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# **CIMC VEHICLES**

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

**中集車輛(集團)股份有限公司**

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

**(Stock Code: 1839)**

## **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;

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**  
*Executive Director*

Shenzhen, the PRC  
28 April 2022

*Notes:*

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

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

\* *Executive Director*

\*\* *Non-executive Directors*

\*\*\* *Independent non-executive Directors*