REPORT FOR 2021 AND  
THE FINAL FINANCIAL ACCOUNTS FOR 2021;  
INVESTMENT PLAN FOR 2022;  
FUND PLAN FOR 2022;  
PROFIT DISTRIBUTION PLAN FOR 2021;  
ENGAGEMENT OF AUDITOR FOR 2022;  
PROPOSED AMENDMENTS TO THE MANAGEMENT RULES FOR THE EXTERNAL  
GUARANTEE;  
PURCHASING LIABILITY INSURANCE FOR DIRECTORS, SUPERVISORS AND  
SENIOR MANAGEMENT;  
WORK REPORT OF THE BOARD FOR 2021;  
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021;  
PROPOSED AMENDMENTS TO THE TERM OF REFERENCE  
FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS;  
PROPOSED BY-ELECTION OF THE NON-EXECUTIVE DIRECTOR OF THE SECOND  
SESSION OF THE BOARD AND HIS PROPOSED REMUNERATION;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE  
GENERAL MEETING;  
PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES;  
AND  
NOTICE OF 2021 ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 4 to 60 of this circular. A notice convening the 2021 AGM to be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:30 p.m. on Tuesday, 31 May 2022, is despatched to the Shareholders together with this circular.

Shareholders who intend to appoint a proxy to attend the 2021 AGM shall complete and return the appropriate proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorized in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. If the proxy form is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, shall be notarially certified.

In case of joint holders of any Share, any one of such joint holders may vote at the 2021 AGM, either personally or by proxy, in respect of such Shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the 2021 AGM, personally or by proxy, the vote of the joint shareholder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint shareholder(s).

For H Shareholders, please return the proxy form together with any documents of authority to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the registered office of the Company in the PRC at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC as soon as possible, and in any event not later than 24 hours before the time appointed for holding the 2021 AGM. Completion and return of the proxy form will not preclude you from attending and voting at the 2021 AGM or any adjournment thereof should you so wish.

28 April 2022

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## DEFINITIONS

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“2021 AGM” or “2021 Annual General Meeting”	the 2021 annual general meeting of the Company to be convened at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:30 p.m. on Tuesday, 31 May 2022
“2021 Annual Report”	the report of the Company for the financial year ended 31 December 2021
“A Share(s)”	domestic listed ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the ChiNext Market of the Shenzhen Stock Exchange
“A Shareholder(s)”	A Shareholder(s) of the Company
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Hong Kong Stock Exchange Listing Rules
“Board” or “Board of Directors”	the board of Directors of the Company
“ChiNext Market”	the ChiNext Market of the Shenzhen Stock Exchange
“China” or “PRC”	the People’s Republic of China
“Circular”	the circular of the Company dated 28 April 2022
“Company”	CIMC Vehicles (Group) Co., Ltd. (中集車輛(集團)股份有限公司), a joint stock company with limited liability established under the laws of the PRC on 29 August 1996, whose H Shares and A Shares are listed and traded on the Hong Kong Stock Exchange and the SZSE, respectively
“connected person(s)”	has the meaning ascribed thereto under the Hong Kong Stock Exchange Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the SZSE Listing Rules and the Hong Kong Stock Exchange Listing Rules

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## DEFINITIONS

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“Directors, Supervisors and Senior Management”	the Directors, Supervisors and senior management of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	H Shareholder(s) of the Company
“HK\$” or “HK Dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Latest Practicable Date”	26 April 2022, being the latest practicable date for the purpose of ascertaining certain information contained herein
“Management Rules for External Guarantees”	Management Rules for External Guarantees of CIMC Vehicles (Group) Co., Ltd., as amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for the General Meeting”	Rules of Procedure for the General Meeting of CIMC Vehicles (Group) Co., Ltd., as amended from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company

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“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“SZSE” or “Shenzhen Stock Exchange”	the Shenzhen Stock Exchange
“SZSE Listing Rules”	the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision)
“Terms of Reference for the Independent Non-executive Directors”	Terms of Reference for the Independent Non-executive Directors of CIMC Vehicles (Group) Co., Ltd., as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**CIMC VEHICLES**

**CIMC Vehicles (Group) Co., Ltd.**

**中集車輛(集團)股份有限公司**

(Stock Code: 1839)

Mr. Li Guiping ( )

Mr. Mai Boliang ( )

Mr. Zeng Han

Mr. Wang Yu

Mr. Huang Haicheng

Mr. Feng Jinhua

Mr. Fan Zhaoping

Mr. Cheng Hok Kai Frederick

No. 2 Gangwan Avenue,  
Shekou,  
Nanshan District,  
Shenzhen Guangdong,  
the PRC

40th Floor, Dah Sing Financial  
Centre,  
No. 248 Queen's Road East,  
Wanchai,  
Hong Kong

28 April 2022

To the Shareholders

Dear Sir or Madam,

**THE 2021 ANNUAL REPORT, THE SUMMARY OF THE ANNUAL REPORT FOR 2021 AND  
THE FINAL FINANCIAL ACCOUNTS FOR 2021;  
INVESTMENT PLAN FOR 2022;  
FUND PLAN FOR 2022;  
PROFIT DISTRIBUTION PLAN FOR 2021;  
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PROPOSED BY-ELECTION OF THE NON-EXECUTIVE DIRECTOR OF THE  
SECOND SESSION OF THE BOARD AND HIS PROPOSED REMUNERATION;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE  
GENERAL MEETING;  
PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES;  
AND  
NOTICE OF 2021 ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with the detailed information in relation to, among other things, the following resolutions to be proposed at the 2021 AGM, to enable you to make informed decisions on whether to vote for or against the following resolutions.

#### **I. The 2021 Annual Report, the Summary of the Annual Report for 2021 and the Final Financial Accounts for 2021**

An ordinary resolution will be proposed at the 2021 AGM to approve the 2021 Annual Report, the summary of the annual report for 2021 and the final financial accounts for 2021, the text of which is set out in the 2021 Annual Report.

#### **II. Investment Plan for 2022**

An ordinary resolution will be proposed at the 2021 AGM to approve the investment plan for 2022. The Board proposed that the total amount of investment plan for 2022 is RMB1,229.40 million. The investment plan for 2022 does not constitute a disclosure under the SZSE Listing Rules, Hong Kong Stock Exchange Listing Rules and other relevant regulations.

Once the above resolution is approved at the 2021 AGM, the Board proposes to delegate the authorization to Mr. Li Guiping, the executive Director, chief executive officer and president of the Company, and his authorized persons to approve the projects in the approved investment plan for 2022 and sign relevant legal documents.

The Board has proposed at the 2021 AGM to delegate the approval authority for the 2022 annual investment plan and the updated investment plan to the Board within the scope of the approval authority as stipulated in the Articles of Association.

#### **III. Fund Plan for 2022**

##### **(I) Guarantee Plans for Subsidiaries and their Distributors and Customers in 2022**

The Company will propose an ordinary resolution at the 2021 AGM to approve the provision of guarantees for subsidiaries and their distributors and customers in 2022, and the details are as follows:

##### ***1. Guarantee for controlled subsidiaries***

Based on the needs of business development and production and operation, the Group intends to provide a total balance of credit guarantee of not more than an equivalent of RMB2.0 billion for its subsidiaries within the scope of the Company's consolidated statements in 2022. Among them, subsidiaries with an asset-liability ratio of below 70% are provided with a total balance guarantee of not more than an equivalent of RMB1.7 billion, and subsidiaries with an asset-liability ratio of over 70% are provided with a total balance guarantee of not more than

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## LETTER FROM THE BOARD

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an equivalent of RMB300 million. The guarantees provided by the Group for the financing and credit extension of overseas subsidiaries are handled preferentially through the subsidiary, CIMC Vehicle Investment Holdings Co., Ltd.

It is agreed that the Company will provide guarantee for China Jiangsu Vanguard Trailer Rental Co., Ltd., a controlled subsidiary and exempt the new minority shareholders from providing the same proportion of guarantee or counter-guarantee until 30 June 2022.

***2. To provide financial support for the Group's sales business, the Group provides guarantees to its distributors and customers for the purpose of product sales. Details are as follows:***

- (1) To provide financial support for vehicles sales, the Group, for the purpose of product sales, provides a total balance guarantee of not more than an equivalent of RMB3.6 billion to its customers to secure purchasers' credit loans from financial institutions, of which, the maximum balance of guarantee provided to customers for financing from financial institutions affiliated to China International Marine Containers (Group) Co., Ltd. ("CIMC") is RMB820 million.
- (2) To provide financial support for the Group's real estate sales in vehicle parks, the Group, for the purpose of product sales, provides its customers with an accumulative balance guarantee of not more than an equivalent of RMB40 million to secure purchasers' loans from financial institutions.

The resolution on the guarantee matters shall be valid from the date of consideration and approval at the 2021 AGM until the next relevant resolution takes effect. The Board proposes at the 2021 AGM to authorize Mr. Li Guiping, the executive Director, chief executive officer and president, or his authorized person to sign the above-mentioned documents related to all guarantees of the Company.

The above-mentioned transactions related to the maximum balance guarantee of RMB820 million provided for customers to secure financing from financial institutions affiliated to CIMC have been considered and approved by the Board of Directors, the Supervisory Committee and the general meeting of the Company. For details, please refer to the Company's announcements dated 25 August 2021 and 29 September 2021 and the Company's circular dated 13 September 2021.

Save as disclosed above, the applicable percentage ratios calculated for the purpose of Chapter 14A of the Hong Kong Stock Exchange Listing Rules in respect of each external guarantee are not more than 5%, and none of the counterparties are the connected persons of the Company. Accordingly, the Company is of the view that the aforesaid external guarantees did not constitute the discloseable transactions and/or connected transactions under Chapter 14 and/or Chapter 14A of the Hong Kong Stock Exchange Listing Rules. The Company will comply with the applicable provisions of Chapter 14 and/or Chapter 14A of the Hong Kong



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## LETTER FROM THE BOARD

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Stock Exchange Listing Rules if the applicable percentage ratios in respect of each external guarantee are more than 5% or the guaranteed parties are the connected persons of the Company at that time when the Company enters into an agreement on external guarantees.

### **(II) External Guarantees and Related Party/Connected Transactions**

An ordinary resolution will be proposed by the Company at the 2021 Annual General Meeting to seek for the approval of the provision of guarantees by the Group to non-bank financial institutions under CIMC in relation to customer financings for the purchase of products from the Group in 2022. The maximum daily balance of such guarantees is RMB820 million.

The Company held the 2021 10th meeting of the first session of the Board, the 2021 4th meeting of the first session of the Supervisory Committee on 25 August 2021, and the first extraordinary general meeting for 2021 (“**2021 First EGM**”) on 29 September 2021, which considered and approved the Proposed Entering into of the Financial Guarantees and Performance Bond Framework Agreement and the Continuing Connected/Related Party Transactions, approved the signing of the Financial Guarantees and Performance Bond Framework Agreement between the Company and CIMC, and set the maximum daily balance of RMB820 million for financial guarantees provided to non-bank financial institutions under CIMC by the Group in relation to customers’ purchase of products from the Group for the years ended 31 December 2022, 31 December 2023 and 31 December 2024. For details, please refer to the announcements published by the Company on 25 August 2021 and 29 September 2021 and the circular published by the Company on 13 September 2021.

After the maximum daily balance of financial guarantees from 2022 to 2024 being approved at the 2021 First EGM, the Company shall conduct review procedures on the financial guarantees provided to non-bank financial institutions under CIMC in relation to customers’ purchase of products from the Group, and make relative disclosure, under the SZSE Listing Rules, the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 2 – the Compliant Operation of Listed Companies of the ChiNext Market and other relevant requirements. The proposed maximum daily balance for financial guarantees provided to non-bank financial institutions under CIMC by the Group in relation to customers’ purchase of products from the Group in 2022 was RMB820 million, which is consistent with the annual cap approved at the 2021 First EGM.

As CIMC is the controlling shareholder of the Company, CIMC is a related party of the Company pursuant to the SZSE Listing Rules. The financial guarantees and performance bonds provided to non-bank financial institutions under CIMC by the Group in relation to customers’ purchase of products from the Group, constitute related party transactions of the Company, and non-bank financial institutions affiliated to CIMC are the guarantors. In view of the above, the Board meeting and the general meeting have considered and approved the annual cap on financial guarantees for such related party transactions for the next three years, and the transactions and terms under the Financial Guarantees and Performance Bond Framework Agreement remain unchanged, so that the proposed maximum daily balance of RMB820

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## LETTER FROM THE BOARD

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million for financial guarantees provided in relation to financings of non-bank financial institutions affiliated to CIMC in 2022 is not subject to review procedures on connected transactions under relevant provisions of the Hong Kong Stock Exchange Listing Rules.

The Proposed External Guarantees and Related Party/Connected Transactions was considered and approved at the 2022 3rd meeting of the second session of the Board held on 24 March 2022, at which the related Directors, being Mr. Mai Boliang, Mr. Zeng Han, and Mr. Wang Yu, abstained from voting, and non-related Directors present unanimously agreed on the proposal. The independent Directors have given prior approval to the proposal and expressed independent opinion of approval, and Haitong Securities Co., Ltd., the sponsor, has issued an unqualified verification opinion. The Proposed External Guarantees and Related Party/Connected Transactions was considered and approved at the 2022 2nd meeting of the second session of the Supervisory Committee held on 24 March 2022, at which the related Supervisor, being Ms. Wang Jinghua, abstained from voting. Save for the abovementioned persons, none of other Directors or Supervisors are interested in the transaction.

Each of CIMC and its associate China International Marine Containers (Hong Kong) Limited shall abstain from voting on the above resolution at the 2021 Annual General Meeting.

#### **IV. Profit Distribution Plan for 2021**

An ordinary resolution will be proposed at the 2021 AGM to approve the profit distribution plan for 2021.

The profit distribution plan for 2021 of the Company as considered and approved by the Board meeting is based on the Company's total share capital of 2,017,600,000 Shares as of the Latest Practicable Date. A cash dividend of RMB2 (tax inclusive) per ten Shares (i.e. cash dividend of RMB0.20 (tax inclusive) per Share) will be distributed to all Shareholders, no bonus shares will be issued and shares will not be converted from capital reserve into share capital (the **"2021 Annual Final Dividend"**). The remaining distributable profits of the Company will be carried forward for future use. The 2021 Annual Final Dividend will be denominated and declared in RMB, and distributed to A Shareholders and Southbound Shareholders in RMB, and distributed to H Shareholders in HK Dollar. The actual distribution amount in HK Dollar shall be determined based on the relevant central parity rate published by the People's Bank of China on the first business day after the date of the 2021 AGM. The Company will complete the dividend distribution within 2 months after the consideration and approval at the 2021 AGM, and the proposed dividend is expected to be payable on or before Friday, 29 July 2022.

The profit distribution is based on the number of total share capital registered on the equity registration date of the implementation of the equity distribution. In the event of change in total share capital of the Company after the date of the Board meeting approving the profit distribution plan for 2021 and before the equity registration date of the implementation of the

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## LETTER FROM THE BOARD

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equity distribution, the distribution amount per Share will remain unchanged while the total distribution amount will be adjusted accordingly and a further announcement will be published for the details of the adjustment (if any).

In order to ascertain the entitlement of the 2021 Annual Final Dividend, the register of members of H Shares will be closed from Tuesday, 7 June 2022 to Thursday, 9 June 2022 (both days inclusive), during which no transfer of Shares will be registered. To be eligible to receive the aforesaid cash dividend, the transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders no later than 4:30 p.m. on Monday, 6 June 2022 (subject to the approval by the Shareholders at the 2021 AGM).

### **V. Engagement of Auditor for 2022**

The Company will propose an ordinary resolution at the 2021 AGM to approve the appointment of PricewaterhouseCoopers Zhong Tian LLP ("**PricewaterhouseCoopers Zhongtian**") as the Company's auditor for 2022 with a term starting from the date of approval at the 2021 AGM to the date of the 2022 annual general meeting.

According to the Company's annual general meeting held on 31 May 2021, the Company re-appointed PricewaterhouseCoopers Zhongtian as the Company's domestic auditors and PricewaterhouseCoopers as the Company's overseas auditors for the term of office until the next annual general meeting of the Company to be held in 2022.

Given that the resolutions regarding the proposed alignment in adoption of China Accounting Standards for Business Enterprises and amendment to the Articles of Association have been approved by the Board on 25 August 2021 and the 2021 First EGM on 29 September 2021, the Company will not reappoint PricewaterhouseCoopers to provide overseas audit services in accordance with International Financial Reporting Standards and propose to appoint PricewaterhouseCoopers Zhongtian as the sole auditor of the Company for 2022 to provide both domestic and overseas audit services in accordance with China Accounting Standards for Business Enterprises.

It proposed that PricewaterhouseCoopers Zhongtian receive a remuneration of RMB6.08 million (including annual financial statement audit fee of RMB5.38 million and internal control assurance service fee of RMB700,000), assuming that the audit range remains unchanged during the year 2022.

The Board has proposed at the 2021 AGM to authorize the Board or its authorized management of the Company to determine the actual annual expenses of the auditors according to the actual workload and scope based on the principle of fairness and reasonableness.

## LETTER FROM THE BOARD

### VI. Proposed Amendments to the Management Rules for External Guarantees

An ordinary resolution will be proposed at the 2021 AGM to approve the amendments to the Management Rules for External Guarantees by the Company in accordance with the latest regulatory rules and in consideration of the actual situation of the Company. Details of the specific amendments are set out as below:

No.	Original Article of the Administrative PoliciesManagement Rules for External Guarantees	Amended Article of the Administrative PoliciesManagement Rules for External Guarantees
1	<p>Article 1 In order to standardize the external guarantee management of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the “Company”), strictly control the debt risks arising from external guarantees and protect the legitimate rights and interests of the Company, all of its shareholders and other stakeholders, the Policies have been prepared in accordance with the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <u>the Guarantee Law of the People’s Republic of China (hereinafter referred to as the “Guarantee Law”), the Notice on Several Issues in Relation to Regulation of Financial Dealings Between Listed Companies and Related Parties and External Guarantees of Listed Companies, the Notice on Regulation of External Guarantees of Listed Companies,</u> and relevant listing rules of the stock exchange where the shares of the Company are listed (hereinafter referred to as the “Listing Rules”) and other relevant laws, regulations and regulatory documents, and the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the “Articles of Association”) and in consideration of the actual situation of the Company.</p>	<p>Article 1 In order to standardize the external guarantee management of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the “Company”), strictly control the debt risks arising from external guarantees and protect the legitimate rights and interests of the Company, all of its shareholders and other stakeholders, the Policies have been prepared in accordance with the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <u>the Civil Code of the People’s Republic of China (hereinafter referred to as the “Civil Code”), the Guide on the Self-supervision of Companies Listed on the Chinext Market of the Shenzhen Stock Exchange No.2 – Standard Operation of Companies Listed on the Chinext Market, the Guide on the Supervision of Listed Companies No. 8 – Regulatory Requirements for Financial Dealings and External Guarantees of Listed Companies,</u> and relevant listing rules of the stock exchange where the shares of the Company are listed (hereinafter referred to as the “Listing Rules”) and other relevant laws, regulations and regulatory documents, and the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the “Articles of Association”) and in consideration of the actual situation of the Company.</p>

## LETTER FROM THE BOARD

No.	Original Article of the <del>Administrative Policies</del> <u>Management Rules</u> for External Guarantees	Amended Article of the <del>Administrative Policies</del> <u>Management Rules</u> for External Guarantees
2	Article 3 The Policies shall apply to the Company and its consolidated holding subsidiaries.	<p>Article 3 The Policies shall apply to the Company and its consolidated holding subsidiaries.</p> <p><u>If the holding subsidiaries of the Company provide guarantees to legal persons or other organizations within the scope of the consolidated financial statements of the Company, the Company shall make timely disclosure after performing the review procedures by the holding subsidiaries.</u></p> <p><u>If the holding subsidiaries of the Company provide guarantees to entities outside the scope of the consolidated financial statements of the Company, such guarantees shall be deemed as provided by the Company and shall be implemented in accordance with this System.</u></p> <p><u>The provision of counter-guarantee by the Company and its holding subsidiaries shall be implemented in accordance with the relevant provisions of the guarantee, and shall fulfill corresponding review procedures and information disclosure obligations on the basis of the amount of counter-guarantee provided by the Company, with the exception that the Company and its holding subsidiaries provide counter-guarantee for guarantees based on their own debts.</u></p>
3	Article 4 The external guarantees of the Company shall comply with <del>the Securities Law, the Company Law, the Guarantee Law, the Listing Rules</del> and the Articles of Association and other relevant regulations, and debt risks arising from external guarantees shall be strictly controlled.	Article 4 The external guarantees of the Company shall comply with <u>relevant laws, regulations, normative documents</u> and the Articles of Association and other relevant regulations, and debt risks arising from external guarantees shall be strictly controlled.

## LETTER FROM THE BOARD

No.	Original Article of the <del>Administrative Policies</del> <u>Management Rules for External Guarantees</u>	Amended Article of the <del>Administrative Policies</del> <u>Management Rules for External Guarantees</u>
4	<p>Article 6 If the Company provides guarantees for its holding subsidiaries or investee companies, other shareholders of the holding subsidiaries or investee companies shall provide equivalent guarantees or counter guarantees and other risk control measures, in proportion to their capital contributions, in principle. If the shareholders fail to provide the holding subsidiaries or investee companies of the Company with equivalent guarantees or counter guarantees and other risk control measures, in proportion to their capital contributions, the Board of Directors of the Company shall disclose the main reasons, and fully explain whether the guarantee risks are controllable and whether the guarantees damage the interests of the Company, etc., based on analyzing the operating conditions and solvency of the principal.</p>	<p>Article 6 <u><b>The Company shall implement strict asset preservation measures to control the guarantee risks.</b></u></p> <p><u>(I)</u> If the Company provides guarantees for its holding subsidiaries or investee companies, other shareholders of the holding subsidiaries or investee companies shall provide equivalent guarantees or counter guarantees and other risk control measures, in proportion to their capital contributions, in principle.</p> <p><u>(II)</u> If the shareholders fail to provide the holding subsidiaries or investee companies of the Company with equivalent guarantees or counter guarantees and other risk control measures, in proportion to their capital contributions;</p> <p><u>(1) For investee companies, the Company will not provide guarantees in principle, any special circumstances shall be specially submitted to the Board of Directors or the general meeting for consideration;</u></p> <p><u>(2) For holding subsidiaries, the Company shall actively seek other asset preservation measures such as third-party guarantees, mortgages and pledges of property rights, cash guarantees, credit guarantees, equity pledges and other guarantees. If none of the above measures are feasible, the Company shall specially report to the Board of Directors or the general meeting to consider whether to provide guarantees. If it is indeed necessary to provide guarantees,</u> the Board of Directors of the Company shall disclose the main reasons, and fully explain whether the guarantee risks are controllable and whether the guarantees damage the interests of the Company, etc., based on analyzing the operating conditions and solvency of the principal.</p>

No.	Original Article of the <del>Administrative Policies</del> <u>Management Rules</u> for External Guarantees	Amended Article of the <del>Administrative Policies</del> <u>Management Rules</u> for External Guarantees
5	<p>Article 7 The Company shall carefully perform the information disclosure obligation for external guarantees <del>in strict compliance with the Listing Rules, the Articles of Association and other relevant requirements</del>, and truthfully notify all external guarantee matters to certified public accountants responsible for the financial audit of the Company, in accordance with requirements.</p>	<p>Article 7 The Company shall carefully perform the information disclosure obligation for external guarantees, and truthfully notify all external guarantee matters to certified public accountants responsible for the financial audit of the Company, in accordance with requirements.</p> <p><u>External guarantees considered and approved by the Company's Board of Directors or the general meeting shall be disclosed on the website of the stock exchange and the media that meet the requirements of the CSRC in a timely manner. The contents disclosed include the resolutions submitted to the Board of Directors or the general meeting for approval, the total amount of external guarantees provided by the Company and its holding subsidiaries as of the date of information disclosure, and the total amount of guarantees provided by the Company to its holding subsidiaries.</u></p>
6		<p><u>Article 8 The Company shall conduct self-inspection on the external guarantees and other guarantees that have occurred with its controlling shareholder, actual controller and other related parties. The Company shall disclose any illegal guarantee in a timely manner, and the Board of Directors shall take reasonable and effective measures to relieve or correct the illegal guarantee, so as to reduce the Company's losses and safeguard the interests of the Company and minority shareholders, and hold relevant personnel accountable. If the controlling shareholder, actual controller and their affiliates fail to repay their debts in a timely manner, causing the Company to assume the responsibility for guarantee, the Board of Directors of the Company shall promptly take protective measures such as claim, litigation, property</u></p>



## LETTER FROM THE BOARD

No.	Original Article of the Administrative PoliciesManagement Rules for External Guarantees	Amended Article of the Administrative PoliciesManagement Rules for External Guarantees
		<p><u>When the aforesaid guarantee actually takes place, the Company shall promptly make disclosure that the balance of the guarantee at any time shall not exceed the amount of guarantee considered and approved at the general meeting.</u></p> <p><u>Article 10 Where there are changes of the scope of the consolidated statement of the Company as a result of a transaction or a connected transaction of the Company, if the original guarantee forms a guarantee to the related parties after the completion of the transaction, corresponding review procedures and disclosure obligations shall be performed for the relevant related guarantee. If the Board of Directors or the general meeting fails to consider and approve the aforesaid related guarantee, the parties to the transaction shall take effective measures, such as early termination of guarantee or cancellation of related party transactions, so as to prevent the formation of non-compliance related guarantees.</u></p>
7	Article 16 In the annual report, independent non-executive Directors of the Company shall specially describe and express independent opinions on, <u>the total and current external guarantees of the listed company</u> and the implementation of the Policies.	Article 19 In the annual report, independent non-executive Directors of the Company shall specially describe and express independent opinions on, <u>the external guarantees not yet performed as at the end of the reporting period and current external guarantees of the Company</u> and the implementation of the Policies.
8	Article 17 The provision of external guarantees by the Company requires the conclusion of a written contract. The guarantee contract shall comply with <b>the Guarantee Law</b> and other relevant laws and regulations, and the principal terms of the contract shall be clear and unambiguous.	Article 20 The provision of external guarantees by the Company requires the conclusion of a written contract. The guarantee contract shall comply with <b>the Civil Code</b> and other relevant laws and regulations, and the principal terms of the contract shall be clear and unambiguous.
9		<u>Article 21 The Company shall designate a special person to keep the seal and register its use, clarify the approval authority for the use of the seal related to the guarantee matters, and register the use of the seal related to the guarantee matters.</u>
10	Article 28 The Policies have <del>been considered and approved by the general meeting of the Company, and</del> became effective and were implemented <del>on the date of the initial public offering of RMB ordinary shares (A shares) of the Company and listing on the ChiNext Market from the date of consideration and approval by the general meeting of the Company.</del>	Article 32 The Policies have become effective and were implemented from the date of consideration and approval by the general meeting of the Company.



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## LETTER FROM THE BOARD

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### **VII. Purchase of Liability Insurance for Directors, Supervisors and Senior Management**

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the purchase of liability insurance for Directors, Supervisors and senior management of A+H Shares (the “**Liability Insurance of Directors**”) by the Company for itself as well as for all Directors, Supervisors, executives and other responsible persons. The plan of Liability Insurance of Directors is as follows:

- (1) The insured: The Company and all its Directors, Supervisors, senior management and other relevant responsible persons.
- (2) Annual sum insured: US\$30,000,000.
- (3) Premium: No more than US\$200,000 per year (subject to the final quotation and approved data of the insurance company).
- (4) Insurance period: 12 months from the date of resolution at the 2021 Annual General Meeting (the insurance may be renewed or reinsured annually thereafter and the existing Liability Insurance of Directors of H shares will be extended to the date of resolution at the 2021 Annual General Meeting).

The Board proposes at the 2021 Annual General Meeting to authorise within the framework of the above proposal Mr. Li Guiping, the executive Director, chief executive officer and president, or authorized person to handle matters relating to the purchase of the Liability Insurance for Directors (including but not limited to identifying the insured and the insurance company, determining the sum insured, the premium and other terms and conditions of the insurance contract, selecting and appointing insurance brokers or other intermediaries, negotiating and signing relevant legal documents, and handling other matters relating to the insurance), as well as handling matters relating to renewal or re-insurance upon or before the expiry of the Liability Insurance of Directors contract in the future.

### **VIII. Work Report of the Board for 2021**

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the report of the Board of Directors for the year ended 31 December 2021, the full text of which is set out in the 2021 Annual Report.

In addition, the independent non-executive Directors have submitted the “Debriefing Report of Independent Directors in 2021” and will make a debriefing at the 2021 Annual General Meeting of the Company. For details of the debriefing report, please refer to the “Overseas Regulatory Announcement – Debriefing Report of Independent Directors of CIMC Vehicles (Group) Co., Ltd. in 2021” of the Company dated 24 March 2022.

### **IX. Work Report of Supervisory Committee for 2021**

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the report of the Board of Supervisors for the year ended 31 December 2021, the full text of which is set out in the 2021 Annual Report.

## LETTER FROM THE BOARD

### X. Proposed Amendments to the Terms of Reference for the Independent Non-executive Directors

An ordinary resolution will be proposed at the 2021 Annual General Meeting to approve the amendments to the Terms of Reference for the independent non-executive Directors by the Company in accordance with the latest regulatory rules and in consideration of the actual situation of the Company. Details of the specific amendments are set out as below:

No.	Original Article of the Terms of Reference for the Independent Non-executive Directors	Amended Article of the Terms of Reference for the Independent Non-executive Directors
1	Article 1 In order to improve the governance structure of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the “Company”), standardize the operation of the Company, and better safeguard the overall interests of the Company and protect the legitimate rights and interests of all shareholders especially minority shareholders from damage, the Terms of Reference have been prepared in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <b><u>the Guidelines on the Establishment of Independent Directorship of Listed Companies (hereinafter referred to as the “Guidelines”)</u></b> , the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (hereinafter referred to as the “Chinext Market Listing Rules”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange Listing Rules”) and the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the “Articles of Association”).	Article 1 In order to improve the governance structure of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the “Company”), standardize the operation of the Company, and better safeguard the overall interests of the Company and protect the legitimate rights and interests of all shareholders especially minority shareholders from damage, the Terms of Reference have been prepared in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <b><u>the Rules for Independent Directors of Listed Companies</u></b> , the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (hereinafter referred to as the “Chinext Market Listing Rules”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange Listing Rules”) and the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the “Articles of Association”).
2	Article 4 The Board of the Company may have a strategy and investment committee, an audit committee, a nomination committee and a remuneration committee. The majority of members and the <b><u>persons in charge</u></b> of the audit committee, the nomination committee and the remuneration committee shall be independent non-executive Directors. The audit committee shall at least have one independent non-executive Director who shall be an accounting professional and convener.	Article 4 The Board of the Company may have a strategy and investment committee, an audit committee, a nomination committee and a remuneration committee. The majority of members and the <b><u>convener</u></b> of the audit committee, the nomination committee and the remuneration committee shall be independent non-executive Directors. The audit committee shall at least have one independent non-executive Director who shall be an accounting professional and convener.



## LETTER FROM THE BOARD

No.	Original Article of the Terms of Reference for the Independent Non-executive Directors	Amended Article of the Terms of Reference for the Independent Non-executive Directors
5	<p>Article 14 In addition to the authorities under the Company Law and other relevant laws and regulations, an independent non-executive Director has the special authority to:</p> <p>(I) review related transactions which are required to be submitted to the general meeting for consideration, before they are submitted to the Board of Directors for consideration, and engage an intermediary to issue a special report before making judgment;</p> <p>(II) advise the Board of Directors to engage or dismiss an accounting firm;</p> <p>(III) request the Board of Directors to convene an extraordinary general meeting;</p> <p>(IV) solicit opinions from minority shareholders, put forward profit distribution proposals and proposals on conversion of capital reserve into share capital, and submit them directly to the Board of Directors for consideration;</p> <p>(V) propose the convocation of a Board meeting;</p> <p>(VI) independently engage an external auditor and advisor;</p> <p>(VII) publicly solicit votes from shareholders before the general meeting is held, provided that compensation or disguised compensation is not allowed for the solicitation.</p> <p><b><u>The exercise of the above authorities by an independent non-executive Director is subject to the consent of more than half of all independent non-executive Directors.</u></b></p>	<p>Article 14 In addition to the authorities under the Company Law and other relevant laws and regulations, an independent non-executive Director has the special authority to:</p> <p>(I) review related transactions which are required to be submitted to the general meeting for consideration, before they are submitted to the Board of Directors for consideration, and engage an intermediary to issue a special report before making judgment;</p> <p>(II) advise the Board of Directors to engage or dismiss an accounting firm;</p> <p>(III) request the Board of Directors to convene an extraordinary general meeting;</p> <p>(IV) solicit opinions from minority shareholders, put forward profit distribution proposals and proposals on conversion of capital reserve into share capital, and submit them directly to the Board of Directors for consideration;</p> <p>(V) propose the convocation of a Board meeting;</p> <p>(VI) independently engage an external auditor and advisor;</p> <p>(VII) publicly solicit votes from shareholders before the general meeting is held, provided that compensation or disguised compensation is not allowed for the solicitation.</p> <p><b><u>The exercise of the above authorities in items (I) to (V) and (VII) by an independent non-executive Director is subject to the consent of more than half of all independent non-executive Directors; the exercise of the above authorities in item (VI) by an independent non-executive Director is subject to the consent of all independent non-executive Directors.</u></b></p> <p><b><u>Items (I) and (II) are subject to prior consent by more than half of all independent non-executive Directors for consideration by the Board of Directors. If the proposal in item (I) of this article is not accepted or the above authorities cannot be normally exercised, the Company shall disclose the relevant conditions. Where relevant laws, administrative regulations and the CSRC have provisions otherwise, such provisions shall prevail.</u></b></p>

## LETTER FROM THE BOARD

No.	Original Article of the Terms of Reference for the Independent Non-executive Directors	Amended Article of the Terms of Reference for the Independent Non-executive Directors
6	<p>Article 15 An independent non-executive Director shall actively perform his/her due diligence obligations and make a report to the stock exchange where the shares of the Company are listed, in a timely manner in accordance with relevant requirements, and if necessary, engage an intermediary to carry out special inspections, if the independent non-executive Director finds that the Company:</p> <p>(I) fails to submit material events to the Board of Directors for consideration as required;</p> <p>(II) fails to perform the information disclosure obligation in a timely manner;</p> <p>(III) publicly disclose information which contains misrepresentations, misleading statements, or material omissions;</p> <p>(IV) is otherwise suspected of violating laws and regulations or damaging the legitimate rights and interests of minority shareholders.</p>	<p>Article 15 An independent non-executive Director shall actively perform his/her due diligence obligations and make a report to the stock exchange where the shares of the Company are listed, in a timely manner in accordance with relevant requirements, and if necessary, engage an intermediary to carry out special inspections, if the independent non-executive Director finds that the Company:</p> <p>(I) fails to submit material events to the Board of Directors <b><u>or the general meeting</u></b> for consideration as required;</p> <p>(II) fails to perform the information disclosure obligation in a timely manner;</p> <p>(III) publicly disclose information which contains misrepresentations, misleading statements, or material omissions;</p> <p>(IV) is otherwise suspected of violating laws and regulations or damaging the legitimate rights and interests of minority shareholders.</p> <p><b><u>The expenses incurred by an independent non-executive Directors in engaging an intermediary and otherwise exercising his powers shall be borne by the Company.</u></b></p>

No.	Original Article of the Terms of Reference for the Independent Non-executive Directors	Amended Article of the Terms of Reference for the Independent Non-executive Directors
7	<p>Article 17 An independent non-executive Director shall express independent opinions on the following material events of the Company:</p> <p>(I) nomination, appointment and removal of Directors;</p> <p>(II) appointment and dismissal of senior management;</p> <p>(III) remuneration of Directors and senior management;</p> <p>(IV) the formulation, adjustment, decision-making procedures, implementation and information disclosure of the cash dividend policy of the Company, and whether the profit distribution policy damages the legitimate rights and interests of minority investors;</p> <p>(V) related transactions, provision of guarantees (excluding guarantees provided to consolidated subsidiaries), entrusted wealth management, provision of financial assistance, use of proceeds, voluntary change of accounting policies of the Company, investment in stocks and derivatives thereof, and other material events which are required to be disclosed;</p>	

## LETTER FROM THE BOARD

No.	Original Article of the Terms of Reference for the Independent Non-executive Directors	Amended Article of the Terms of Reference for the Independent Non-executive Directors
	<p>(VIII) matters which may, in the opinion of the independent non-executive Director, damage the legitimate rights and interests of minority shareholders;</p> <p>(IX) other circumstances specified by relevant laws and regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association. The types of independent opinions expressed by an independent non-executive Director include concurring opinion, qualified opinion and reasons therefor, adverse opinion and reasons therefor, and disclaimer of opinion and reasons therefor, and the opinions expressed shall be clear.</p>	<p>(XI) related transactions, provision of guarantees (excluding guarantees provided to consolidated subsidiaries), entrusted wealth management, provision of financial assistance, use of proceeds, voluntary change of accounting policies of the Company, investment in stocks and derivatives thereof, and other material events which are required to be disclosed;</p> <p>(XII) material asset restructuring schemes, <b><u>acquisitions made by the management</u></b>, equity incentive plans, employee share ownership plans <del>and</del>, share repurchase plans <b><u>and schemes of repaying debts with non-cash assets by the related parties of the Company</u></b>;</p> <p>(XIII) the decision of the Company to cease trading its shares on the Shenzhen Stock Exchange, or apply for trading or transferring its shares on other stock exchanges;</p> <p>(XIV) matters which may, in the opinion of the independent non-executive Director, damage the legitimate rights and interests of minority shareholders;</p> <p>(XV) other circumstances specified by relevant laws and regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association. The types of independent opinions expressed by an independent non-executive Director include concurring opinion, qualified opinion and reasons therefor, adverse opinion and reasons therefor, and disclaimer of opinion and reasons therefor, and the opinions expressed shall be clear.</p>

## LETTER FROM THE BOARD

No.	Original Article of the Terms of Reference for the Independent Non-executive Directors	Amended Article of the Terms of Reference for the Independent Non-executive Directors
8	<p>Article 20 <del>Within 30 days following the end of each financial year, the</del> management of the Company shall fully report to each independent non-executive Director on the operating conditions and the development of material events of the Company for the year. Meanwhile, the Company <del>shall</del> arrange independent non-executive Directors to conduct on-site inspections. The above matters shall be recorded in writing and the necessary documents shall be signed by the parties concerned.</p>	<p>Article 20 <u>The</u> management of the Company shall fully report to each independent non-executive Director on the operating conditions and the development of material events of the Company for the year. Meanwhile, the Company <u>may</u> arrange independent non-executive Directors to conduct on-site inspections <u>when necessary</u>. The above matters shall be recorded in writing and the necessary documents shall be signed by the parties concerned.</p>
9	<p>Article 26 Independent non-executive Directors have the obligations of good faith and due care to the Company and all shareholders. Independent non-executive Directors shall conscientiously perform their duties in accordance with relevant laws, regulations and the Articles of Association, understand the production and operating conditions of the Company, give full play to their role in investor relations management, safeguard the overall interests of the Company, and pay special attention to the protection of the legitimate rights and interests of minority shareholders from damage. Independent non-executive Directors shall perform their duties independently without being affected by substantial shareholders or actual controllers of the Company, or other organizations or individuals with interests in the Company.</p> <p>If an independent non-executive Director finds that his/her independence may be affected with regard to a matter to be considered, he/she shall make a statement to the Company and withdraw from the consideration. In case of any significant influence on the independence of an independent non-executive Director during his/her term of office, he/she shall notify the Company in a timely manner and put forward the solving measures, and if necessary, render his/her resignation.</p>	<p>Article 26 Independent non-executive Directors have the obligations of good faith and due care to the Company and all shareholders. Independent non-executive Directors shall conscientiously perform their duties in accordance with relevant laws, regulations and the Articles of Association, understand the production and operating conditions of the Company, give full play to their role in investor relations management, safeguard the overall interests of the Company, and pay special attention to the protection of the legitimate rights and interests of minority shareholders from damage. Independent non-executive Directors shall perform their duties independently without being affected by substantial shareholders or actual controllers of the Company, or other organizations or individuals with interests in the Company.</p> <p><b><u>Independent non-executive directors shall actively perform their duties in corporate governance, internal control, information disclosure, financial supervision and other aspects, and record their performance of duties in writing.</u></b></p> <p>If an independent non-executive Director finds that his/her independence may be affected with regard to a matter to be considered, he/she shall make a statement to the Company and withdraw from the consideration. In case of any significant influence on the independence of an independent non-executive Director during his/her term of office, he/she shall notify the Company in a timely manner and put forward the solving measures, and if necessary, render his/her resignation.</p>



## LETTER FROM THE BOARD

No.	Original Article of the Terms of Reference for the Independent Non-executive Directors	Amended Article of the Terms of Reference for the Independent Non-executive Directors
10	Article 32 The secretary to the Board of the Company shall actively provide support to independent non-executive Directors in performing their duties, such as briefing and provision of materials.	Article 32 The secretary to the Board of the Company shall actively provide support to independent non-executive Directors in performing their duties, such as briefing and provision of materials, <u>regularly report the operation of the Company, and organize the independent non-executive Directors to carry out on-site inspections when necessary.</u>
11	Article 39 The Terms of Reference have <del>been considered and approved by the general meeting of the Company, and</del> became effective and were implemented <del>on the date of the initial public offering of RMB ordinary shares (A shares) of the Company and listing on the ChiNext Market from the date of consideration and approval by the general meeting of the Company.</del> Amendments to the Terms of Reference shall be proposed by the Board of Directors and submitted to the general meeting for consideration and approval, and are invalid unless approved by the general meeting.	Article 39 The Terms of Reference have become effective and were implemented from the date of consideration and approval by the general meeting of the Company. Amendments to the Terms of Reference shall be proposed by the Board of Directors and submitted to the general meeting for consideration and approval, and are invalid unless approved by the general meeting.

### **XI. Proposed By-Election of the Non-executive Director of the Second Session of the Board and His Proposed Remuneration**

Reference is made to the announcement of the Company dated 26 April 2022, among others, as nominated by CIMC and the qualification examined by the nomination committee under the Board, the Board agreed to nominate Mr. He Jin (賀瑾) (“**Mr. He**”) as the candidate for the non-executive Director of the second session of the Board (the “**Proposed By-election of the Non-executive Director**”) for a term commencing from the date of approval at the 2021 AGM to the expiry of the term of office for the second session of the Board. The biographical details of Mr. He are set out as follows:

Mr. He Jin, aged 43, born in July 1979, with Chinese nationality but without permanent residency abroad. Mr. He graduated from Hunan University and obtained the bachelor degree in law.

Mr. He currently serves as the general manager of the human resource department in CIMC. Mr. He joined CIMC since October 2003. From October 2003 to December 2007, he worked in Shenzhen Southern CIMC Containers Manufacture Co., Ltd. (深圳南方中集集裝箱製造有限公司). From December 2007 to February 2009, he worked in Chongqing CIMC Logistics Equipments Co., Ltd. (中集(重慶)物流裝備製造有限公司) and has served in human resource department of CIMC since February 2009.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date and save as disclosed above, Mr. He (i) does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (ii) did not hold any directorships or supervisorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not hold any other position with the Group; (iv) does not have any relationship with any Directors, Supervisors, senior management, Shareholders holding more than 5% of shares, controlling shareholders (as defined in the Hong Kong Stock Exchange Listing Rules); (v) has not been penalised by China Securities Regulatory Commission and other competent authorities nor been disciplined by any stock exchanges or investigated by judicial authorities or the China Securities Regulatory Commission; (vi) after enquiry, Mr. He is not a dishonest person subject to enforcement. He meets the qualification specified by relevant laws, administrative regulations, departmental rules, normative documents, the Guide on Self-supervision of Companies Listed on the Shenzhen Stock Exchange No.2 – Standard Operation of Companies Listed on ChiNext Market and other relevant regulations; and (vii) there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Stock Exchange Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. He will not receive any remuneration from the Company for his service as a non-executive Director of the second session of the Board. However, Mr. He can be paid for reasonable out-of-pocket expenses (including travel expenses) incurred in conducting the company's affairs, but he must provide evidence of expenses in a compliant form.

Proposed By-election of non-executive Director and his proposed remuneration is subject to consideration and approval by the Shareholders at the 2021 AGM by way of an ordinary resolution. The Company will enter into a service contract with Mr. He upon approval by the Shareholders.

## LETTER FROM THE BOARD

### XII. Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated 24 March 2022 in relation to the Proposed Amendments to the Articles of Association.

In accordance with the Company Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies (2022 Revision), the Rules for Shareholders' Meetings of Listed Companies (2022 Revision), the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 2 – the Compliant Operation of Listed Companies of the ChiNext Market, Appendix 3 to the Hong Kong Stock Exchange Listing Rules and the latest provisions of other laws, regulations and normative documents and in consideration of the actual needs and situation of the Company, the Company intends to adjust and amend certain provisions of the Articles of Association accordingly, particulars of which are as follows:

No.	Existing Articles of Association	Amended Articles of Association
1	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant laws and administrative provisions and is an independent legal entity.</p> <p>The Company was established by way of promotion according to law based on the overall change of CIMC Vehicles (Group) Co., Ltd. The Company was registered with the Market Supervision Administration of Shenzhen (深圳市市場監督管理局) and obtained a joint stock limited company license on 23 October 2018. The Uniform Social Credit Code of the Company: 91440300618919879N.</p> <p>The promoters of the Company are: China International Marine Containers (Group) Co., Ltd., China International Marine Containers (Hong Kong) Limited, Sumitomo Corporation, Shanghai Tai Fu Xiang Zhong Equity Investment Fund Partnership (Limited Partnership), Shenzhen Long Yuan Gang Cheng Enterprise Management Centre (Limited Partnership), Shenzhen Nan Shan Da Cheng New Material Investment Partnerships (Limited Partnership), Taizhou Tai Fu Xiang Yun Equity Investment Partnership (Limited Partnership) and Xiang Shan Hua Jin Equity Investment Partnership (Limited Partnership).</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant laws and administrative provisions and is an independent legal entity.</p> <p><b><u>The Company shall set up its Communist Party of China (hereinafter referred to as "CPC") organization and carry out CPC activities in accordance with the requirements of the Constitution of the CPC. The Company shall provide the CPC organization with necessary conditions for its activities.</u></b></p> <p>The Company was established by way of promotion according to law based on the overall change of CIMC Vehicles (Group) Co., Ltd. The Company was registered with the Market Supervision Administration of Shenzhen (深圳市市場監督管理局) and obtained a joint stock limited company license on 23 October 2018. The Uniform Social Credit Code of the Company: 91440300618919879N.</p> <p>The promoters of the Company are: China International Marine Containers (Group) Co., Ltd., China International Marine Containers (Hong Kong) Limited, Sumitomo Corporation, Shanghai Tai Fu Xiang Zhong Equity Investment Fund Partnership (Limited Partnership), Shenzhen Long Yuan Gang Cheng Enterprise Management Centre (Limited Partnership), Shenzhen Nan Shan Da Cheng New Material Investment Partnerships (Limited Partnership), Taizhou Tai Fu Xiang Yun Equity Investment Partnership (Limited Partnership) and Xiang Shan Hua Jin Equity Investment Partnership (Limited Partnership).</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
2	Article 7 The <del>chairman of the Board, the executive director or the</del> president shall be the legal representative of the Company.	Article 7 The president shall be the legal representative of the Company.
3	<p>Article 34 The Company may, in accordance with the mutual understanding and agreements made between the CSRC and overseas securities regulatory organizations, maintain the register of shareholders of overseas-listed Foreign Shares overseas and appoint overseas agent(s) to manage such share register. The original share register for holders of H Shares shall be maintained in Hong Kong.</p> <p>A duplicate of the register of shareholders for holders of overseas-listed Foreign Shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of shareholders for holders of overseas-listed Foreign Shares, the original register of shareholders shall prevail.</p>	<p>Article 34 The Company may, in accordance with the mutual understanding and agreements made between the CSRC and overseas securities regulatory organizations, maintain the register of shareholders of overseas-listed Foreign Shares overseas and appoint overseas agent(s) to manage such share register. The original share register for holders of H Shares shall be maintained in Hong Kong.</p> <p>A duplicate of the register of shareholders for holders of overseas-listed Foreign Shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of shareholders for holders of overseas-listed Foreign Shares, the original register of shareholders shall prevail.</p> <p><b><u>A full copy of the register of shareholders may be available to shareholders for inspection free of charge during business hours of the Company. In the event any shareholder requests the Company to provide a copy of such register of shareholder, the Company shall despatch such copy within 7 days upon receipt of reasonable fees.</u></b></p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
4	<p>Article 48 Directors, Supervisors and senior management shall report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% of the total number of shares they held in the Company during their terms of office. The shares of the Company held by them shall not be transferred within one (1) year from the date on which the shares are listed. They shall not transfer the shares of the Company held by them within six (6) months from the date they leave the Company, unless enforced by a court.</p> <p>If the Directors, Supervisors and senior management members of the Company as well as the shareholders holding more than 5% of the A Shares of the Company sell the Company's Shares they hold within six months after purchase or buy shares or other securities with the nature of equities of the Company within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The Board of Directors of the Company shall forfeit such gains from the above-mentioned parties. Nevertheless, if a securities company holds more than 5% of the shares of the Company by buying the remaining shares <u>pursuant to an underwriting arrangement</u> and except other circumstances as stipulated by the CSRC, <del>the six-month limitation for selling the said shares shall not apply.</del></p> <p>For the purpose of the foregoing paragraph, the shares or other securities with the nature of equities held by the Directors, Supervisors, senior management members and natural person shareholders shall include the shares or other securities with the nature of equities held by their spouses, parents and children and held through others' accounts.</p> <p>Should the Board of Directors of the Company does not observe the provisions set forth in the second paragraph of this article, the Shareholders shall be entitled to require the Board to effect the same within 30 days. If the Board of Directors of the Company fails to do so within the aforesaid time limit, the Shareholders may directly initiate people's court proceedings in their own name for the interests of the Company.</p> <p>Should the Board of Directors of the Company fails to execute the provisions under the second paragraph of this article, the responsible Director(s) held accountable shall assume joint and several liabilities under the law.</p>	<p>Article 48 Directors, Supervisors and senior management shall report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% of the total number of shares they held in the Company during their terms of office. The shares of the Company held by them shall not be transferred within one (1) year from the date on which the shares are listed. They shall not transfer the shares of the Company held by them within six (6) months from the date they leave the Company, unless enforced by a court.</p> <p>If the Directors, Supervisors and senior management members of the Company as well as the shareholders holding more than 5% of the A Shares of the Company sell the Company's Shares they hold within six months after purchase or buy shares or other securities with the nature of equities of the Company within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The Board of Directors of the Company shall forfeit such gains from the above-mentioned parties. Nevertheless, if a securities company holds more than 5% of the shares of the Company by buying the remaining shares <u>pursuant to an underwriting arrangement</u> and except other circumstances as stipulated by the CSRC.</p> <p>For the purpose of the foregoing paragraph, the shares or other securities with the nature of equities held by the Directors, Supervisors, senior management members and natural person shareholders shall include the shares or other securities with the nature of equities held by their spouses, parents and children and held through others' accounts.</p> <p>Should the Board of Directors of the Company does not observe the provisions set forth in the second paragraph of this article, the Shareholders shall be entitled to require the Board to effect the same within 30 days. If the Board of Directors of the Company fails to do so within the aforesaid time limit, the Shareholders may directly initiate people's court proceedings in their own name for the interests of the Company.</p> <p>Should the Board of Directors of the Company fails to execute the provisions under the second paragraph of this article, the responsible Director(s) held accountable shall assume joint and several liabilities under the law.</p>



## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
	<p>(XI) to amend the Articles of Association;</p> <p>(XII) to determine the appointment, dismissal or non-re-appointment of accounting firms by the Company;</p> <p>(XIII) consider the acquisition or disposal of significant assets or provision of a guarantee in an amount exceeding 30% of the audited total assets of the Company in the most recent period, which were carried out by the Company within 1 year;</p> <p>(XIV) consider and implement the share incentive plan of the Company;</p> <p>(XV) consider related party transactions which are subject to consideration at the shareholder's general meeting;</p> <p>(XVI) consider and approve external guarantees which are subject to approval at the shareholders' general meeting, the details are as follows:</p> <p>1. Any guarantee which is provided after the total amount of external guarantees of the Company and its holding subsidiaries exceeds 50% of the Company's latest audited net assets;</p> <p>2. Any guarantee which is provided to the principal whose asset-liability ratio exceeds seventy percent;</p> <p>3. Any guarantee with a single guarantee amount exceeding ten percent of the audited net assets for the most recent period;</p>	<p>(XI) to amend the Articles of Association <b><u>and appendices thereto (including the Rules of Procedure for the General Meeting, the Rules of Procedure for the Board of Directors and the Rules of Procedure for Supervisory Committee)</u></b>;</p> <p>(XII) to determine the appointment, dismissal or non-re-appointment of accounting firms by the Company;</p> <p>(XIII) consider the acquisition or disposal of significant assets or provision of a guarantee in an amount exceeding 30% of the audited total assets of the Company in the most recent period, which were carried out by the Company within 1 year;</p> <p>(XIV) consider and implement the share incentive plan <b><u>and employee share ownership plans</u></b> of the Company;</p> <p>(XV) consider related party transactions which are subject to consideration at the shareholder's general meeting;</p> <p>(XVI) consider and approve external guarantees which are subject to approval at the shareholders' general meeting, the details are as follows:</p> <p>1. Any guarantee which is provided after the total amount of external guarantees of the Company and its holding subsidiaries exceeds 50% of the Company's latest audited net assets;</p> <p>2. Any guarantee which is provided to the principal whose asset-liability ratio exceeds seventy percent;</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
	<p>4. Any guarantee with an amount in twelve consecutive months exceeding 30% of the audited total assets for the most recent period;</p> <p>5. Any guarantee with an amount in twelve consecutive months exceeding 50% of the audited net assets for the most recent period and the absolute amount exceeding RMB50 million;</p> <p>6. Any guarantee provided to shareholders, actual controllers and their related parties;</p> <p>7. Other external guarantees which are subject to consideration at the shareholder's general meeting, in accordance with Article 138 hereof, laws and regulations.</p> <p>(XVII) consider proposals of shareholders representing more than 3% (inclusive) of voting shares of the Company;</p> <p>(XVIII) consider other matters which are subject to determination at the shareholder's general meeting in accordance with laws, administrative regulations, departmental rules, the Articles of Association, the listing rules of the stock exchange in the place where Shares of the Company are listed.</p> <p>In the Articles of Association, "external guarantee" means a guarantee provided by the Company to other persons, including guarantee provided by the Company to holding subsidiaries; total amount of external guarantees of the Company and its holding subsidiaries means the sum of the total amount of external guarantees provided by the Company to companies including holding subsidiaries and the total amount of external guarantees provided by holding subsidiaries of the Company.</p>	<p>3. Any guarantee with a single guarantee amount exceeding ten percent of the audited net assets for the most recent period;</p> <p>4. Any guarantee with an amount in twelve consecutive months exceeding 30% of the audited total assets for the most recent period;</p> <p>5. Any guarantee with an amount in twelve consecutive months exceeding 50% of the audited net assets for the most recent period and the absolute amount exceeding RMB50 million;</p> <p>6. Any guarantee provided to shareholders, actual controllers and their related parties;</p> <p>7. Other external guarantees which are subject to consideration at the shareholder's general meeting, in accordance with Article 138 hereof, laws and regulations.</p> <p>(XVII) consider proposals of shareholders representing more than 3% (inclusive) of voting shares of the Company;</p> <p><b><u>(XVIII) spin off its subsidiaries for the purpose of listing;</u></b></p> <p><b><u>(XIX) repurchase shares to reduce the registered capital;</u></b></p> <p><b><u>(XX) conduct major assets restructuring;</u></b></p>



## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
	<p>If the Company provides guarantees for a wholly-owned subsidiary or provides guarantees for a holding subsidiary and other shareholders of such holding subsidiary would provide guarantees in proportion to their rights and interests, and when such guarantees fall within the circumstances of sub-paragraph 1 to 3 and 5 of paragraph XVI under clause I of this Article, they can be exempted from being submitted to the shareholders' general meeting for consideration. Where the securities regulatory authorities of the place where the shares of the Company are listed have other requirements, such requirements shall prevail.</p>	<p><b><u>(XXI) resolve to voluntarily delist the shares on the SZSE in the Company's general meeting, and decide to delist the shares from the Exchange or apply for trading or transfer at another stock exchange;</u></b></p> <p>(XXII) consider other matters which are subject to determination at the shareholder's general meeting in accordance with laws, administrative regulations, departmental rules, the Articles of Association, the listing rules of the stock exchange in the place where Shares of the Company are listed.</p> <p>In the Articles of Association, "external guarantee" means a guarantee provided by the Company to other persons, including guarantee provided by the Company to holding subsidiaries; total amount of external guarantees of the Company and its holding subsidiaries means the sum of the total amount of external guarantees provided by the Company to companies including holding subsidiaries and the total amount of external guarantees provided by holding subsidiaries of the Company.</p> <p>If the Company provides guarantees for a wholly-owned subsidiary or provides guarantees for a holding subsidiary and other shareholders of such holding subsidiary would provide guarantees in proportion to their rights and interests, and when such guarantees fall within the circumstances of sub-paragraph 1 to 3 and 5 of paragraph XVI under clause I of this Article, they can be exempted from being submitted to the shareholders' general meeting for consideration. Where the securities regulatory authorities of the place where the shares of the Company are listed have other requirements, such requirements shall prevail.</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
6	<p>Article 66 Shareholders individually or jointly holding more than 10% of Shares of the Company are entitled to request the Board of Directors in writing to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the requirements of laws, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the request.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within 5 days upon after the date of the resolution of the Board of Directors. Any changes made to the original proposal in the notice shall be agreed by the relevant shareholders.</p> <p>If the Board of Directors disagrees to convene the extraordinary general meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or jointly holding more than 10% of the Shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within 5 days upon receipt of the <b>original proposal</b>. Any changes made to the original proposals in the notice shall be agreed by the relevant shareholders.</p> <p>If the Supervisory Committee does not issue the notice of general meeting within the prescribed period, it shall be deemed as the Supervisory Committee not convening and not holding the shareholders' general meeting. Then the shareholders individually or jointly holding more than 10% of the Shares of the Company for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.</p>	<p>Article 66 Shareholders individually or jointly holding more than 10% of Shares of the Company are entitled to request the Board of Directors in writing to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the requirements of laws, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the request.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within 5 days upon after the date of the resolution of the Board of Directors. Any changes made to the original proposal in the notice shall be agreed by the relevant shareholders.</p> <p>If the Board of Directors disagrees to convene the extraordinary general meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or jointly holding more than 10% of the Shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within 5 days upon receipt of the <b>original request</b>. Any changes made to the original proposals in the notice shall be agreed by the relevant shareholders.</p> <p>If the Supervisory Committee does not issue the notice of general meeting within the prescribed period, it shall be deemed as the Supervisory Committee not convening and not holding the shareholders' general meeting. Then the shareholders individually or jointly holding more than 10% of the Shares of the Company for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
7	<p>Article 67 Where the Supervisory Committee or shareholders decide to convene a shareholders' general meeting by themselves, a written notice shall be submitted to the Board of Directors <b><u>and filed with the relevant securities regulatory authorities and corresponding stock exchange in the place where the Company is domiciled according to the applicable provisions.</u></b></p> <p>For a shareholders' general meeting convened by shareholders themselves, during the period from the date of giving the notice of the shareholders' general meeting to the conclusion of the meeting, the shareholders convening the meeting shall hold no less than 10% of the Shares.</p>	<p>Article 67 Where the Supervisory Committee or shareholders decide to convene a shareholders' general meeting by themselves, a written notice shall be submitted to the Board of Directors, <b><u>and concurrently filed with the stock exchange.</u></b></p> <p>For a shareholders' general meeting convened by shareholders themselves, during the period from the date of giving the notice of the shareholders' general meeting to the conclusion of the meeting, the shareholders convening the meeting shall hold no less than 10% of the Shares.</p>
8	<p>Article 68 Where the Supervisory Committee or shareholders convene a shareholders' general meeting by themselves, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors <b><u>shall</u></b> provide the register of shareholders on the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may carry relevant announcement on the notice of convening general meeting to apply with the securities registration and clearing institutions. The convener shall not use the register of shareholders for purposes other than convening a shareholders' general meeting.</p>	<p>Article 68 Where the Supervisory Committee or shareholders convene a shareholders' general meeting by themselves, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors <b><u>will</u></b> provide the register of shareholders on the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may carry relevant announcement on the notice of convening general meeting to apply with the securities registration and clearing institutions. The convener shall not use the register of shareholders for purposes other than convening a shareholders' general meeting.</p>
9	<p>Article 72 Where an annual general meeting is convened by the Company, it shall issue a written notice at least <b><u>20 clear business days</u></b> prior to the meeting, and in the case of an extraordinary general meeting, it shall issue a written notice at least <b><u>10 clear business days or 15 days (whichever is longer)</u></b> prior to the meeting, to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting.</p>	<p>Article 72 Where an annual general meeting is convened by the Company, it shall issue a written notice at least <b><u>21 days</u></b> prior to the meeting, and in the case of an extraordinary general meeting, it shall issue a written notice at least <b><u>15 days</u></b> prior to the meeting, to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting.</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
10	<p>Article 74 Notice of the shareholders' general meeting shall comply with the following requirements:</p> <p>(I) shall be in written form;</p> <p>(II) shall specify the time, venue and duration of the meeting;</p> <p>(III) matters and proposals that shall be submitted to the meeting for consideration;</p> <p>(IV) shall provide shareholders the detailed information and explanations necessary for the shareholders to make sound decisions about the matters to be discussed. This principle includes (but not limited to) the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and serious explanations about the causes and effects when the Company proposes mergers, repurchase of shares, restructuring of share capital or other restructuring;</p> <p>(V) in the event that any of the Directors, Supervisors, President and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, President and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p> <p>(VI) shall include the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a Shareholder;</p> <p>(VIII) shall specify the date and place for the delivery of proxy forms for voting;</p> <p>(IX) shall specify the record date for determining the shareholders who are entitled to attend the shareholders' general meeting;</p>	<p>Article 74 Notice of the shareholders' general meeting shall comply with the following requirements:</p> <p>(I) shall be in written form;</p> <p>(II) shall specify the time, venue and duration of the meeting;</p> <p>(III) matters and proposals that shall be submitted to the meeting for consideration;</p> <p>(IV) shall provide shareholders the detailed information and explanations necessary for the shareholders to make sound decisions about the matters to be discussed. This principle includes (but not limited to) the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and serious explanations about the causes and effects when the Company proposes mergers, repurchase of shares, restructuring of share capital or other restructuring;</p> <p>(V) in the event that any of the Directors, Supervisors, President and other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, President and other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p> <p>(VI) shall include the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII) shall contain a conspicuous statement that a shareholder who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf and such proxy needs not to be a Shareholder;</p> <p>(VIII) shall specify the date and place for the delivery of proxy forms for voting;</p> <p>(IX) shall specify the record date for determining the shareholders who are entitled to attend the shareholders' general meeting;</p>

No.	Existing Articles of Association	Amended Articles of Association
	<p>(X) shall state the names and telephone numbers of the standing contact persons for the meeting.</p>	





## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
	<p>When relevant related party transactions are considered at a shareholders' general meeting, the related shareholders shall not participate in the voting if so specified in applicable laws, regulations or listing rules of the place(s) in which the shares of the Company are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non- related shareholders. Provisions otherwise provided by applicable laws, administrative regulations, departmental rules or listing rules of the place(s) in which the shares of the Company are listed shall prevail.</p> <p>When the proposal for providing guarantee to the shareholders, actual controllers and its related parties is reviewed by the general meeting, actual controller and its related parties, the relevant shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be passed by the more than half of the votes of other shareholders present at the meeting.</p> <p>When the Company provides guarantees to the shareholders, actual controllers and its affiliates, it must ask the counterparty to provide counter guarantee, and the counter guarantee provider shall have the actual performance capability.</p>	<p><u>solicitor who holds the Company's shares shall undertake not to transfer shares held by itself prior to announcement of resolution for considering the soliciting proposal at the shareholder's general meeting. The solicitor may publicly solicit for rights of shareholders by electronic method to provide convenience for shareholders' proxies, and the Company shall cooperate. The solicitor who vote only on certain resolutions at the shareholders' general meeting shall concurrently seek shareholders' voting opinion on other resolutions, and vote on their behalf based on their opinion.</u> Consideration or de facto consideration for soliciting shareholders' rights is prohibited. Where the public soliciting of shareholders' rights is in violation of laws, administrative regulations or relevant rules of securities regulatory authorities of the State Council and causes damages to the Company or other shareholders, it shall assume liability for compensation.</p> <p>When relevant related party transactions are considered at a shareholders' general meeting, the related shareholders shall not participate in the voting if so specified in applicable laws, regulations or listing rules of the place(s) in which the shares of the Company are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non- related shareholders. Provisions otherwise provided by applicable laws, administrative regulations, departmental rules or listing rules of the place(s) in which the shares of the Company are listed shall prevail.</p> <p>When the proposal for providing guarantee to the shareholders, actual controllers and its related parties is reviewed by the general meeting, actual controller and its related parties, the relevant shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be passed by the more than half of the votes of other shareholders present at the meeting.</p> <p>When the Company provides guarantees to the shareholders, actual controllers and its affiliates, it must ask the counterparty to provide counter guarantee, and the counter guarantee provider shall have the actual performance capability.</p>





## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
		<p><b><u>The resolutions as mentioned in No. (VII) and (X) in the preceding paragraph, in addition to being required to be passed by more than two thirds of voting rights held by shareholders present at the shareholders' general meeting, requires also the approval of more than two-thirds of voting rights held by other shareholders present at the meeting excluding the Company's Directors, Supervisors, senior management and shareholders who individually or collectively hold more than 5% of the Company's shares.</u></b></p>
15	<p>Article 104 Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder <b><u>has an interest in</u></b> a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a shareholders' general meeting, lawyers and representatives of shareholders and Supervisors shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</p> <p>Shareholders of the Company or their proxies who cast their votes through the network or by another method shall have the right to inspect their own voting results through an appropriate voting system.</p> <p>An on-site shareholders' general meeting shall not end earlier than the one held on the network or by another method. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.</p> <p>Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, substantial Shareholders, network services providers and other related parties involved at the on-site shareholders' general meeting, on the network and by another voting method shall be under a confidentiality obligation for the details of the voting.</p>	<p>Article 104 Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder <b><u>is related with</u></b> a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a shareholders' general meeting, lawyers and representatives of shareholders and Supervisors shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</p> <p>Shareholders of the Company or their proxies who cast their votes through the network or by another method shall have the right to inspect their own voting results through an appropriate voting system.</p> <p>An on-site shareholders' general meeting shall not end earlier than the one held on the network or by another method. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.</p> <p>Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, substantial Shareholders, network services providers and other related parties involved at the on-site shareholders' general meeting, on the network and by another voting method shall be under a confidentiality obligation for the details of the voting.</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
16	<p>Article 134 The Board shall perform the following duties:</p> <p>(I) to convene the shareholders' general meetings, make a proposal or propose a resolution at the shareholders' general meeting for approval and report its work to the shareholders' general meetings;</p> <p>(II) to implement the resolutions of shareholders' general meetings;</p> <p>(III) to determine specific business operation plans and investment plans of the Company;</p> <p>(IV) to formulate annual financial budget plans and final accounts plans of the Company;</p> <p>(V) to formulate the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(VI) to formulate proposals for the Company to increase or decrease its registered capital and issue corporate bonds;</p> <p>(VII) to prepare plans for the acquisition and disposal of significant assets of the Company, repurchase of shares of the Company, merger, division, dissolution and transformation of the Company, which are required to be submitted for consideration at the shareholder's general meeting;</p> <p>(VIII) to decide on the establishment of the Company's internal management structure;</p> <p>(IX) to appoint or dismiss the Company's President; based on the nominations of the President, to appoint or dismiss deputy President, secretary to the Board, chief financial officer and other senior management and to determine their remuneration and rewards and penalties;</p> <p>(X) to formulate the basic management system of the Company;</p> <p>(XI) to formulate proposals for any amendments to the Articles of Association;</p> <p>(XII) to propose to shareholders' general meetings the appointment or change of the accounting firm acting as the auditor of the Company;</p>	<p>Article 134 The Board shall perform the following duties:</p> <p>(I) to convene the shareholders' general meetings, make a proposal or propose a resolution at the shareholders' general meeting for approval and report its work to the shareholders' general meetings;</p> <p>(II) to implement the resolutions of shareholders' general meetings;</p> <p>(III) to determine specific business operation plans and investment plans of the Company;</p> <p>(IV) to formulate annual financial budget plans and final accounts plans of the Company;</p> <p>(V) to formulate the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(VI) to formulate proposals for the Company to increase or decrease its registered capital and issue corporate bonds;</p> <p>(VII) to prepare plans for the acquisition and disposal of significant assets of the Company, repurchase of shares of the Company, merger, division, dissolution and transformation of the Company, which are required to be submitted for consideration at the shareholder's general meeting;</p> <p>(VIII) to decide on the establishment of the Company's internal management structure;</p> <p>(IX) to appoint or dismiss the Company's President; based on the nominations of the President, to appoint or dismiss deputy President, secretary to the Board, chief financial officer and other senior management and to determine their remuneration and rewards and penalties;</p> <p>(X) to formulate the basic management system of the Company;</p> <p>(XI) to formulate proposals for any amendments to the Articles of Association;</p> <p>(XII) to propose to shareholders' general meetings the appointment or change of the accounting firm acting as the auditor of the Company;</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
	<p>(XIII) determine an equity investment exceeding RMB100 million by the Company (including but not limited to establishment of a new company and joint venture, equity acquisition and participation in capital increase), provided that the total equity investment within 1 year which meets the condition specified in sub-paragraph (13) of paragraph (I) of Article 59 hereof for consideration at the shareholder's general meeting, shall be submitted for consideration at the shareholder's general meeting;</p> <p>(XIV) determine a fixed asset investment exceeding RMB150 million by the Company (including but not limited to construction, technical transformation and asset acquisition projects), provided that the total fixed asset investment within 1 year which meets the condition specified in sub-paragraph (13) of paragraph (I) of Article 59 hereof for consideration at the shareholder's general meeting, shall be submitted for consideration at the shareholder's general meeting;</p> <p>(XV) determine investment, acquisition or disposal of assets, financing, connected transactions and other matters, which do not meet the condition specified by laws, regulations and the Articles of Association for consideration at the shareholder's general meeting, or which are required to be determined by the Board, in accordance with the Stock Exchange Listing Rules;</p> <p>(XVI) other matters authorized by laws, administrative regulations, departmental rules or the Articles of Association and the shareholders' general meeting.</p> <p>Resolutions relating to the above, with the exception of paragraphs (VI), (VII) and (XI) above which shall be approved by more than two-thirds of the Directors, shall be approved by more than half of the Directors.</p> <p>When the provision of guarantees (including guarantees to subsidiaries) is considered at the meetings of the Board of Directors, it shall be passed by the more than two thirds of the Directors present at the meeting.</p> <p>All resolutions related to connected transactions proposed by the Board of Directors shall be subject to the endorsement of independent non-executive Directors.</p>	<p>(XIII) determine an equity investment exceeding RMB100 million by the Company (including but not limited to establishment of a new company and joint venture, equity acquisition and participation in capital increase), provided that the total equity investment within 1 year which meets the condition specified in sub-paragraph (13) of paragraph (I) of Article 59 hereof for consideration at the shareholder's general meeting, shall be submitted for consideration at the shareholder's general meeting;</p> <p>(XIV) determine a fixed asset investment exceeding RMB150 million by the Company (including but not limited to construction, technical transformation and asset acquisition projects), provided that the total fixed asset investment within 1 year which meets the condition specified in sub-paragraph (13) of paragraph (I) of Article 59 hereof for consideration at the shareholder's general meeting, shall be submitted for consideration at the shareholder's general meeting;</p> <p>(XV) determine investment, acquisition or disposal of assets, financing, connected transactions, <b>donations</b> and other matters, which do not meet the condition specified by laws, regulations and the Articles of Association for consideration at the shareholder's general meeting, or which are required to be determined by the Board, in accordance with the Stock Exchange Listing Rules;</p> <p>(XVI) other matters authorized by laws, administrative regulations, departmental rules or the Articles of Association and the shareholders' general meeting.</p> <p>Resolutions relating to the above, with the exception of paragraphs (VI), (VII) and (XI) above which shall be approved by more than two-thirds of the Directors, shall be approved by more than half of the Directors.</p> <p>When the provision of guarantees (including guarantees to subsidiaries) is considered at the meetings of the Board of Directors, it shall be passed by the more than two thirds of the Directors present at the meeting.</p> <p>All resolutions related to connected transactions proposed by the Board of Directors shall be subject to the endorsement of independent non-executive Directors.</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
17	<p>Article 162 The President, vice Presidents, secretaries of the Board and chief financial officer of the Company are senior management of the Company.</p> <p>If the senior management in office is required to be removed as specified in Article 193 hereof, is bared from accessing the securities market by CSRC or should not hold such position for other reasons, the Board shall immediately remove the senior management, from the date of becoming aware of such circumstance.</p>	<p>Article 162 The President, vice Presidents, secretaries of the Board and chief financial officer of the Company are senior management of the Company.</p> <p>If the senior management in office is required to be removed as specified in Article 193 hereof, is bared from accessing the securities market by CSRC or should not hold such position for other reasons, the Board shall immediately remove the senior management, from the date of becoming aware of such circumstance.</p> <p><b><u>The president as referred to in the Articles of Association means manager in the Company Law, and the vice president therein means deputy manager in the Company Law.</u></b></p>
18	<p>Article 163 A person who holds an office other than that of the Director and the Supervisor in the controlling shareholder of the Company shall not act as a senior management of the Company.</p>	<p>Article 163 A person who holds an office other than that of the Director and the Supervisor in the controlling shareholder of the Company shall not act as a senior management of the Company.</p> <p><b><u>The senior management of the Company shall only receive remuneration from the Company, not from the controlling shareholders on behalf of the Company.</u></b></p>
19	<p>Article 176 Supervisors shall ensure that the Company discloses information in a timely and fair manner and the information disclosed by the Company is true, accurate and complete. If it cannot guarantee the integrity, accuracy and completeness of the contents of securities issuance documents and regular reports or has disputes, it shall issue opinions and state reasons in the written confirmation and the Company shall disclose them. Where the Company refuses to disclose, Supervisors may directly apply for disclosing.</p>	<p>Article 176 Supervisors shall ensure that the Company discloses information in a timely and fair manner and the information disclosed by the Company is true, accurate and complete, <b><u>and provide written confirmation for the periodic reports.</u></b> If it cannot guarantee the integrity, accuracy and completeness of the contents of securities issuance documents and regular reports or has disputes, it shall issue opinions and state reasons in the written confirmation and the Company shall disclose them. Where the Company refuses to disclose, Supervisors may directly apply for disclosing.</p>

## LETTER FROM THE BOARD

No.	Existing Articles of Association	Amended Articles of Association
20	<p>Article 193 A person may not serve as a Director, Supervisor, President or other senior management of the Company if such person:</p> <p>(I) has no civil capacity or has limited civil capacity;</p> <p>(II) was sentenced for the offence of corruption, bribery, expropriation, misappropriation of property or for disrupting the social and economic order, and less than five years has elapsed since the sentence was served, or who has been deprived of political rights due to such crimes, where less than five years has elapsed since the deprivation was completed;</p> <p>(III) was a former director, factory manager or President of a company or enterprise which has been declared bankrupt on the ground of maladministration and was personally liable for the winding up of such company or enterprise, and less than three years has elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>(IV) was a former legal representative of a company or an enterprise which has had its business license revoked for violating the laws, and was personally liable for that revocation, and less than three years has elapsed since the date of revocation;</p> <p>(V) has comparatively large amount of individual debts that have become overdue and have not been settled;</p> <p>(VI) has been currently under investigation by judicial organs for criminal offence which investigation is not yet concluded;</p> <p>(VII) is prohibited from acting as leader of an enterprise by virtue of any laws and administrative regulations;</p> <p>(VIII) is not a natural person;</p> <p>(IX) has been convicted by relevant competent authorities for violation of securities regulations, where such violation involved fraudulent or dishonest acts, and less than five years has elapsed since the date of such conviction.</p>	<p>Article 193 A person may not serve as a Director, Supervisor, President or other senior management of the Company if such person:</p> <p>(I) has no civil capacity or has limited civil capacity;</p> <p>(II) was sentenced for the offence of corruption, bribery, expropriation, misappropriation of property or for disrupting the social and economic order, and less than five years has elapsed since the sentence was served, or who has been deprived of political rights due to such crimes, where less than five years has elapsed since the deprivation was completed;</p> <p>(III) was a former director, factory manager or President of a company or enterprise which has been declared bankrupt on the ground of maladministration and was personally liable for the winding up of such company or enterprise, and less than three years has elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p> <p>(IV) was a former legal representative of a company or an enterprise which has had its business license revoked for violating the laws, and was personally liable for that revocation, and less than three years has elapsed since the date of revocation;</p> <p>(V) has comparatively large amount of individual debts that have become overdue and have not been settled;</p> <p>(VI) has been currently under investigation by judicial organs for criminal offence which investigation is not yet concluded;</p> <p>(VII) is prohibited from acting as leader of an enterprise by virtue of any laws and administrative regulations;</p> <p>(VIII) is not a natural person;</p> <p>(IX) has been convicted by relevant competent authorities for violation of securities regulations, where such violation involved fraudulent or dishonest acts, and less than five years has elapsed since the date of such conviction;</p> <p><b><u>(X) has been prohibited from participating in securities market by the CSRC and such duration has not expired.</u></b></p>

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## LETTER FROM THE BOARD

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No.	Existing Articles of Association	Amended Articles of Association
21	Article 236 The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the shareholders' general meeting. <u>The remuneration of the accounting firm engaged by the Board shall be decided by the Board.</u>	Article 236 The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the shareholders' general meeting.

Save for the proposed amendments to the Articles of Association as mentioned above, other provisions of the Articles of Association will remain unchanged. The Proposed Amendments to the Articles of Association are subject to the approval by the Shareholders by way of a special resolution at the 2021 AGM. Prior to the passing of the resolution of the Proposed Amendments to the Articles of Association, the prevailing Articles of Association shall remain valid and effective.

At the same time, the Board proposes the 2021 AGM to authorize Mr. Li Guiping, the executive Director, chief executive officer and president, or other authorized person to deal with the matters related to registration of changes of the Company and sign relevant legal documents.

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## LETTER FROM THE BOARD

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### XIII. Proposed Amendments to the Rules of Procedure for the General Meeting

Reference is made to the announcement of the Company dated 24 March 2022 in relation to the proposed amendments to the Rules of Procedure for the General Meeting of the Company.

According to the Company Law of the People's Republic of China, the Guidelines on the Articles of Association of Listed Companies (2022 Revision), the Rules for Shareholders' Meetings of Listed Companies (2022 Revision), the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 2 – the Compliant Operation of Listed Companies of the ChiNext Market, Appendix 3 to the Hong Kong Stock Exchange Listing Rules and other laws, regulations and normative documents, and in light of the actual needs and circumstances of the Company, the Company proposed to make the corresponding adjustments and amendments to the articles of the Rules of Procedure of the General Meeting as follows:

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
1	Article 1 In order to determine the duties and permissions of a shareholders' general meeting, regulate their organization and behavior, ensure that a shareholders' general meeting exercise their powers by law, improve the efficiency of a shareholders' general meeting, ensure the effectiveness and legality of procedures and resolutions of a shareholders' general meeting, and safeguard the legal rights and interests of all shareholders, the Company formulates these rules of procedure (the "Rules of Procedure") in accordance with the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (the "ChiNext Market Listing Rules"), and other relevant laws, regulations, normative documents and the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the "Articles of Association").	Article 1 In order to determine the duties and permissions of a shareholders' general meeting, regulate their organization and behavior, ensure that a shareholders' general meeting exercise their powers by law, improve the efficiency of a shareholders' general meeting, ensure the effectiveness and legality of procedures and resolutions of a shareholders' general meeting, and safeguard the legal rights and interests of all shareholders, the Company formulates these rules of procedure (the "Rules of Procedure") in accordance with the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (the "ChiNext Market Listing Rules"), <b><u>the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 2 – the Compliant Operation of Listed Companies of the ChiNext Market (the "Guidelines for the Compliant Operation")</u></b> and other relevant laws, regulations, normative documents and the Articles of Association of CIMC Vehicles (Group) Co., Ltd. (hereinafter referred to as the "Articles of Association").



## LETTER FROM THE BOARD

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
2	<p>Article 15 Where the Supervisory Committee or shareholders decide to convene a shareholders' general meeting by themselves, a written notice shall be submitted to the Board of Directors <b><u>and filed with the relevant securities regulatory authorities and corresponding</u></b> stock exchange <b>in the place where the Company is domiciled according to the applicable provisions.</b></p> <p>For a shareholders' general meeting convened by shareholders themselves, during the period from the date of giving the notice of the shareholders' general meeting to the conclusion of the meeting, the shareholders convening the meeting shall hold no less than 10% of the Shares.</p>	<p>Article 15 Where the Supervisory Committee or shareholders decide to convene a shareholders' general meeting by themselves, a written notice shall be submitted to the Board of Directors and filed with stock exchange <b><u>at the same time.</u></b></p> <p>For a shareholders' general meeting convened by shareholders themselves, during the period from the date of giving the notice of the shareholders' general meeting to the conclusion of the meeting, the shareholders convening the meeting shall hold no less than 10% of the Shares.</p>
3	<p>Article 16 Where the Supervisory Committee or shareholders convene a shareholders' general meeting by themselves, the Board of Directors and the secretary to the Board of Directors <b><u>shall</u></b> cooperate. The Board of Directors <b><u>shall</u></b> provide the register of shareholders on the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may carry relevant announcement on the notice of convening the shareholders' general meeting to apply with the securities registration and clearing institutions. The convener shall not use the register of shareholders for purposes other than convening a shareholders' general meeting.</p>	<p>Article 16 Where the Supervisory Committee or shareholders convene a shareholders' general meeting by themselves, the Board of Directors and the secretary to the Board of Directors <b><u>will</u></b> cooperate. The Board of Directors <b><u>will</u></b> provide the register of shareholders on the shareholding record date. If the Board of Directors fails to provide the register of shareholders, the convener may carry relevant announcement on the notice of convening the shareholders' general meeting to apply with the securities registration and clearing institutions. The convener shall not use the register of shareholders for purposes other than convening a shareholders' general meeting.</p>

## LETTER FROM THE BOARD

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
4	<p>Article 19 When a shareholders' general meeting is convened by the Company, the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding 3% or more of the Shares of the Company are entitled to propose resolutions to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Shares of the Company may submit ad hoc proposals in writing to the convener of the shareholders' general meeting 10 days before the convening of the shareholders' general meeting. The convener shall issue a supplemental notice of the shareholders' general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals. <del>If the ad hoc proposal does not comply with Article 18 herein according to the view of the convener after his/her reviewing and the convener decides not to include this ad hoc proposal into the agenda, the convener shall issue a notice for not including this ad hoc proposal into the agenda within 2 days and specify the reason; and at the same time, the convener shall make explanation at this shareholders' general meeting, and make an announcement on the content of ad hoc proposal and the explanation of the convener and as well as the resolutions of shareholders' general meetings after the shareholders' general meeting.</del></p> <p>Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals. The candidate list of Directors and Supervisors shall be submitted to the shareholders' general meetings as a proposal for consideration.</p>	<p>Article 19 When a shareholders' general meeting is convened by the Company, the Board of Directors, the Supervisory Committee or shareholders individually or jointly holding 3% or more of the Shares of the Company are entitled to propose resolutions to the Company.</p> <p><b><u>If shareholders submit ad hoc proposals at the shareholders' general meeting, any of the following circumstances shall be prohibited:</u></b></p> <p><b><u>(I) Shareholders who submit proposals fail to comply with the subject qualification requirements such as shareholding ratio;</u></b></p> <p><b><u>(II) The period prescribed in proposals is exceeded;</u></b></p> <p><b><u>(III) The proposals are not within the terms of reference of shareholders' general meeting;</u></b></p> <p><b><u>(IV) There is no clear topics and specific resolutions in the proposals;</u></b></p> <p><b><u>(V) The contents of proposals are in violation of laws and regulations and relevant requirements of the ShenZhen Stock Exchange;</u></b></p> <p><b><u>(VI) The contents of proposals fail to comply with the requirements of the Articles of Association.</u></b></p> <p><b><u>The shareholders submitting ad hoc proposals, shall provide the convener with the supporting documents that they hold more than 3% of the Company's shares. If shareholders jointly submit proposals by proxy, the entrusting shareholder shall issue an authority document in writing to the entrusted shareholder.</u></b></p> <p><b><u>The shareholders submitting ad hoc proposals or their proxies shall deliver the proposal letter, power of attorney, valid certificates indicating the shareholders' identity and other relevant documents to the convener within the prescribed period.</u></b></p>

## LETTER FROM THE BOARD

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
		<p><u>The contents of the proposal letter of ad hoc proposals shall include: the name of proposals, the specific content of proposals, the statement of proposers on the proposals' compliance with the "Rules for the Shareholders' General Meeting of Listed Companies", the "Guidelines for the Compliant Operation" and the relevant requirements of the Shenzhen Stock Exchange, and the assurance statement of proposers on authenticity of the shareholding supporting document and power of attorney.</u></p> <p><u>If ad hoc proposals do not have the circumstances specified in the second paragraph, the convener shall not refuse to submit ad hoc proposals to the shareholders' general meeting for consideration. The convener shall issue a supplementary notice of the shareholders' general meeting within the specified time, disclosing the name of shareholders submitting ad hoc proposals, the shareholding ratio and the specific content of new proposals.</u></p> <p><u>If the convener determines that the ad hoc proposals have the circumstances specified in the second paragraph, and further determines that such proposal shall not be voted and resolved at the shareholders' general meeting, the convener shall announce the contents of the relevant shareholders' ad hoc proposals within two days upon receipt of the proposal, and explains the basis and legal compliance of the aforementioned determination, and also appoints a law firm to issue the legal opinion on the relevant reasons and their legal compliance and makes an announcement.</u></p> <p><u>Shareholders individually or jointly holding 3% or more of the Shares of the Company (including preferred shareholders with restored voting rights) may submit ad hoc proposals in writing to the convener of the shareholders' general meeting 10 days before the convening of the shareholders' general meeting. The convener shall issue a supplemental notice of the shareholders' general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.</u></p> <p><u>Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the shareholders' general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals. The candidate list of Directors and Supervisors shall be submitted to the shareholders' general meetings as a proposal for consideration.</u></p>

## LETTER FROM THE BOARD

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
		<p><u>If the convener is required to supplement or amend the disclosures of the proposal according to the requirements, the proposal shall not be substantially modified, and the relevant supplement or amendment announcement shall be published before the online voting of the shareholders' general meeting. The legal opinion disclosed together with the resolution of the shareholders' general meeting shall include a clear opinion issued by the lawyer on whether the supplement and amendment to the disclosures of the proposal constitutes a substantial modification of the proposal.</u></p> <p><u>If a proposal is substantially modified, the relevant changes shall be deemed as a new proposal and shall not be voted at the shareholders' general meeting.</u></p>
5	Article 20 If a notice of the shareholders' general meeting does not specify the proposed resolutions or does not comply with Article 18 herein, no voting for resolutions shall be carried out at the shareholders' general meeting.	Article 20 If a notice of the shareholders' general meeting does not specify the proposed resolutions or does not comply with Article 18, <b>Article 19</b> herein, no voting for resolutions shall be carried out at the shareholders' general meeting.
6	Article 21 A written notice convening an annual general meeting shall be sent at least <b>20 clear business days</b> in advance and a written notice convening an extraordinary general meeting shall be sent at least <b>10 clear business days or 15 days (whichever is longer)</b> in advance to shareholders whose names appear on the register of shareholders, specifying the matters proposed to be considered and the date and place of the meeting.	Article 21 A written notice convening an annual general meeting shall be sent at least <b>21 days</b> in advance and a written notice convening an extraordinary general meeting shall be sent at least <b>15 days</b> in advance to shareholders whose names appear on the register of shareholders, specifying the matters proposed to be considered and the date and place of the meeting.

## LETTER FROM THE BOARD

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
7	<p>Article 24 In the event that the election of Directors and Supervisors is to be discussed at a shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose details of candidates for the Directors and Supervisors, and shall at least include the following particulars:</p> <p>(I) Personal information such as education background, work experience, part-time jobs, etc., especially work experience in the Company's shareholders and de facto controller;</p> <p>(II) Whether the candidate is related to the Company, its controlling shareholder and de facto controller, shareholders holding more than 5% of the Shares of the Company, other Directors, Supervisors and senior management of the Company;</p> <p>(III) to disclose number of shares of the Company they hold;</p> <p>(IV) whether or not they have been penalized by the CSRC and other relevant departments, and <b><u>disciplined</u></b> by the stock exchange;</p> <p>(V) Whether any circumstances as stipulated in the Company Law and other laws and regulations or as stipulated by the regulatory bodies under which the candidate may not be appointed as Director or Supervisor exists;</p> <p>(VI) Other information on election and reelection of Directors or Supervisors to be disclosed in accordance with the Stock Exchange Listing Rules. A written notice convening an annual general meeting shall be sent at least <b><u>20 clear business days</u></b> in advance and a written notice convening an extraordinary general meeting shall be sent at least <b><u>10 clear business days or 15 days (whichever is longer)</u></b> in advance to shareholders whose names appear on the register of shareholders, specifying the matters proposed to be considered and the date and place of the meeting.</p> <p>In addition to adopting the cumulative voting system to elect Directors and Supervisors, a single proposal on each of the candidates for Directors and Supervisors shall be submitted.</p>	<p>Article 24 In the event that the election of Directors and Supervisors is to be discussed at a shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose details of candidates for the Directors and Supervisors, and shall at least include the following particulars:</p> <p>(I) Personal information such as education background, work experience, part-time jobs, etc., especially work experience in the Company's shareholders and de facto controller, <b><u>and the situation of serving as directors, supervisors and senior management in other institutions in the last five years;</u></b></p> <p>(II) Whether the candidate is related to the Company, its controlling shareholder and de facto controller, shareholders holding more than 5% of the Shares of the Company, other Directors, Supervisors and senior management of the Company;</p> <p>(III) to disclose number of shares of the Company they hold;</p> <p>(IV) whether or not they have been penalized by the CSRC and other relevant departments, and <b><u>disciplined</u></b> by the stock exchange, <b><u>whether or not they have been suspected of any crime which is under formal investigation by the judicial authority or any non-compliance which is under formal investigation by the CSRC, for which definitive conclusions are pending;</u></b></p> <p>(V) <b><u>Whether or not they have been publicized by the CSRC on the illegal and dishonest information public inquiry platform of the securities and futures market or included in the list of dishonest persons subject to enforcement by the people's court;</u></b></p> <p>(VI) Whether any circumstances as stipulated in the Company Law and other laws and regulations or as stipulated by the regulatory bodies under which the candidate may not be appointed as Director or Supervisor exists;</p>

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
		<p>(VII) Other information on election and reelection of Directors or Supervisors to be disclosed in accordance with the Stock Exchange Listing Rules. A written notice convening an annual general meeting shall be sent <b>at least 21 days</b> in advance and a written notice convening an extraordinary general meeting shall be sent at least <b>15 days</b> (whichever is longer) in advance to shareholders whose names appear on the register of shareholders, specifying the matters proposed to be considered and the date and place of the meeting;</p> <p><b><u>(VIII) Other major matters disclosed to be required by the stock exchange where the shares of the Company are listed.</u></b></p> <p>In addition to adopting the cumulative voting system to elect Directors and Supervisors, a single proposal on each of the candidates for Directors and Supervisors shall be submitted.</p>
8	<p>Article 40 <del>If a shareholders' general meeting of the Company adopts the online method or other means,</del> the voting time and voting procedures for the online meeting or other means of meeting shall be specified clearly in the notice of the shareholders' general meeting.</p>	<p>Article 40 The voting time and voting procedures for the online meeting or other means of meeting shall be specified clearly in the notice of the shareholders' general meeting by the Company.</p>
9	<p>Article 53 Shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.</p> <p>When the shareholders' general meeting considers matters that could materially affect the interest of middle and small investors, the votes by middle and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly.</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a shareholders' general meeting.</p>	<p>Article 53 Shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.</p> <p>When the shareholders' general meeting considers matters that could materially affect the interest of middle and small investors, the votes by middle and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly.</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a shareholders' general meeting.</p> <p><b><u>Shareholders who purchase the voting shares</u></b></p>

## LETTER FROM THE BOARD

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
10	<p>Article 54 Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place(s) in which the shares of the Company are listed, the Board, independent non-executive Directors <u>and shareholders who qualify with relevant specified conditions or investors protection institutes established in accordance with laws, administrative regulations or rules of the securities regulatory authorities under the State Council</u> may solicit for the voting shares from shareholders, publicly request the shareholders of the Company to appoint him/her as their proxies to attend the shareholders' general meeting and to exercise the right of submitting proposals, the voting right and other shareholders' rights on their behalf by himself/herself or by appointing securities companies and securities service institutes. <u>Where it solicits for rights of shareholders in accordance with the preceding paragraph, the solicitor shall disclose the soliciting document and the Company shall cooperate.</u> Consideration or de facto consideration for soliciting shareholders' rights is prohibited. Where the public soliciting of shareholders' rights is in violation of laws, administrative regulations or relevant rules of securities regulatory authorities of the State Council and causes damages to the Company or shareholders, it shall assume liability for compensation in accordance with laws. Save for resolutions on procedures for the shareholders' general meeting or administrative matters which can be resolved on by the chairman of the meeting based on the principle of honesty and voted on by a show of hands as required by the Stock Exchange Listing Rules, voting at the shareholders' general meeting is conducted by open ballot or other ways permitted by the securities regulatory rules of the place where the Company's shares are listed. If a voting right is exercised repeatedly, only the first exercise of the voting right is recognized.</p>	<p>Article 54 Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place(s) in which the shares of the Company are listed, the Board, independent non-executive Directors, <u>shareholders who hold more than one percent of voting shares or investors protection institutes established in accordance with laws, administrative regulations or rules of the CSRC</u> may solicit for the voting shares from shareholders, publicly request the shareholders of the Company to attend the shareholders' general meeting on their behalf in person or by appointing securities companies and securities service institutes and exercise the right of submitting proposals, the voting right and other shareholders' rights. <u>The solicitor shall disclose the soliciting announcement and related soliciting document in accordance with rules, and disclose updates and results on the soliciting according to the requirements, while the Company shall cooperate. The solicitor who holds the Company's shares shall undertake not to transfer shares held by itself prior to announcement of resolution for considering the soliciting proposal at the shareholder's general meeting. The solicitor may publicly solicit for rights of shareholders by electronic method to provide convenience for shareholders' proxies, and the Company shall cooperate. The solicitor who vote only on certain resolutions at the shareholders' general meeting shall concurrently seek shareholders' voting opinion on other resolutions, and vote on their behalf based on their opinion.</u> Consideration or de facto consideration for soliciting shareholders' rights is prohibited. <u>Except for statutory conditions, no minimum shareholding limitation shall be imposed for soliciting voting rights by the Company.</u> Where the public soliciting of shareholders' rights is in violation of laws, administrative regulations or relevant rules of securities regulatory authorities of the State Council and causes damages to the Company or shareholders, it shall assume liability for compensation in accordance with laws.</p>



## LETTER FROM THE BOARD

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
11	<p>Article 56 When relevant related party transactions are considered at a shareholders' general meeting, the related shareholders shall not participate in the voting if so specified in applicable laws, regulations or listing rules of the place(s) in which the shares of the Company are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related shareholders. Provisions otherwise provided by applicable laws, administrative regulations, departmental rules or listing rules of the place(s) in which the shares of the Company are listed shall prevail.</p> <p>Before any related party transaction is considered at a shareholders' general meeting, the secretary to the Board shall determine the scope of related shareholders in accordance with relevant laws, regulations, Stock Exchange Listing Rules and normative documents. When it is difficult to judge whether they belong to related shareholders or not, the secretary to the Board shall consult with the professional intermediary agency engaged by the Company for confirmation. The secretary to the Board shall send the list of related shareholders to the chairman of the meeting prior to the meeting, while the chairman of the meeting shall announce the related shareholders abstaining from voting when discussing the related party transactions.</p> <p>Related shareholders or their authorized representatives may attend the shareholders' general meeting, and may clarify their points of view to the attending shareholders in accordance with procedures of the meeting, but they shall take the initiative to abstain from voting; if the related shareholders do not take the initiative to abstain from voting, other shareholders present at the meeting or the chairman of the meeting shall have the right to require them to abstain from voting. After the related shareholders abstain from voting, other shareholders shall vote according to the voting rights they hold.</p> <p>Abstaining and voting procedures of the related shareholders shall be recorded in the minutes of the meeting.</p>	<p>Article 56 When relevant related party transactions are considered at a shareholders' general meeting, the related shareholders shall not participate in the voting if so specified in applicable laws, regulations or listing rules of the place(s) in which the shares of the Company are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related shareholders. Provisions otherwise provided by applicable laws, administrative regulations, departmental rules or listing rules of the place(s) in which the shares of the Company are listed shall prevail.</p> <p>Before any related party transaction is considered at a shareholders' general meeting, the secretary to the Board shall determine the scope of related shareholders in accordance with relevant laws, regulations, Stock Exchange Listing Rules and normative documents. When it is difficult to judge whether they belong to related shareholders or not, the secretary to the Board shall consult with the professional intermediary agency engaged by the Company for confirmation. The secretary to the Board shall send the list of related shareholders to the chairman of the meeting prior to the meeting, while the chairman of the meeting shall announce the related shareholders abstaining from voting when discussing the related party transactions.</p> <p>Related shareholders or their authorized representatives may attend the shareholders' general meeting, and may clarify their points of view to the attending shareholders in accordance with procedures of the meeting, but they shall take the initiative to abstain from voting; if the related shareholders do not take the initiative to abstain from voting, other shareholders present at the meeting or the chairman of the meeting shall have the right to require them to abstain from voting. After the related shareholders abstain from voting, other shareholders shall vote according to the voting rights they hold.</p> <p>Abstaining and voting procedures of the related shareholders shall be recorded in the minutes of the meeting.</p> <p><b><u>Where a shareholder is required to abstain from voting or promise to abstain from voting at the shareholders' general meeting, the convener shall clearly disclose the relevant information in the notice of the shareholders' general meeting, citing the relevant announcement that discloses the reason that it is necessary for the shareholder to abstain from voting or promise to abstain from voting. Meanwhile, the explanations shall be provided in respect of such shareholders' opinion on acceptance of other shareholders' proxies to vote, and a special reminder shall be given.</u></b></p>



## LETTER FROM THE BOARD

No.	Existing Articles of the Rules of Procedure for the General Meeting	Amendments to Articles of the Rules of Procedure for the General Meeting
12	<p>Article 68 Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder <b>has an interest in</b> a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a shareholders' general meeting, lawyers and representatives of shareholders and Supervisors shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</p> <p>Shareholders of the Company or their proxies who cast their votes through internet or by other methods shall have the right to inspect their own voting results through an appropriate voting system.</p>	<p>Article 68 Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder <b>is related with</b> a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.</p> <p>When voting takes place on a proposal at a shareholders' general meeting, lawyers and representatives of shareholders and Supervisors shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.</p> <p>Shareholders of the Company or their proxies who cast their votes through internet or by other methods shall have the right to inspect their own voting results through an appropriate voting system.</p>
13	<p>Article 79 Minutes shall be kept at the shareholders' general meeting. The secretary to the Board shall be responsible for the minutes. The Directors present at the meeting and the chairman of the meeting shall sign the minutes of the meeting.</p>	<p>Article 79 Minutes shall be kept at the shareholders' general meeting. The secretary to the Board shall be responsible for the minutes. The Directors present at the meeting, <b><u>Supervisors, the secretary to the Board, convener or its proxy</u></b> and the chairman of the meeting shall sign the minutes of the meeting.</p>
14	<p>Article 101 The Rules shall <b><u>take effect and be implemented from the date of the initial public offering of the RMB ordinary shares (A Shares) of the Company in the People's Republic of China and when they are listed on the ChiNext Market of Shenzhen Stock Exchange</u></b> when it is considered and passed at a shareholders' general meeting of the Company.</p>	<p>Article 101 The Rules shall take effect and be implemented from the date when it is considered and passed at a shareholders' general meeting of the Company. <b><u>Amendments to the Rules shall be proposed by the Board of Directors and submitted to the general meeting for consideration and approval, and are invalid unless approved by the general meeting.</u></b></p>

Save for the above proposed amendments to the Rules of Procedure for the General Meeting, the other provisions of the Rules of Procedure for the General Meeting will remain unchanged. The Proposed Amendments to the Rules of Procedure for the General Meeting are subject to the approval by the Shareholders by way of a special resolution at the 2021 AGM respectively. Prior to the passing of the resolution of the Proposed Amendments to the Rules of Procedure for the General Meeting, the prevailing Rules of Procedure for the General Meeting shall remain valid and effective.

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## LETTER FROM THE BOARD

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### XIV. Proposed Grant of General Mandate to Issue New Shares

To ensure that the Board of Directors has the flexibility and discretion to decide on the individual or joint allotment, issue and disposal of additional A and/or H Shares and the terms and conditions of issue as appropriate, in the light of market conditions and the needs of the Company, it is proposed that a new general mandate (the “**General Mandate**”) be granted to the Board of Directors at the 2021 Annual General Meeting so as to allot, issue and dispose of additional A and/or H Shares of the Company individually or jointly. The exercise of the above mandate by the Board of Directors during the relevant period will obviate the need for the Company to convene a general meeting or a class general meeting in the case of issuing H Shares. In the case of issuing A Shares, the Company is no longer required to convene a class general meeting. If, under relevant regulations in the PRC, a general meeting of all Shareholders is required to be convened notwithstanding the general mandate to issue shares, the approval of the general meeting of all Shareholders is still required, but the approval of Shareholders at the class general meeting of A and H Shares is not required, respectively.

The General Mandate to issue shares is specifically as follows.

1. The Board of Directors is hereby authorized to determine the individual or joint allotment, issue and disposal of additional A Shares and/or H Shares of the Company (including securities convertible into A Shares and/or H Shares) and the terms and conditions of issue, in the light of market conditions during the relevant period:
  - 1) The class and number of shares to be issued, allotted and disposed of;
  - 2) Pricing mechanism and/or issue price (including price range) of stocks;
  - 3) The opening and closing time of the issuance;
  - 4) The class and number of shares to be issued to existing shareholders; and/or
  - 5) The making or granting of offers, agreements, options or conversions which may require the exercise of such rights.
2. The number of A Shares or H Shares to be issued, allotted and disposed of (whether pursuant to options, conversions or otherwise) as the Board of Directors may decide, individually or jointly, pursuant to the mandate referred to in item 1 above shall not exceed 20% of the number of A Shares and/or H Shares in issue as at the date of consideration and approval of this proposal at the 2021 Annual General Meeting, respectively. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,453,680,000 A Shares and 563,920,000 H Shares. Subject to the passing of the General Mandate at the 2021 Annual General Meeting and on the basis that no further shares will be issued prior to the 2021 Annual General Meeting, the Board of Directors will be entitled to issue no more than 290,736,000 A Shares and 112,784,000 H Shares.

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## LETTER FROM THE BOARD

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3. The Board may make or grant offers, agreements, options or conversions during the relevant period which require or may require the exercise of such rights after the end of the relevant period.
4. For the purpose of this resolution, the relevant period refers to the period from the date on which this proposal is passed by the 2021 Annual General Meeting of Shareholders until the earliest of (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of 12 months from the date of passing this resolution by a special resolution at the 2021 Annual General Meeting; or (3) the revocation or variation of the mandate given under this resolution by passing of a special resolution of the Company to the Board of Directors in a general meeting.
5. The Board of Directors is authorized to increase the registered capital of the Company accordingly in accordance with the manner, type and number of shares to be issued and distributed and the actual situations of share capital structure of the Company upon the completion of share issue, and to make such amendments to the Articles of Association of the Company as it deems necessary in due course to reflect the new share capital structure and registered capital.
6. Subject to the relevant laws and regulations, the regulatory rules of the place where the Company is listed and the Articles of Association of the Company, the Board of Directors is authorized to do all necessary matters required for the General Mandate of share issue.
7. In order to take forward in a timely and effective manner the implementation of the General Mandate to issue shares by the Company in accordance with the foregoing, the Board of Directors and its authorized persons are authorized, in conjunction with the approval of the matters mentioned in the above items 1-6 at the 2021 Annual General Meeting and during the above relevant period:
  - 1) depending on the actual market conditions, determine the method of issuance, the target for issuance as well as the amount and proportion of issuance to such target, pricing mechanism and/or issue price (including price range), the opening and closing time of the issuance, the listing time, use of proceeds and others;
  - 2) engage necessary professional agencies and sign relevant engagement agreements or contracts;

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## LETTER FROM THE BOARD

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- 3) sign the underwriting agreement, sponsors agreement, listing agreement and all other documents as considered necessary for executing the General Mandate to issue shares on behalf of the Company;
  - 4) handle the issues on registration of change in registered share capital and equity registration in a timely manner in accordance with the method, class and number of issued shares and the actual share capital structure of the Company upon completion of the share issuance;
  - 5) apply for approval, registration, filing and other procedures in connection with the share issuance and listing of such shares to relevant authorities on behalf of the Company;
  - 6) determine and pay up the offering and listing fee or application fee;
  - 7) amend the Articles of Association of the Company in a timely manner according to the method, class and number of the issued shares and the actual share capital structure of the Company upon completion of the share issuance and arrange necessary registration and filing process, and register shares with the relevant registration authorities in accordance with relevant domestic and overseas laws, regulations and normative documents; and
  - 8) all other procedures and issues as the Board may consider necessary in connection with the General Mandate to issue shares.
8. The Board and its authorized persons may not exercise rights until such issuance and related matters are in compliance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Article of Association and regulatory rules (as amended from time to time) of the place where the Company is listed, and subject to approval (if required) by China Securities Regulatory Commission and other relevant authorities. The Board and its authorized persons shall handle relevant matters subject to the authority granted to the Board by the 2021 Annual General Meeting.

The Board has no plan to issue new Shares pursuant to the General Mandate at present. The resolution on the proposed grant of General Mandate will be proposed as a special resolution to the 2021 Annual General Meeting for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### NOTICES OF THE 2021 AGM

The 2021 AGM will be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:30 p.m. on Tuesday, 31 May 2022. Notice of the 2021 AGM is set out on pages 61 to 63 of this circular.

### VOTING BY POLL AT THE 2021 AGM

Pursuant to Rule 13.39(4) of the Hong Kong Stock Exchange Listing Rules, all resolutions as set out in the notice of the 2021 AGM must be taken by poll.

Save as disclosed above, to the best knowledge of the Directors, as at the Latest Practicable Date, no Shareholders is required to abstain from voting in respect of ordinary resolutions and special resolutions at the 2021 AGM.

### PROXY FORMS

Shareholders who intend to attend the 2021 AGM by proxy are required to complete and return the proxy form(s), in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the 2021 AGM or any adjournment thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting in person at such meeting(s) or any adjournment thereof should you so wish.

For H Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or the registered office of the Company in the PRC at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC, not less than 24 hours before the time appointed for holding the 2021 AGM in order for such documents to be valid.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the 2021 AGM, the register of members of H Shares will be closed from Wednesday, 25 May 2022 to Tuesday, 31 May 2022 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 25 May 2022 are entitled to attend and vote at the 2021 AGM.

In order to determine the identity of Shareholders who are entitled to attend and vote at the 2021 AGM, all Share transfers accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), not later than 4:30 p.m. on Tuesday, 24 May 2022.

You are urged to complete and return the proxy form whether or not you intend to attend the 2021 AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 AGM (or any subsequent meetings following the adjournments thereof) should you wish to do so.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the resolutions set out in the notice of 2021 AGM for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2021 AGM.

On behalf of the Board  
**CIMC Vehicles (Group) Co., Ltd.**  
**Li Guiping**

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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**CIMC VEHICLES**

**CIMC Vehicles (Group) Co., Ltd.**

**中集車輛(集團)股份有限公司**

(Stock Code: 1839)

### NOTICE OF 2021 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for 2021 (the “**2021 AGM**”) of CIMC Vehicles (Group) Co., Ltd. (the “**Company**”) will be held at Unit 1803, 18/F, Prince Plaza, Shekou, Nanshan District, Shenzhen, Guangdong, the People’s Republic of China (the “**PRC**”) at 2:30 p.m. on Tuesday, 31 May 2022 for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the circular (the “**Circular**”) of the Company dated 28 April 2022.

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the 2021 Annual Report, the summary of the annual report for 2021 and the final financial accounts for 2021;
2. To consider and approve the investment plan for 2022;
3. To consider and approve the fund plan for 2022;
- 3.1 The proposal on guarantee plans for subsidiaries and their distributors and customers in 2022;
- 3.2 The proposal on external guarantees and related party/connected transactions;
4. To consider and approve the profit distribution plan for 2021;
5. To consider and approve the proposal on engagement of auditor for 2022;
6. To consider and approve the proposed amendments to the Management Rules for External Guarantees;

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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7. To consider and approve the proposal on the purchase of liability insurance for Directors, Supervisors and Senior Management;
8. To consider and approve the work report of the Board for 2021;
9. To consider and approve the work report of the Supervisory Committee for 2021;
10. To consider and approve the proposed amendments to the Terms of Reference for the Independent Non-executive Directors; and
11. To consider and approve the proposal of By-Election of the Non-executive Director of the Second Session of the Board and his proposed remuneration.

### SPECIAL RESOLUTIONS

12. To consider and approve the proposed amendments to the Articles of Association;
13. To consider and approve the proposed amendments to the Rules of Procedure for the General Meeting; and
14. To consider and approve the proposed grant of general mandate to issue new shares.

On behalf of the Board  
**CIMC Vehicles (Group) Co., Ltd.**  
**Li Guiping**

李桂平

Shenzhen, the PRC  
28 April 2022



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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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1. For the purpose of holding the 2021 AGM, the register of members of H Shares of the Company will be closed from Wednesday, 25 May 2022 to Tuesday, 31 May 2022 (both days inclusive), during which period no transfer of Shares will be registered.

In order to be qualified to attend and vote at the 2021 AGM, for holders of H Shares, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 24 May 2022.

The Shareholders whose names appear on the register of members of the Company on Wednesday, 25 May 2022 are entitled to attend and vote at the 2021 AGM.

In order to ascertain the entitlement of the 2021 Annual Final Dividend, the register of members of H Shares will be closed from Tuesday, 7 June 2022 to Thursday, 9 June 2022 (both days inclusive), during which no transfer of Shares will be registered. To be eligible to receive the aforesaid cash dividend, the transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders no later than 4:30 p.m. on Monday, 6 June 2022 (subject to the approval by the Shareholders at the 2021 AGM).

2. Votes on the resolutions to be proposed at the 2021 AGM shall be taken by way of poll.
3. Shareholders who are entitled to attend and vote at the 2021 AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that the instrument shall be affixed with the seal of the legal person or signed by its legal representative or the proxy authorized by a resolution of its Board or other decision-making bodies.
5. In order to be valid, the proxy form must be deposited, for H Shareholders, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the registered office of the Company in the PRC at No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC not less than 24 hours before the time appointed for holding the 2021 AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time to the same place as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the 2021 AGM or any adjourned meetings should they so wish.
6. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the 2021 AGM. If corporate shareholders appoint authorised representative to attend the 2021 AGM, 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 2021 AGM.
7. The 2021 AGM is expected to take for less than half a day. Shareholders or their proxies attending the 2021 AGM shall be responsible for their own travel and accommodation expenses.
8. Contact details of the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, are as follows:

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
Telephone: (+852) 2862 5555  
Fax No.: (+852) 2865 0990

9. Contact details of the registered office of the Company in the PRC are as follows:

Address: No. 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC  
Telephone No.: (0755) 2669 1130  
Email: ir\_vehicles@cimc.com

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